PUBLICIS
GROUPE

UNIVERSAL REGISTRATION DOCUMENT

2023 ANNUAL FINANCIAL REPORT

CONTENTS

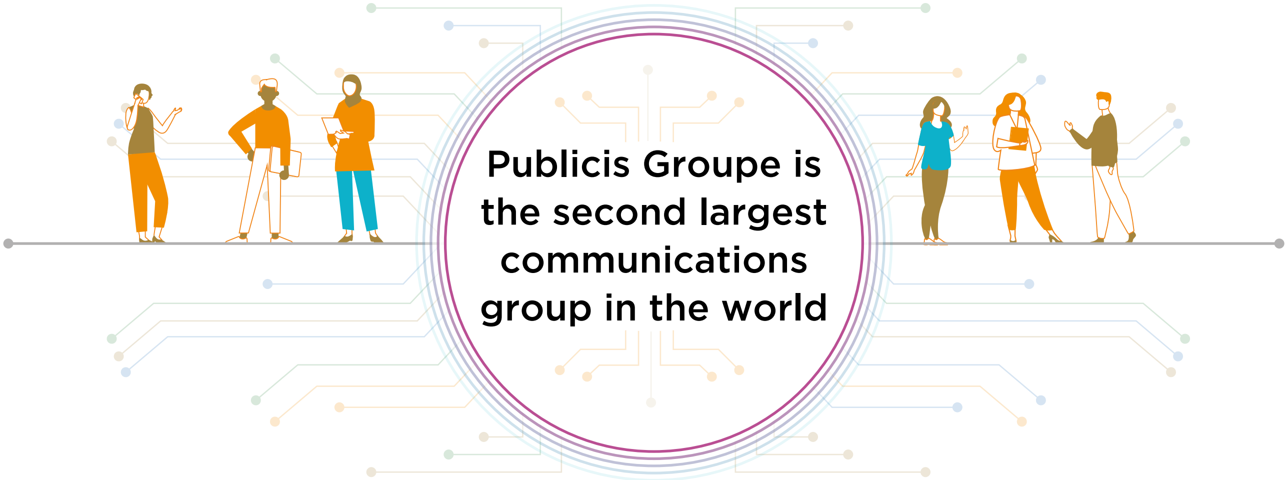
Annual financial report items are identified in the summary using the pictogram **AFR**.

PUBLICIS GROUPE

UNIVERSAL REGISTRATION DOCUMENT 2023

ANNUAL FINANCIAL REPORT

GROUPE PROFILE



Publicis Groupe supports its clients across the entire marketing, communication and digital transformation value chain to help them differentiate themselves in an increasingly competitive world.

Clients have been at the heart of the Groupe's model since its inception and benefit from a fluid and unified organization by country. The Groupe offers them a dynamic and disruptive creative offering, targeted large-scale media expertise, as well as unique data and technology skills to enable them to acquire in-depth consumer knowledge and create digital channels for dialogue directly with end customers.

Founded in Paris in 1926, the Groupe operates in more than 100 countries and has more than 103,000 employees.

AUTORITÉ DES MARCHÉS FINANCIERS AMF

This Universal Registration Document was filed on April 24, 2024 with the AMF in its capacity as competent authority under Regulation (EU) 2017/1129, without prior approval in accordance with article 9 of said regulation.

The Universal Registration Document may be used for the purposes of an offer to the public of financial securities or the admission of financial securities to trading on a regulated market if it is supplemented by a securities note (or note relating to financial securities) and, where applicable, a summary and any amendments made to the Universal Registration Document. The resulting package is approved by the AMF in accordance with Regulation (EU) 2017/1129.

This Universal Registration Document is a reproduction of the official version of the Universal Registration Document which has been produced in XHTML and includes the Annual Financial Report for the financial year ended December 31, 2023, and is available on the Publicis website www.publicisgroupe.com, as well as on that of the AMF (www.amf-france.org).

MESSAGE FROM THE CHAIRMAN OF THE SUPERVISORY BOARD

MAURICE LÉVY
Chairman of the Supervisory Board

WE'VE NEVER STOPPED SURPASSING OURSELVES, AND WE'VE ALWAYS RAISED THE BAR, WHETHER IN INNOVATION, CREATIVITY, THE USE OF TECHNOLOGY OR SIMPLY IN THE SEARCH FOR THE MOST HUMANE SOLUTIONS.

Over the years, Publicis has managed to change, evolve and transform itself… If there is one quality that is inherent to the group founded by Marcel Bleustein-Blanchet, it's unquestionably the constant adaptation to changing times and being one step ahead of trends: just enough to bring this piece of the future to our clients so that their approaches are always relevant and best suited to the growth trends of our societies.

PUBLICIS IS NO LONGER QUITE THE SAME, NOR COMPLETELY DIFFERENT…

We could paraphrase Verlaine by saying that Publicis is no longer quite the same, nor completely different… And this has been true from the beginning… Modern, even avant-gardist, but steeped in traditions and values that others could consider outdated, such as the profound respect for all our employees in their diversity, their origins and differences, our clients, their brands and products, our shareholders, and, of course, consumers. Especially consumers. These nameless people whom we contact several times a day and who are our *raison d'être*. For them, we create campaigns that we want to be profoundly honest, useful to their daily lives, respectful of their privacy, and that provide them sublimated information in a pleasant, emotional or entertaining way so that they can freely choose the products, brands and services they find useful or that simply give them pleasure.

To get us to where we are, there has been no miracle, but a simple formula: surpassing oneself. We've never stopped surpassing ourselves, and we've always raised the bar, whether in innovation, creativity, the use of technology or simply in the search for the most humane solutions. But yes, because people are at the heart of everything we do and we've always had to conceive of our profession and our mission in this way. We're artisans of ideas at the service of others, for our clients, of course, but also those through whom everything happens: the billions of consumers around the world. Consumers, certainly, but human above all. This is the philosophy that has dominated our actions throughout the decades of our existence.

Changes? Yes, when we had to introduce the opinion polls that Marcel Bleustein-Blanchet had championed to better understand people's tastes and motivations; the science of signs, semiology, sociology and all the human sciences to understand the dynamics and avoid (more often than not) the blunders that could hurt or offend our consumers, while providing our clients with the most exacting performance from every point of view.

Changes? Yes, again and again, with the introduction of the most advanced techniques in photography, cinema and video, and working with the most sought-after artists, directors and talent to offer genuine gratification to our consumers while enhancing the value of our clients' brands and products… We've always done our job with ethical and moral standards based on respect for others.

Changes that became bold bets with the introduction of digital technology in the early 1990s, followed by major investments, such as the direction taken with the acquisition of major networks like Saatchi and Saatchi or the Bcom3 communications group, which includes brilliant agencies like Leo Burnett and Starcom…. And the major digital turning point in 2006 with the acquisition of Digitas, which paved the way for a real transformation of the Groupe with the acquisitions that followed, and the leap sideways and forward with Sapient and later Epsilon….

But there are still more changes, breaking with the traditions of the advertising market, which operated in silos (some still operate in this way), by introducing the "Power Of One" in 2015 … All the Groupe's power is at the service of each client.

I could go on with the litany of changes in this magnificent company and its incredible ability to stay the same, thanks to a combination of factors that make it unique.

WE'VE ALWAYS DONE OUR BUSINESS WITH ETHICAL AND MORAL STANDARDS BASED ON RESPECT FOR OTHERS.

First, of course, this extraordinary position in the field of communication and technology: no longer just a communications group, or, if you prefer, much more than a communications group and almost a technology group, and tomorrow, Artificial Intelligence… It's a category apart, a category in itself. We're comfortable being different, because difference is at the heart of our business and our values. We create difference for every client, every brand and every product: a difference that leads to preference. Hence *Viva La Différence*, which applies to everything we do, to what we are.

But above all, the incredible continuity in the core values, the family shareholding, and the management teams: Marcel Bleustein-Blanchet, our founder, with 60 years at the head of the company, yours truly, more than fifty years at the service of the company, including thirty as Chairman of the Management Board, and Arthur Sadoun, who joined us nearly twenty years ago and who has been at the head of the company for the past seven years, with dazzling vision

THIS NEW GOVERNANCE WILL ENSURE A HIGH LEVEL OF MANAGEMENT CONTINUITY, AN ESSENTIAL QUALITY THAT IS, IN A WAY, THE GROUPE'S SIGNATURE.

and performance. If there's one extremely precious thing that must be preserved at all costs, it's this continuity combined with the gentle way of ensuring transitions with this tandem operation: the one I formed with the founder, then with Élisabeth Badinter, to whom I owe a great debt of gratitude for her support of a bold acquisition strategy, and who always put the interests of the company and its future before that of her own assets; and now the one I'm forming with Arthur Sadoun, who embodies the values of our Groupe so well, and knows how to carry them to the highest level.

It's to strengthen this continuity that I proposed to the Board to return to the status of Public Limited Company with a Board of Directors, and that Arthur Sadoun should be its Chairman and Chief Executive Officer. I felt that this was the right thing to do to continue to outperform our market, to develop the company in all areas relevant to our future, in particular, Artificial Intelligence (especially with Arthur Sadoun's project to develop CoreAI), and to engage resolutely in a new phase of sustainable and long-term growth. Of course, I will remain at his side for the time necessary to ensure a complete transition.

The Supervisory Board discussed this change at length, and it seemed to everyone that it was the best way to prepare for the future. In a way, it's back to the future. This new governance structure will ensure a high level of management continuity, an essential quality that is, in a way, the Groupe's signature, but also an exemplary Board with specialized committees that will provide the Board of Directors with expertise and supportive analyses.

For my part, I'm delighted with this governance solution capable of securing the Groupe's future, and invite you all to support it unreservedly with your votes. For my part, I will provide my experience and assistance to the Board and its Chairman as long as it is useful.

Maurice Lévy
Chairman of the Supervisory Board

MESSAGE FROM THE CHAIRMAN OF THE MANAGEMENT BOARD

ARTHUR SADOUN
Chairman of the Management Board

Thanks to Maurice Lévy's vision and the remarkable efforts of all our teams, Publicis has undergone a radical transformation over the last ten years, from a communications partner for our clients to an essential partner in their transformation. This year we have once again demonstrated the superiority of our model, despite a challenging macroeconomic environment.

After two years of double-digit growth, the Groupe's organic net revenue growth reached +6.3% in 2023, outperforming not only other communications groups but also digital transformation consulting firms.

This outperformance is mainly due to our unique positioning with Epsilon data at the heart of Publicis Media, and our continued momentum in new business, where we have remained number one for the last five years. Our creative agencies have shown resilience in the face of budget cuts across the traditional advertising sector. Publicis Sapient delivered a satisfactory performance despite the wait- and-see attitude of some clients with regard to their digital transformation projects, a situation that is generally affecting all the major players on the digital transformation market.

In addition to outperforming in terms of organic growth, the Groupe has achieved record results with regard to financial ratios in 2023, with an operating margin of 18% and an adjusted free cash flow of 1.7 billion euros, the best in the industry.

These very solid results will allow us to propose to our shareholders at the General Shareholders' meeting of May 29, 2024, dividend payments, paid entirely in cash, of 3.40 euros per share—an increase of 17%—and a payout ratio of 49%, the highest among our peers.

OUR UNIQUE PLATFORM-BASED ORGANISATION ALLOWS US TO INVEST IN THE DEVELOPMENT OF OUR EMPLOYEES AND THE ACCELERATION OF OUR TECHNOLOGICAL CAPABILITIES, PARTICULARLY IN ARTIFICIAL INTELLIGENCE, TRANSFORMING THE GROUPE'S ORGANISATION INTO AN INTELLIGENT SYSTEM.

Our unique platform-based organisation allows us to invest in the development of our employees and the acceleration of our technological capabilities, particularly in artificial intelligence. Having invested nearly 9 billion euros in data and technology, including the acquisitions of Sapient and Epsilon, we will invest a further 300 million euros in artificial intelligence over the next three years, both in terms of talent and technology, transforming the Groupe's organisation into an Intelligent System.

In 2023, we also strengthened our position as an industry leader in ESG, as confirmed by the assessments of leading rating agencies. In addition, through WorkingWithCancer, we joined more than 1,500 of the world's leading companies, government agencies and charities in our fight to eliminate the stigma of cancer in the workplace and better support employees with cancer and chronic illnesses.

**IN 2023,
WE STRENGTHENED
OUR POSITION AS AN
INDUSTRY LEADER IN ESG.**

With revenues of almost 15 billion euros in 2023, an increase of 35% compared with 2019, Publicis has consolidated its number two position in the industry. And for the first time, thanks to the trust you have placed in us, our Groupe's market capitalisation is the highest in the industry. I would like to thank each and every one of our employees for their extraordinary efforts in 2023. As you can see, they have allowed us to reach new heights.

We feel very confident looking ahead to 2024. Our model permits us to anticipate an organic growth of between +4% and +5% in 2024 and to continue to gain market share from our competitors. At the same time, our company will continue to post the best financial ratios in the sector, with an operating margin of 18% and a free cash flow before changes in working capital of between 1.8 billion and 1.9 billion euros.

Finally, the change in our legal structure, if approved, will allow us to continue to benefit from Maurice Lévy's talent, experience, and energy beyond 2024.

**FOR THE FIRST TIME,
OUR GROUPE'S MARKET CAPITALISATION
IS THE HIGHEST IN THE INDUSTRY.**

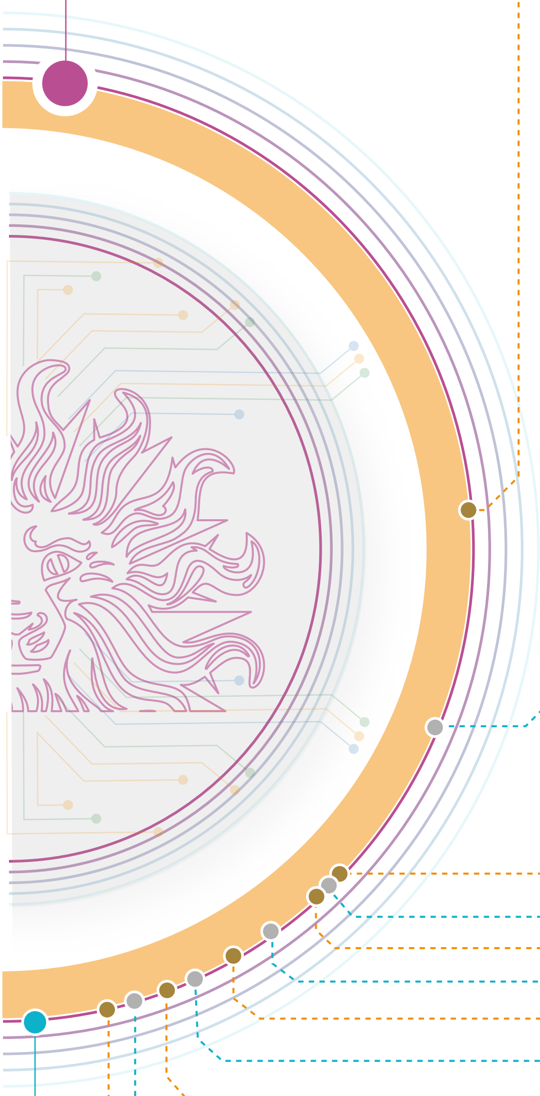
This proposal is part of the continuity of our business model and will allow us to maintain the alliance that Maurice Lévy and myself have formed over the last seven years, which has enabled Publicis to become the leading listed company in our sector. With your support, our company will be able to face the future with confidence in an industry undergoing profound changes.

**THE CHANGE IN OUR LEGAL STRUCTURE,
IF APPROVED, WILL ALLOW US TO CONTINUE
TO BENEFIT FROM MAURICE LÉVY'S TALENT,
EXPERIENCE, AND ENERGY BEYOND 2024.**

In conclusion, I would like to thank the Supervisory Board for its unwavering support and our clients and shareholders for their trust throughout our transformation. Together we have taken bold initiatives. We have been through some difficult times, but after almost 100 years, our Groupe has never been stronger or more confident in its ability to continue to develop and create value for its customers, employees, and shareholders.

Arthur Sadoun
Chairman of the Management Board

HISTORY



1926
Publicis is created
by Marcel Bleustein-Blanchet

1970
IPO of Publicis on the Paris Stock Exchange

1987
Management Board and Supervisory Board
Maurice Lévy
Chairman & CEO

2000
Acquisition of *Saatchi & Saatchi*
(United Kingdom)

2001
Zenith Optimedia is formed

2002
Acquisition of *Bcom3*
(United States)

2006
Acquisition of *Digitas*
(United States)

2009
Acquisition of *Razorfish*
(United States)

2015
Acquisition of *Sapient*
(United States)

2016
The Power of One

2017
Maurice Lévy
Chairman of the Supervisory Board
Arthur Sadoun
Chairman of the Management Board

2019
Acquisition of *Epsilon*
(United States)

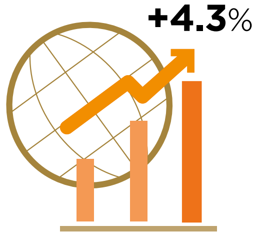
2023
The Groupe becomes the leading market capitalization in the sector

OUTLOOK

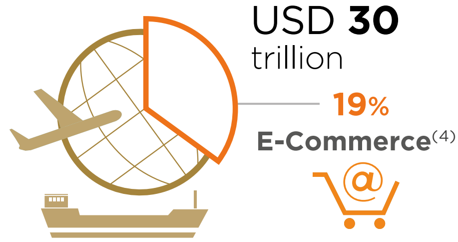
2023 was a year of contrasts, with the war in Ukraine and related international tensions, high price inflation in many countries weakening consumer purchasing power and renewed conflict in the Middle East, destabilizing the region. In spite of this generally gloomy backdrop, many companies continued with their development plans, thanks to new products and services.

GLOBAL POPULATION[1]

GLOBAL GDP[2]

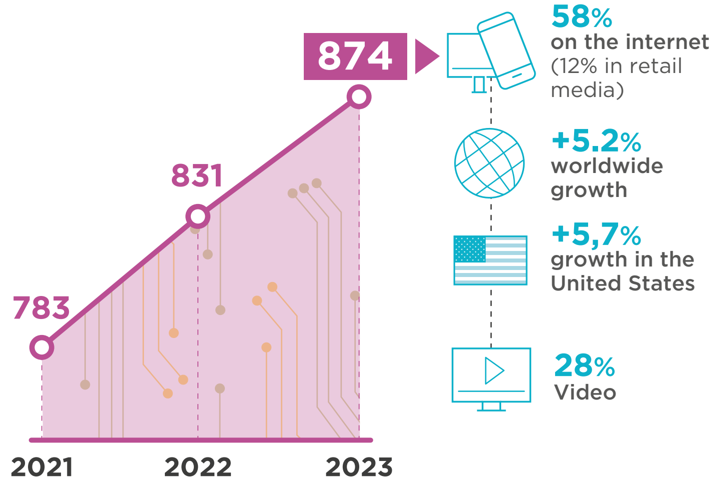


GLOBAL TRADE[3]

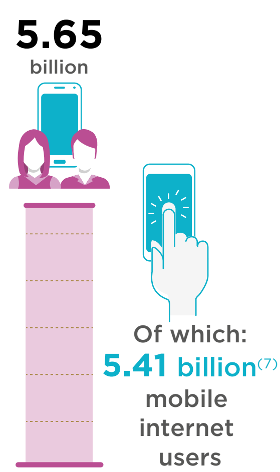


CHANGE IN GLOBAL ADVERTISING SPENDING[5]

In USD bn

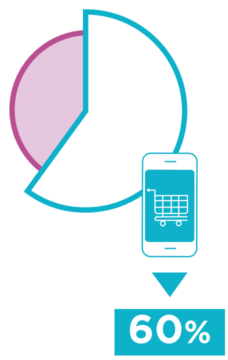


MOBILE PHONE OWNERS[6]



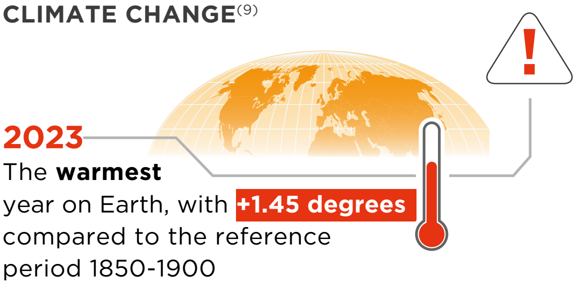
E-COMMERCE[8]

Share of purchases made from a mobile phone

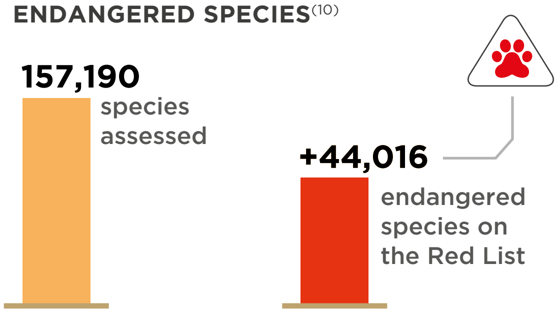


Consumer habits are becoming clearer in terms of e-commerce. Ultra-personalization enables brands to differentiate themselves and retain their customers. This large-scale precision is Publicis Groupe's competitive advantage. Deploying artificial intelligence in the Groupe's tools makes the customization options almost endless.

CLIMATE CHANGE[9]



ENDANGERED SPECIES[10]



2023 will have been the hottest year on earth, and will have been marked once again by a series of simultaneous climate disasters (large fires, historic floods, long and deep droughts, weakening of biodiversity).

(1) UN - United Nations, 2023
(2) IMF - International Monetary Fund, 2024
(3) United Nations - UNCTAD, March 2024
(4) e-Marketer, February 2024
(5) Zenithmedia, 2024
(6) GSMA Intelligence, March 2024
(7) We are Social, 2024
(8) Statista, 2024
(9) Copernicus, March 2024
(10) IUCN - International Union for Conservation of Nature, 2023

BUSINESS MODEL

A unique model to accelerate in a new era of commerce.

The second largest communications group in the world, Publicis Groupe operates across the entire marketing and communications value chain, from strategic consulting to execution. The Groupe's strategy is to be its clients' preferred partner thanks to an integrated approach enabling them to increase their market share and accelerate their development in a new era of commerce.

CAPITAL & RESOURCES

Human

- **103,295** employees
- Women **51.6%**

Intellectual

- Creativity
- Media
- Data & Tech
- Commerce
- Digital Transformation and Business Marketing Solutions
- Business Excellence for clients
- Partnerships with key suppliers

Financial statement

- Total balance sheet assets: euro **36.7** bn

Societal

- Ethics & compliance
- Commitment to the economic and social sectors
- Commitment to local communities

Environmental

- Limited transport
- Improved energy consumption
- Increased eco-design of campaigns and digital solutions

(*) See Sections 3.3.3, 8.2.1 and 8.3.6 of this document

CREATIVE

Publicis Worldwide
Leo Burnett
Saatchi & Saatchi
Publicis Production

MEDIA

PMX
Zenith
Spark Foundry
Starcom

DATA & TECH

Epsilon
Publicis Sapient

Publicis Groupe's service offering is based on in-depth knowledge of consumer expectations and a unique foundation of expertise, with dynamic, diverse and disruptive creativity, a large-scale, high-performance targeted media offering, as well as unique skills in data and innovative technological solutions. Publicis Groupe wants to help its clients remain in control of their clients' data through their own digital channels, and by establishing a direct and responsible dialogue with each and every one of them.

VALUE CREATION

ACTIONS UNDERTAKEN	KEY INDICATORS 2023	SDGs[1]
Human • Marcel, at the heart of employee training and career paths • Employee well-being, physical and mental health prevention • Advocacy deployment Working With Cancer	• 45% women on the Supervisory Board • 43% women among key management • 43.8% women in senior roles • 88% of employees received training • euro 8,514 million in personnel costs • Women's Forum: 1,500 participants in Paris and 10,000 online WOMEN'S FORUM FOR THE ECONOMY & SOCIETY	3 GOOD HEALTH AND WELL-BEING; 4 QUALITY EDUCATION; 5 GENDER EQUALITY; 8 DECENT WORK AND ECONOMIC GROWTH
Intellectual • Client satisfaction at the heart of the Power of One • Responsible Marketing • In-depth expertise • Investments in applications R&D • Partnerships with start-ups • Supplier CSR assessment	• 46,000 talents in data, tech, engineering and media • A.L.I.C.E.[2]: carbon footprint measurement of campaigns and for +250 clients/brands • Active member of several Unstereotype Alliance coalitions (UN Women), GARM (Global Alliance for Responsible Media) founder of Once For All Coalition • 71% of the Groupe's strategic suppliers in compliance with the VMP[3]; +105 new local suppliers self-assessed in P.A.S.S[4] • VivaTech: 130,000 participants in Paris and 11,000 start-ups VIVA TECHNOLOGY	8 DECENT WORK AND ECONOMIC GROWTH; 12 RESPONSIBLE CONSUMPTION AND PRODUCTION
Financial • Best financial indicators in the sector	• euro 14.8 billion in revenue • euro 13.1 billion in net revenue • euro 2,363 million operating margin • euro 1,767 million in headline net income[5] • euro 1.8 billion in Free Cash Flow[6] (before change in working capital requirements) • euro 3.40 dividend per share[7]	16 PEACE, JUSTICE AND STRONG INSTITUTIONS
Societal • Presence in 100 countries • 640 *pro bono* campaigns & volunteer work • Fight for social justice	• euro 669 million in taxes paid in 2023 • euro 48.3 million in value of societal activities (*pro bono*, volunteering) • USD 30 million invested to support minority media	8 DECENT WORK AND ECONOMIC GROWTH; 10 REDUCED INEQUALITIES; 17 PARTNERSHIPS FOR THE GOALS
Environmental • SBTI objectives: 1.5° C scenario for 2030: 50% reduction in scopes 1, 2 and 3[8] • Net Zero in 2040 • Reducing the impact of campaigns & digital solutions	• Carbon intensity in 2023: 2.1 TeqCO_2 *per capita* (-29.7% since 2019) • Carbon neutrality on Scopes 1 & 2 (after purchases of RECs/GOs & VCCs)[9] • Renewable energy[10]: 60% directly sourced • A.L.I.C.E proprietary carbon calculator applicable to all Groupe activities • Active member of Ad Net Zero sector initiative to align carbon emissions calculations	13 CLIMATE ACTION

(1) SDG: United Nations Sustainable Development Goals. Publicis Groupe has selected nine of the 17 objectives for which the Groupe and its subsidiaries can contribute and have a positive impact (see Section 4.4).

(2) A.L.I.C.E: Advertising Limiting Impacts & Carbon Emissions, proprietary platform.

(3) VMP: Vendor Management Program.

(4) P.A.S.S: Publicis Groupe Providers Platform for a self-Assessment for a Sustainable Supply-chain, proprietary platform

(5) Groupe share.

(6) The Free Cash Flow published for 2023 is euro 1,547 million after payment of euro 148 million under the Rosetta settlement agreement and after the payment of an additional tax of euro 107 million in January 2023 relating to 2022, in application of the US Tax Cuts and Jobs Act (TCJA) on the capitalization of R&D expenses.

(7) Submitted to vote during the General Shareholders' Meeting of May 29, 2024.

(8) Objectives approved by SBTi (Science Based Targets Initiative) with 2019 as the reference year.

(9) RECs: Renewable energy certificates; GOs: Guarantees of origin; VCCs: Voluntary Carbon Credits.

(10) ENR: Renewable energy from direct sources.

ORGANIZATION

Clients have always been at the heart of the Publicis Groupe model and benefit from a fluid, unified organization thanks to the country model. The largest clients are each monitored by a Groupe Client Leader (GCL) with a single income statement to facilitate relations with all of the Groupe's expertise and give them access to a fully integrated offer.

MANAGEMENT BOARD

Anne-Gabrielle Heilbronner
SECRETARY GENERAL PUBLICIS GROUPE

Arthur Sadoun
CHAIRMAN OF THE MANAGEMENT BOARD & CEO OF PUBLICIS GROUPE

Michel-Alain Proch
GROUPE CHIEF FINANCIAL OFFICER PUBLICIS GROUPE

Loris Nold*
GROUPE CHIEF FINANCIAL OFFICER PUBLICIS GROUPE

DIRECTOIRE +

Agathe Bousquet
CHAIR PUBLICIS GROUPE FRANCE

Dave Penski
CEO PUBLICIS MEDIA US

Carla Serrano
STRATEGY DIRECTOR PUBLICIS GROUPE

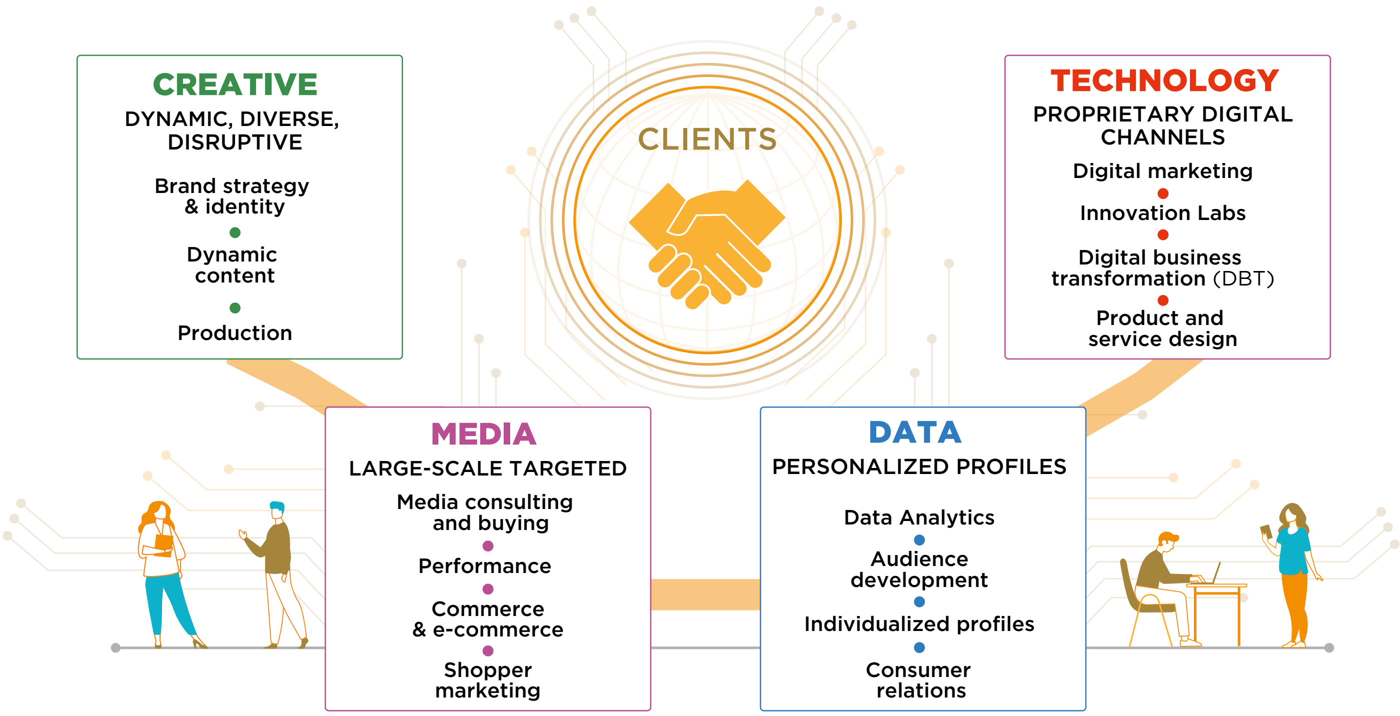
Nigel Vaz
CEO PUBLICIS SAPIENT

AN INTEGRATED OFFER IN 10 COUNTRIES AND REGIONS

Country organization - 1 single P&L - POWER OF ONE

10 key markets, countries and regions (USA, UK, France, DACH (Germany, Austria and Switzerland), Asia Pacific, Africa Middle East, Canada, Central and Eastern Europe, Western Europe, Latin America) are headed by a CEO and managed on a day-to-day basis by a unified Executive Committee overseeing a single P&L. Countries and regions have access to Global Delivery Center teams, as well as common support functions, thus offering clients a cross-functional offer that meets all their needs.

The Groupe's offering is based on four main areas of expertise. Dynamic, diverse and disruptive creativity, combined with strategic communication, influence and production; media activities with expertise in large-scale targeted media, including performance, commerce and e-commerce, digital marketing; unrivaled skills in data; and innovative technological solutions enabling the marketing and digital transformation of companies. The Groupe also has a division dedicated to health, Publicis Health.



Countries and regions have Global Delivery center teams, as well as common support functions, thus offering clients a cross-functional offer that meets all their needs.

DATA & TECH
46,000 experts
in data, tech, engineering and media

MARCEL
more than **98,000**
unique users

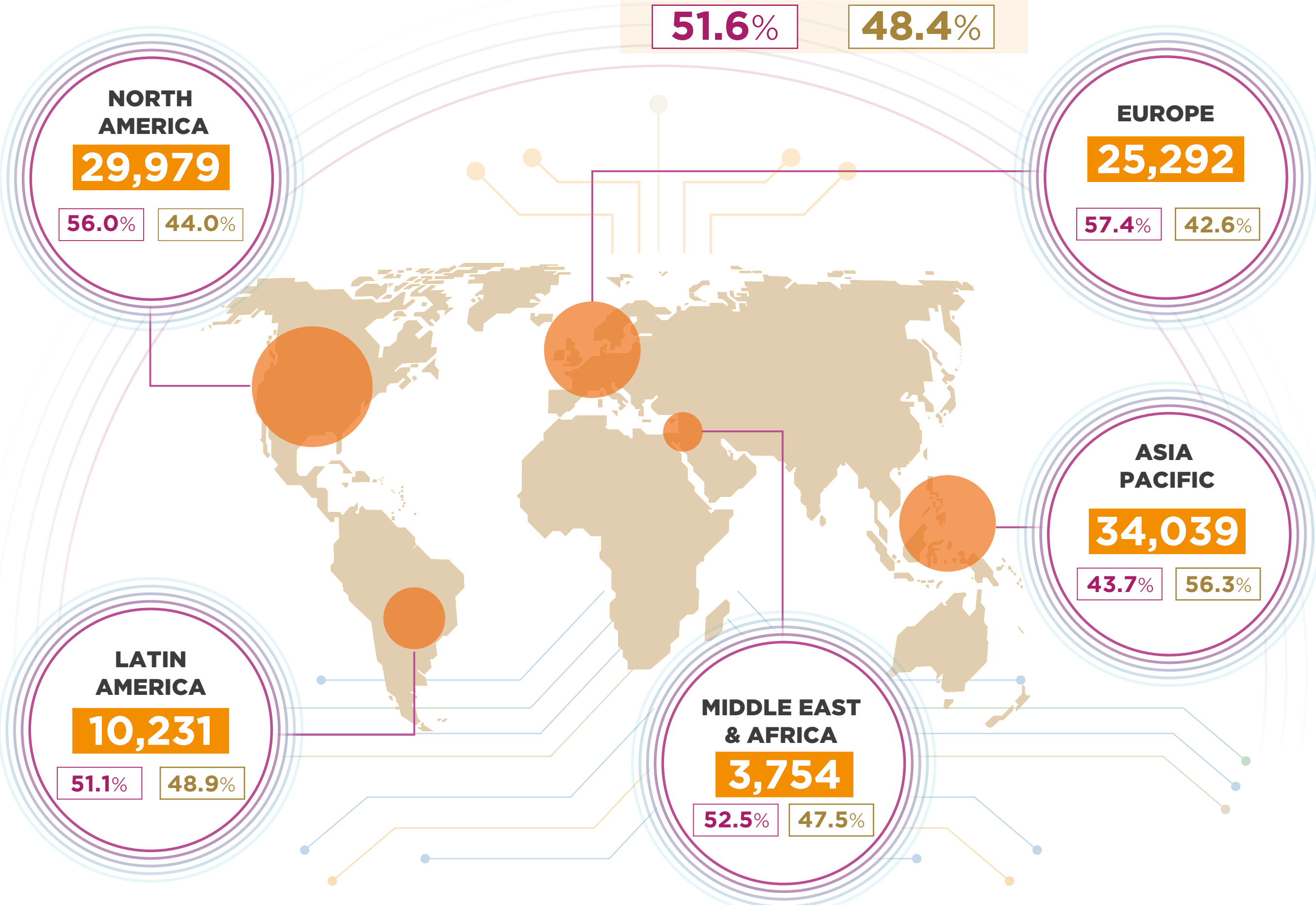
SHARED SERVICES CENTER
5,600 employees,
support functions

* Loris Nold appointed Group Chief Financial Officer as of February 8, 2024

TALENT

103,295
EMPLOYEES
at December 31, 2023

WOMEN	MEN
51.6%	48.4%



TRAINING

88%
of employees received training in **2023**

average
18 hours
per capita

MAIN BUSINESS LINES AND POSITIONS

Client Management	22.7%	69.8%	30.2%
Engineering	17.6%	24.2%	75.8%
Media	13.3%	56.3%	43.7%
Support Functions	12.1%	66.5%	33.5%
Creative & Content	11.5%	47.9%	52.1%
Data & Tech	9.2%	39.9%	60.1%
Production	4.5%	49.6%	50.4%
Strategy	4.2%	60.1%	39.9%
Consulting	3.9%	45.1%	54.9%
General Management	0.8%	43.2%	56.8%
Healthcare	0.2%	68.4%	31.6%

WOMEN

On the Supervisory Board
45%*

In the Groupe's key leadership positions
43%

Women agency CEOs
42.9%

(*) Excluding members of the Supervisory Board representing employees

KEY FIGURES

NET REVENUE AND ORGANIC GROWTH

IN 2023

13,099 million euros

+6.3%

IN 2022

12,572 million euros

+10.1%

IN 2021

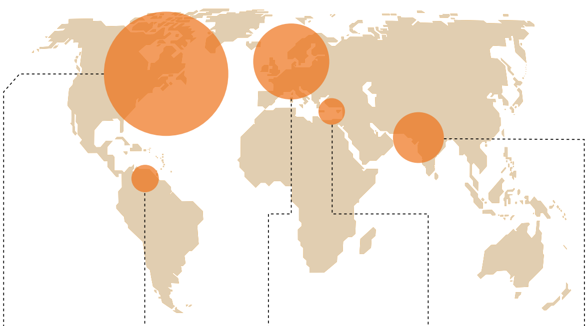
10,487 million euros

+10.0%

BREAKDOWN OF 2023 NET REVENUE

BY GEOGRAPHIC REGION

In millions of euros



NORTH AMERICA	LATIN AMERICA	EUROPE	MIDDLE EAST/ AFRICA	ASIA PACIFIC
8,050	341	3,172	380	1,156

BY CLIENT BUSINESS SECTOR

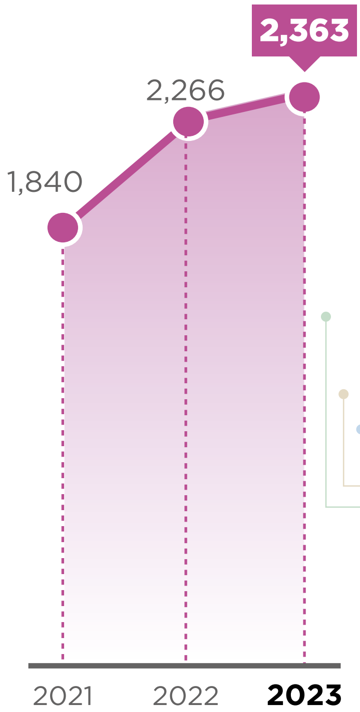
Based on **3,641** clients representing **91%** of the Groupe's net revenue

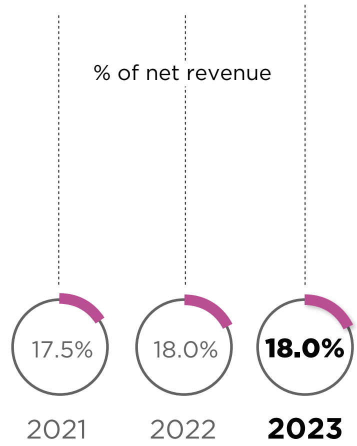
Sector	%
AUTOMOTIVE	15%
FINANCIAL	14%
HEALTHCARE	14%
FOOD & BEVERAGE	13%
TMT	12%
NON-FOOD CONSUMER PRODUCTS	11%
RETAIL	10%
PUBLIC SECTOR & OTHERS	4%
LEISURE & TRAVEL	4%
ENERGY & INDUSTRY	3%

KEY FIGURES

OPERATING MARGIN(1)

In millions of euros

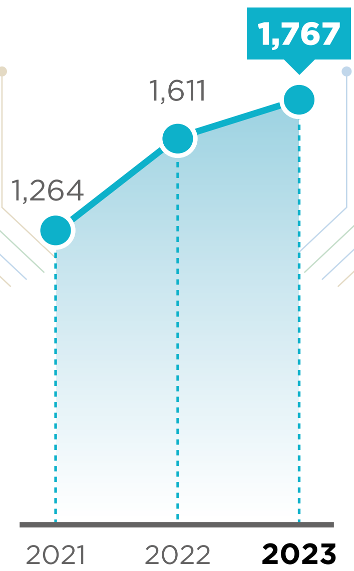




NET INCOME

HEADLINE GROUPE(1)

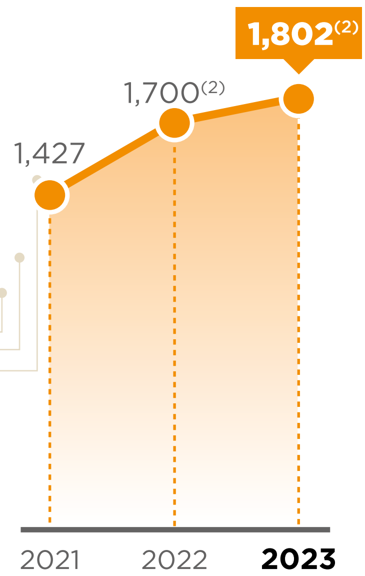
In millions of euros



FREE CASH FLOW

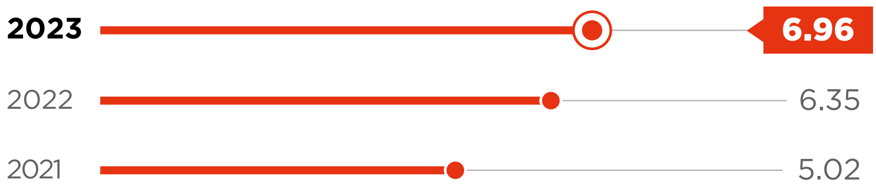
BEFORE CHANGE IN WORKING CAPITAL REQUIREMENTS(1)

In millions of euros



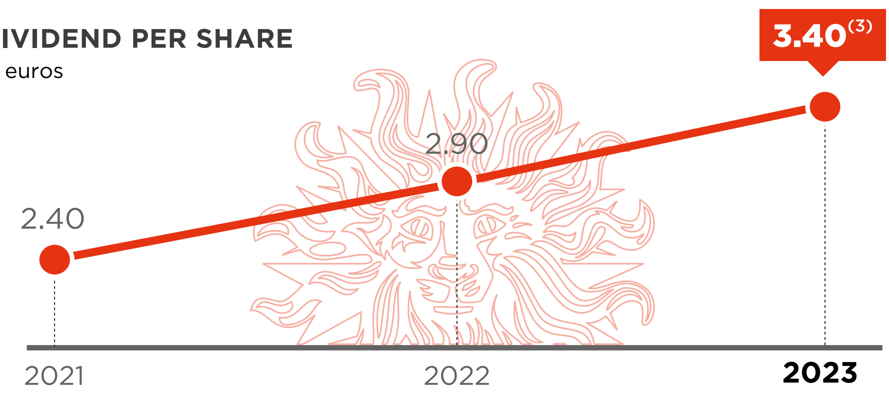
HEADLINE EARNINGS PER SHARE – DILUTED(1)

In euros



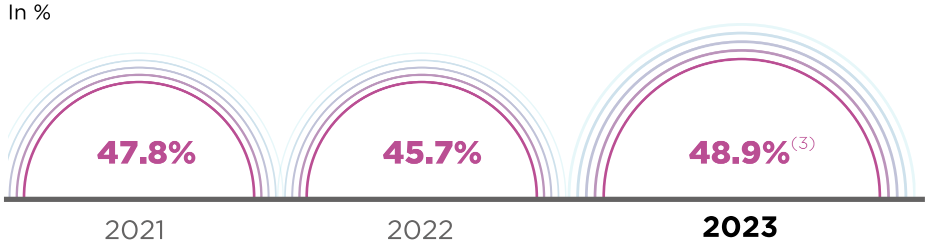
DIVIDEND PER SHARE

In euros



PAYOUT RATIO

In %



(1) See definitions in the glossary at the end of the introduction.

(2) Reported Free Cash Flow for 2023 is euro 1,547 million after payment of euro 148 million in respect of the Rosetta settlement agreement and payment of additional tax of euro 107 million paid in January 2023 for 2022 in application of the American legislation "*Tax Cuts and Jobs Act*" (*TCJA*) on the capitalization of R&D expenses. Reported Free Cash Flow for 2022 is euro 1,807 million before payment of the TCJA tax of euro 107 million in January 2023 for 2022.

(3) Submitted to vote during the General Shareholders' Meeting of May 29, 2024.

STAKEHOLDERS

Stakeholder dialogue is organized at several levels. The Groupe carries out an in-depth consultation process every two or three years, in the form of individual interviews with clients and investors, and workshops for employees, in order to work on their comments and points of view and to adjust certain actions.

TALENT
Attracting and retaining talent
Encouraging diversity
Promoting professional development

CLIENTS
Combining "Creative, Media, Data and Technology" to support our clients in their transformation

UNIVERSITIES AND SCHOOLS
Sharing our business lines
Acting to promote the education of young people

SUPPLIERS
Obtaining the best services (quality and performance) and meet our commitments

SHAREHOLDERS AND INVESTORS
Ensuring regular and sustainable performance of the company

PARTNERS
Cooperating on joint projects

PROFESSIONAL ORGANIZATIONS
Working together on industry impacts

MEDIA
Respecting media neutrality

SOCIETY
Delivering clear and respectful messages
Protecting data

ADMINISTRATION AND PUBLIC AUTHORITIES
Sharing our business challenges

REGULATORY AUTHORITIES
Improving best practices

NGOs, INSTITUTIONS AND FOUNDATIONS
Committing to general interest causes

PUBLICIS GROUPE

The entry into force of the European CSRD* and the expected double materiality exercise provided an opportunity to conduct a new survey (see Chapter 4). Countries also have their own dialogue with their local stakeholders. France organizes Positive Talks, quarterly conference-debates bringing together clients, partners and suppliers, representatives of institutions and employees of associations to discuss topical issues and the role that communication must play in this period of major transformation. In the United States, the Global Standard Council reviews changes in professional standards and innovations related to ESG issues each month with internal and external guests, involving clients, employees and representatives of professional organizations. More details on stakeholder dialogue can be found in Section 4.3.12.

THE THREE PRIORITY ESG CHALLENGES

1 ENVIRONMENT
Fight against Climate Change

2 SOCIAL
Diversity, Equity, Inclusion and the fight for Social Justice

3 GOVERNANCE
Responsible Marketing and Business Ethics

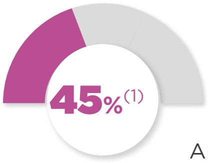
*CSRD : *Corporate Sustainability Reporting Directive*

GOVERNANCE

The governance of Publicis Groupe, its bodies and their respective roles and operations are presented in Chapter 3.

SUPERVISORY BOARD

as of December 31, 2023



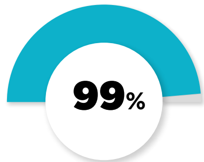
ARE WOMEN

64% (1)

INDEPENDENT MEMBERS

(1) Excluding members of the Supervisory Board representing employees in accordance with the law and the Afep-Medef Code.

ATTENDANCE RATE



7 Meetings in 2023

MAURICE LÉVY

Chairman of the Supervisory Board

Member of the Nominating Committee, the Strategy and Risk Committee and the Compensation Committee

ÉLISABETH BADINTER

Vice-Chair of the Supervisory Board

Chair of the Nominating Committee

SIMON BADINTER

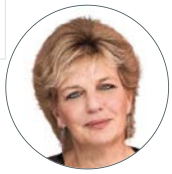
Member of the Strategy and Risk Committee

JEAN CHAREST

Independent member

Chair of the Audit Committee

Member of the Nominating Committee



SOPHIE DULAC

Member of the ESG Committee

THOMAS H. GLOCER

Independent member

Member of the Audit Committee, the Compensation Committee and the Strategy and Risk Committee

MARIE-JOSÉE KRAVIS

Independent member

Chair of the Strategy and Risk Committee - Member of the Nominating Committee

ANDRÉ KUDELSKI

Independent member

Chairman of the Compensation Committee

Member of the Audit Committee and the Nomination Committee

SUZAN LEVINE

Independent member

Chair of the ESG Committee

Member of the Audit Committee and the Nominating Committee

DR ANTONELLA MEI-POCHTLER

Independent member

Member of the Compensation Committee, the Strategy and Risk Committee and the ESG Committee

TIDJANE THIAM

Independent member

Member of the Audit Committee and the Strategy and Risk Committee

PIERRE PÉNICAUD

Member representing employees

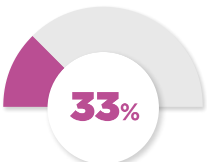
Member of the Strategy and Risk Committee

PATRICIA VELAY-BORRINI

Member representing employees

Member of the Compensation Committee and the ESG Commitee

MANAGEMENT BOARD



ARE WOMEN

ATTENDANCE RATE

16 Meetings in 2023

ARTHUR SADOUN

CHAIRMAN OF THE MANAGEMENT BOARD & CEO OF PUBLICIS GROUPE

ANNE-GABRIELLE HEILBRONNER

SECRETARY GENERAL PUBLICIS GROUPE

MICHEL-ALAIN PROCH

GROUPE CHIEF FINANCIAL OFFICER PUBLICIS GROUPE (until February 8, 2024)

LORIS NOLD

GROUPE CHIEF FINANCIAL OFFICER PUBLICIS GROUPE (from February 8, 2024)

GLOSSARY

Terms

Advanced TV: Advertising medium in which ads are shown in programs and films broadcast *via* over-the-top (OTT) services on connected TVs (with a built-in Internet connection) or streaming devices.

Data: Data used to support clients in their marketing or sales decisions.

Digital business transformation (DBT): Consulting services in the transformation of our clients' business models and their adaptation to the digital world.

Dynamic creativity: Personalized creative content adapted to the consumer according to their characteristics (location, interests, stage in their consumer journey, etc.).

Epsilon CORE ID: The market-leading privacy-safe person-based identifier, designed to help brands accurately recognize and reach consumers across the open web.

Epsilon PeopleCloud: Platform powered by Epsilon's CORE ID to enable personalized consumer journeys at scale. The platform allows brands to manage and grow their client data, engage with consumers across channels and measure marketing spend to optimize best outcomes.

Global Delivery Centers: Hubs bringing together Publicis Groupe employees available to support the country model, particularly in media, production, data and digital transformation expertise.

Groupe Client Leaders (GCL): The Groupe Client Leader is responsible for all services and skills made available to the client, regardless of the discipline. GCLs have a geographical scope that can be global, regional or country-based.

Industry verticals: Organization of certain Groupe activities according to the clients' business sector.

JANUS: JANUS is the body of rules of conduct and ethics that applies to all Groupe employees and establishes the rules of business conduct: "The Publicis way to behave and operate".

Direct-to-consumer brands: Brands selling directly to consumers over the Internet without going through physical distributors.

Platform: Service acting as an intermediary to access information, content, services or goods, most often published or provided by third parties. It organizes and prioritizes content and generally responds to its own ecosystem approach.

Practices: Communication and marketing activities that require global centralization.

Publicis Communications: Until the end of 2019, Publicis Communications brought together the Groupe's global creative offering, including Publicis Worldwide, Leo Burnett, Saatchi & Saatchi, BBH, as well as Prodigious, a world leader in production, Marcel, Fallon and MSL, a specialist in strategic communication. As of early 2020, this structure no longer exists at the global level as the Groupe has moved to a country organization. It continues to exist in the United States, reflecting the organization's adaptation to the size of the country. Publicis Communications US has also included Razorfish, a digital marketing activity, since 2020.

Publicis Health: Publicis Health is a world leader in healthcare and pharma communications.

Publicis Media: Until the end of 2019, Publicis Media brought together all of the Groupe's media expertise, specifically the investment, strategy, analyses, data, technology, marketing performance and content of Starcom, Zenith, Spark Foundry, Blue 449, Performics and Digitas. As of early 2020, this structure no longer exists at the global level as the Groupe has moved to a country organization. It continues to exist in the United States, reflecting the organization's adaptation to the size of the country.

Publicis Sapient: Publicis Sapient partners with clients in the field of digital business transformation, based on technology, data, digital and consumer experience.

Re:Sources: Re:Sources includes the Shared Service Centers, which cover most of the required administrative functions for the Groupe's agencies.

Retail media: Purchase and sale of advertising on retailers' websites and apps, most commonly in sponsored product ad format and based on retailer transactional data.

The Power of One: A unique offering made available to clients by simply, flexibly and efficiently providing all of Publicis Groupe's expertise (creative, media, digital, tech, data and health).

Viva Technology: Event co-organized by the Groupe, *Les Échos* and Publicis Groupe. This is the first international meeting dedicated to innovation, the growth of start-ups and collaboration between large groups and start-ups in France.

Walled garden: Expression generally used to designate the advertising ecosystems of a few digital giants in which advertisers have only limited access to data and information.

Definitions

GSM, OGM, CGSM: General Shareholders' Meeting, Ordinary General Shareholders' Meeting, Combined General Shareholders' Meeting.

WCR: Working capital requirement.

EPS (Earnings per share): Net income attributable to the Groupe divided by average number of shares, not diluted.

Headline EPS, diluted (Headline Earnings per share, diluted): Headline Groupe net income, divided by average number of shares, diluted.

CCPA: The California Consumer Privacy Act (CCPA) is a law of the State of California (USA) relating to the protection and processing of personal data of California residents. The CCPA came into force on January 1, 2020.

Organic growth: Change in net revenue excluding the impact of acquisitions, disposals and currencies.

Organic growth vs. 2019: Growth over four years calculated as follows: ([1 + organic growth (n-3)] * [1 + organic growth (n-2)] * [1 + organic growth (n-1)] * [1 + organic growth (n)]).

Net debt (or net financial debt): Sum of long- and short-term financial debt and associated hedging derivatives, less cash and cash equivalents.

Average net debt: Average of monthly net debt at end of month.

DNFP: Declaration of Non-Financial Performance.

EBITDA: Operating margin before depreciation & amortization.

EU: European Union.

Free cash flow before changes in WCR: Net cash flow from operating activities after financial income received and financial interest disbursed, before repayment of lease commitments and related interest, and before change in working capital related to operating activities.

Free cash flow: Net cash flow from operating activities after financial income received, financial interest disbursed and repayment of lease commitments and related interest.

Capex: Net acquisitions of tangible and intangible assets, excluding financial investments and other financial assets.

Operating margin: Revenue after personnel costs, other operating expenses (excl. non-current income and expenses) and depreciation (excl. amortization of intangibles arising on acquisitions).

n/a: Not available.

Headline Groupe net income: Net income attributable to the Groupe, after elimination of impairment charges/real estate transformation expenses, amortization of intangibles arising on acquisitions, the main capital gains (or losses) on disposals, change in the fair value of financial assets and the revaluation of earn-outs.

Net revenue: Revenue less pass-through costs. Those costs are mainly production & media costs and out-of-pocket expenses. As these are items that can be passed on to clients are not included in the scope of analysis of transactions, the net revenue indicator is the most appropriate for measuring the Groupe's operational performance.

GDPR: The General Data Protection Regulation (GDPR) refers to Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of individuals with regard to the processing of personal data and the free movement of this data.

CSR: Corporate social responsibility.

Operating margin rate: Operating margin as a percentage of net revenue.

Payout ratio or Dividend payout: Dividend per share divided by Headline diluted EPS.

Chapter

1. PRESENTATION OF THE GROUPE

1.1 GROUPE HISTORY

In **1926**, Marcel Bleustein-Blanchet created an advertising agency called Publicis, "Publi," for "Publicité," which means advertising in French, and "six" for 1926. The founder's ambition was to transform advertising into a true profession with social value, applying rigorous methodology and ethics, and to make Publicis a "pioneer of modern advertising." The Company quickly won widespread recognition. In the early **1930s**, Marcel Bleustein-Blanchet was the first to recognize the power of radio broadcasting, a new form of media at the time, to establish brands. Publicis became the exclusive representative for the sale of advertising time on the government-owned public broadcasting system in France. But in **1934**, the French government removed advertising on State radio; Marcel Bleustein-Blanchet decided to launch his own station, "Radio Cité," the first private French radio station. In **1935**, he joined forces with Havas to form a company named "Cinéma et Publicité," which was the first French company specialized in the sale of advertising time in movie theaters. Three years later he launched "Régie Presse," an independent subsidiary dedicated to the sale of advertising space in newspapers and magazines.

After suspending operations during the Second World War, Marcel Bleustein-Blanchet reopened Publicis in early **1946**, and not only renewed his relationships with pre-war clients but went on to win major new accounts: Colgate-Palmolive, Shell and Sopad-Nestlé. Recognizing the value of qualitative research, in 1948, he made Publicis the first French advertising agency to conclude an agreement with the survey specialist IFOP. Later, he created an in-house market research unit. At the end of 1957, Publicis relocated its offices to the former Hotel Astoria at the top of the Champs-Élysées. In **1958**, it opened the Drugstore on the first floor, which has since become a Paris landmark. In **1959**, Publicis set up its department of "Industrial Information," a forerunner of modern corporate communications.

From 1960 to 1975, Publicis grew rapidly, benefiting in particular from the beginnings of advertising on French television in 1968. The Boursin campaign inaugurated this new media: this was the first television-based market launch in France, and the slogan soon became familiar to everyone in the country: "Du pain, du vin, du Boursin" ("Bread, wine and Boursin"). Several months later, Publicis innovated again by siding with one of its clients in a new kind of battle: the defense of Saint-Gobain for which BSN had launched the first-ever hostile takeover bid in France.

In June 1970, 44 years after its creation, Publicis became a listed company on the Paris Stock Exchange.

However, on September 27, 1972, Publicis' head offices were entirely destroyed by fire. A new building was built on the same site and the Company set about pursuing a strategy of expansion in Europe through acquisitions the same year, taking over the Intermarco network in the Netherlands (1972), followed by the Farner network in Switzerland in 1973; this resulted in the creation of the Intermarco-Farner network to support the expansion of major French advertisers in other parts of Europe. In 1977, Maurice Lévy was appointed Chief Executive Officer of Publicis Conseil, the Groupe's main French business, after joining Publicis in 1971.

In **1978**, Publicis set up operations in the United Kingdom after acquiring the McCormick advertising agency. In 1984, Publicis had operations in 23 countries across Europe. In 1981, Publicis opened a very small agency in New York.

In **1987**, Marcel Bleustein-Blanchet decided to reorganize Publicis as a company with Supervisory and Management Boards. He became Chairman of the Supervisory Board, and Maurice Lévy was appointed Chairman of the Management Board. Since then, the strategy for Publicis has been defined by the Management Board and submitted to the Supervisory Board for approval; all operational decisions are made at the Management Board level.

In **1988**, Publicis concluded a global alliance with the American firm Foote, Cone & Belding Communications (FCB) and the two European networks of the two partners merged. Publicis thus expanded its global presence with the help of its ally's network.

Growth accelerated in the 1990s. France's number four communications network, FCA!, was acquired by Publicis in **1993**, followed by the merger of FCA! with BMZ to form a second European network under the name FCA!/BMZ. In **1995,** Publicis terminated its alliance with FCB.

On April 11, **1996**, Publicis' founder died. His daughter, Élisabeth Badinter, replaced him as Chairman of the Supervisory Board. Maurice Lévy stepped up the Company's drive to build an international network and offer clients a presence in markets around the world. The drive to acquire intensified and became global: first Latin America and Canada, then Asia and the Pacific, India, the Middle East and Africa. The United States was the scene of large-scale projects from 1998 onwards, as Publicis looked to significantly expand its presence in the world's largest market. Publicis acquired Hal Riney, then Evans Group, Frankel & Co. (relationship marketing), Fallon McElligott (advertising and new media), DeWitt Media (media buying).

In **2000**, Publicis acquired Saatchi & Saatchi, a business with a global reputation for talent and creativity. This acquisition was a milestone in the development of the Groupe in Europe and the United States. In September, Publicis Groupe was listed on the New York Stock Exchange. This same year, Publicis acquired Winner & Associates (public relations) and Nelson Communications (healthcare communication).

In **2001**, Publicis Groupe formed ZenithOptimedia, a major international player in media buying and planning, by merging its Optimedia subsidiary with Zenith Media, which had previously been owned 50/50 by Saatchi & Saatchi and the Cordiant Group.

In March **2002**, Publicis Groupe announced its acquisition of the US Group Bcom3, which controlled Leo Burnett, D'Arcy Masius Benton & Bowles, Manning Selvage & Lee, Starcom MediaVest Group and Medicus, and held a 49% interest in Bartle Bogle Hegarty. At the same time, Publicis Groupe established a strategic partnership with Dentsu, the leading communications Group in the Japanese market and a founding shareholder of Bcom3. The acquisition established Publicis Groupe in the top tier of the advertising and communications industry, making it the fourth largest advertising Groupe worldwide, with operations in more than 100 countries and five continents.

From 2002 to 2006, Publicis Groupe successfully integrated Bcom3, following Saatchi & Saatchi, and brought together a large number of entities. At the same time, it made a number of acquisitions to create a coherent range of services that would address clients' needs and expectations, particularly offering different types of marketing services and access to the principal emerging markets. In late **2005**, Publicis Groupe obtained its first official rating ("investment grade") from the two leading international rating agencies, Standard & Poor's and Moody's. In late December **2006**, Publicis Groupe launched a friendly tender offer for Digitas Inc., a leader in the digital and interactive communications sector in the United States and worldwide. This operation, which was completed in January 2007, was the first step in the Groupe's remarkable advance into digital technology. At the time, the Groupe correctly foresaw the profound changes that the arrival of digital communications would have on the media world and, with the acquisition of Digitas, it immediately positioned itself as a market leader in that space. With the launch of "The Human Digital Agency" project, the Groupe clearly indicated its intention to integrate digital technology into the heart of its business, thereby reaffirming the desire and vision of its founder to make the Groupe a "pioneer of new technologies."

During 2007 and 2008, Publicis Groupe undertook a profound reorganization of its structures and operational methods in order to adapt to the requirements of the digital era. It has thus added digital services to its well-known holistic service offer, while simultaneously pursuing the consolidation of its positions in fast-growing economies, both of which will be major challenges in the years to come. **2007** was the year of Publicis' integration of Digitas Inc. This rapid and successful integration triggered a series of acquisitions in the digital domain in order to complete the Groupe's global offer in the fields of interactive and Mobile Communication. **2008 and 2009** saw Publicis Groupe pursue the drive to develop in the fast-growing area of interactive communications and expansion into emerging markets.

In January **2008**, Publicis Groupe and Google publicly announced a collaborative project. This collaboration, which began in 2007, is founded on a shared vision of using new technologies to develop the advertising business. The arrangement is not exclusive and is expected to complement other established partnerships with leaders in interactive media.

Amid brisk growth in the digital arena, the most visible sign of the Groupe's transformation was undoubtedly the launch of VivaKi, a new initiative aimed at optimizing the performance of advertiser investments and maximizing Publicis Groupe's market share growth. This initiative allows clients to reach precisely defined audiences in a single campaign and across multiple networks.

The global economic crisis in 2009, which saw numerous economies enter into recession and global trade shrink by 12%, did not hinder the development of Publicis Groupe's strategy.

The acquisition of Razorfish – the number two interactive agency in the world after Digitas – from Microsoft in October **2009**, brought new strengths to the Groupe's digital activities, notably in e-commerce, interactive marketing, search engines, strategy and planning, social network marketing and the resolution of technological architecture and integration issues.

During 2009, Publicis Groupe and Microsoft entered into a global collaboration agreement defining three core objectives for the development of digital media. Microsoft's and VivaKi's respective teams will be able to provide clients with greater added value and effectiveness in all the domains of the digital sphere: content, performance, definition, targeting, and audience ratings.

In 2009, Publicis Groupe became the world's third-largest communications firm, overtaking its competitor IPG. This position as number three has been considerably strengthened since then.

Thus, having confirmed the success of its strategy, in **2010** the Groupe continued its investments in digital activities and in developing areas of the world such as China, Brazil and India.

Despite the economic disruption in **2011**, which was primarily due to sovereign debt in the eurozone and another financial crisis in August, followed by the United States' debt rating downgrade, Publicis accelerated the development and implementation of its strategy, prioritizing digital businesses and developing countries. The Groupe acquired New York-based Big Fuel, the only agency specializing in social networks, thereby solidifying its position in the digital sector, and also acquired the Talent and DPZ agencies in Brazil and Genedigi in China.

During 2012, a difficult and uncertain year for growth, especially in Europe, Publicis Groupe continued to pursue an action plan that involved acquisitions and agreements designed to intensify the implementation of its strategic choices. The Groupe thus made a number of targeted acquisitions, particularly in the digital sector, in France, Germany, the United Kingdom, Sweden, the United States, Russia, Brazil, China, Singapore, India, Israel and, for the first time, in Palestine. Additionally, still in the digital arena, Publicis Groupe and IBM formed a global partnership based on their unparalleled influence on the future of e-commerce.

During 2013, Publicis Groupe actively pursued acquisitions, particularly in the digital sphere and across the globe, in order to achieve critical mass in various businesses, especially digital, and in the countries in which it already had a footprint, thereby leveraging scale. Having acquired LBi, the largest European independent marketing and technology agency, combining strategic, creative, media and technical expertise, the Groupe proceeded to combine it with the Digitas integrated global network, creating DigitasLBi, the world's most complete digital network. It capitalizes on the seamless geographical integration of both entities: Digitas' well-established position in the United States, LBi's strong presence in Europe and the strong position of both networks in the Asia-Pacific region.

On July 27, 2013, Publicis Groupe and Omnicom Group Inc. signed an agreement for a merger of equals. In May 2014, Publicis Groupe chose not to pursue the merger with Omnicom Group Inc. With its unique position in the digital business, which offers growth prospects in a communications landscape upset by the rapid emergence of new technologies, the Groupe accelerated its development in innovative disciplines *via* the acquisition of several digital agencies and strategic partnerships.

In September, Publicis Groupe and Adobe formed a strategic partnership to offer the Publicis Groupe Always-On Platform^{TM}, the Groupe's first comprehensive marketing management platform, which automates and centralizes all components of client marketing. This unique platform, anchored within VivaKi, available to all Publicis Groupe's agencies and networks and standardized on Adobe Marketing Cloud, will enable, for the first time, all Publicis Groupe's agencies to create attractive content, analyze their marketing, identify and create audience segments, deploy campaigns, as well as monitor and measure marketing performance using a common technology and data structure.

The most notable transaction of **2014** was the acquisition of Sapient, announced on November 3, 2014 and completed in early 2015. In an increasingly converged world, clients need a partner offering digital solutions to help them keep up with a connected, empowered consumer whose behavior has completely changed. The contribution of Sapient, combined with Publicis Groupe's know-how in the digital area, creativity, media and brand communication, created unparalleled expertise in marketing and sales across all distribution channels and consulting services based on outstanding technological prowess.

Publicis Sapient is part of the new organization announced in **2015**, aimed at structuring the Groupe in such a way that its clients are at the very heart of its organization. In the Groupe's top 20 markets, major clients will each be assigned a Global Client Leader or a Country Client Leader, depending on the geographical scope of the support they require. In this way, the Groupe can offer the entire array of solutions to its clients: creative solutions through "Publicis Communications," media solutions through "Publicis Media," digital solutions through "Publicis Sapient," and healthcare solutions provided by "Publicis Health." For all other countries, a single structure called "Publicis One" combines all these solutions — creative, media, digital, healthcare — in each country.

Publicis Groupe is thus implementing the most integrated organization in the sector, for the benefit of its clients and employees alike. The new structure was rolled out over the first few months of 2016.

Publicis Groupe continued its tactical acquisitions strategy, with a view to completing its operational networks, both in expertise (content, commerce, behavioral analysis) and geographical scope (South Africa, Israel).

As announced at the end of 2015, the work to implement the new structure was completed by **mid-2016**. This structure abandons the holding Company model in order to develop a company operational architecture based on the Connecting Company concept. Highly modular in structure, the Connecting Company model of Publicis Groupe is unlike any other platform in its genre, and offers clients plug & play access to state-of-the-art services. It means a complete rethinking of our approach:

- make clients the priority – the entire transformation of Publicis Groupe was designed and carried out in order to place our clients at the heart of our operations. Their requirements and objectives help us determine which solutions should be offered to them to ensure their success and growth;
- a fluid model – just one person – the Global Client Leader or Country Client Leader – acts as the sole point of contact and account manager who can draw on our pool of almost 84,000 talents and break down silos, the legacies of the past and longstanding habits;
- working in harmony – we have consolidated our income statements and removed all operational hurdles;
- modular organization – the main advantage of our new structure is not just the depth and breadth of our capabilities, but above all our ability to adapt to any situation and to individual client requirements, with an open architecture that offers our global partners plug & play access where required;

- a comprehensive offering – by bringing together our creativity, our intelligence and our technological expertise, we are able to present ideas to our clients on how to carry out their own transformations and ensure a consumer experience unlike that offered by any other agency or holding Company on the market.

Thus, Publicis connects all its expertise in an integrated way thanks to the "Power of One," to provide winning solutions to its clients.

Two events that took place in 2016 have made Publicis' history. The goal of the first, Viva Technology Paris, run in association with the Les Échos Group, was to stage a global event in Paris that would bring together start-ups and major stakeholders in the digital industry. This annual event is now a major event in Europe for global technology companies and start-ups. On its 90th anniversary, Publicis Groupe launched a project named Publicis90. This idea was to provide 90 projects or start-ups with financial aid and the support of the Groupe's digital experts. After an initial phase of stringent selection over a period of several months, the winners were selected from among the 3,500 contestants from 130 countries and received their awards at a ceremony held during Viva Technology.

At the beginning of 2017, the Publicis Groupe Supervisory Board appointed Arthur Sadoun as Maurice Lévy's successor as Chairman of the Management Board. Since June 1, 2017, Maurice Lévy has been a member of the Supervisory Board, which he now chairs.

2017 was marked by two themes: going further with integration and faster in the execution of the strategy prepared by Maurice Lévy. Our ambition is to become the leader in the convergence of marketing and operational transformations, through the alchemy of creativity and technology. For this, the Groupe has created two new decision-making entities, the Executive Committee and the Management Committee.

After breaking the silos and organizing itself into Solutions, the Groupe has gone a step further by implementing an organizational structure by country, with the aim of providing clients with a fully integrated offer, from advertising to marketing, consulting, and media, with data at its core. The deployment of this organization has begun in France, the United Kingdom, China and Italy.

Sprint to the Future, the plan for 2018-2020, was unveiled in **March 2018**. Built around its strategic game changers, namely data, dynamic creativity and digital business transformation, as well as its country organization, Publicis Groupe aims to become an indispensable partner in business transformation. These ambitions are matched by a sizeable investment plan, financed by a raft of cost-savings measures.

At the same time, Publicis Groupe looked to equip itself with a system that would serve its talent. The Marcel artificial intelligence platform, developed in partnership with Microsoft, and named in tribute to the group's founder, Marcel Bleustein-Blanchet, was launched in May 2018. The aim of Marcel is to facilitate the transformation from a holding Company to a platform so that all Groupe employees worldwide can discuss and collaborate without barriers or borders.

2019 was a pivotal year for the Groupe with the acquisition of Epsilon, the marketing Big Data specialist. Epsilon has the technology and platforms to structure client first-party data, round it out with an incomparably diverse range of data sources and put together personalized campaigns at scale. Now more than ever, our activities are resolutely positioned to the future, with more than 30% of our net revenue generated by data and digital business transformation.

At the same time, the Power of One strategy, initiated in 2016, is now fully effective. Through the Groupe Client Leader, clients are offered a tailored service and direct access to the Groupe's entire range of expertise. The Groupe helps its clients to constantly innovate and grow their sales, while controlling costs.

In 2019, the Groupe completed its transformation in terms of assets and structure. The Groupe is now in a unique position to serve clients across the entire value chain. It is the only one to have large-scale assets in creativity, media, data and technology.

2020 was marked by the global Covid-19 pandemic, which affected all countries and sectors of activity for most of the year. This major health crisis resulted in one of the largest economic crises in recent history. The measures taken by various governments to contain this pandemic, such as lockdowns, have had a sudden and unprecedented impact on consumption and production.

The transformation that Publicis Groupe had initiated several years earlier enabled it to best meet the needs of its clients, to navigate alongside them in the crisis, define strategies to overcome it, accelerate their digital transformation and build direct links with their consumers. At the same time, the Groupe has taken important operational decisions to preserve its talent. The roll-out of Marcel, the Groupe's artificial intelligence platform, has thus been accelerated to meet the requirements of new working methods and enable better sharing, even remotely. Marcel has acted as a way of bringing teams together and proved to be a valuable tool during such a period.

In such a context, the Groupe succeeded in delivering solid results thanks to the transformation undertaken several years earlier. Several factors were decisive in the Groupe's performance: the Groupe's investment in data and technology, with the acquisitions of Sapient and then Epsilon; its country organization, which enabled it to support its clients as closely as possible at each stage of the crisis and to provide a complete offer combining data, technology, media and creativity in an integrated manner; and its Marcel platform, which enabled the Groupe to adapt and act quickly by allocating resources efficiently.

2021 was exceptional in more than one aspect. Firstly, it saw a strong rebound in advertising spend globally, boosted by general economic growth and multiple stimuli from central banks and governments. It was also marked by the continuation of structural changes in the industry, in first-party data management, new digital media, the evolution of commerce and the digital business transformation. In this context, the Groupe acquired CitrusAd, the technological platform that optimizes the marketing performance of brands directly on e-commerce sites. Financially, the Groupe posted record results in 2021, with all indicators exceeding their 2019 levels.

The Groupe emerged from this pandemic both strengthened and ever more committed, as evidenced by the progress recorded this year in terms of ESG, which is reflected by taking first place, in our sector, in the rankings of eight of the top ten rating agencies.

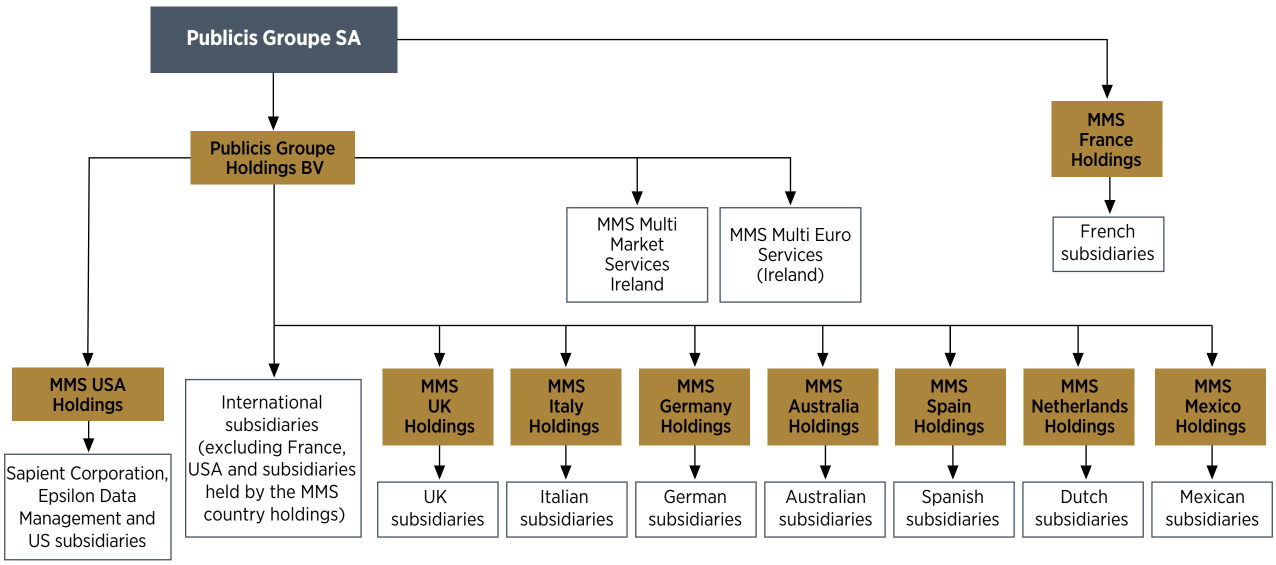
In **2022**, the Groupe's revenues exceeded euro 14 billion for the first time and net revenue euro 12 billion, driven in particular by double-digit organic growth for the second consecutive year. The Groupe made several acquisitions in the field of data (Retargetly in Latin America), commerce (Profitero) and expertise in digital transformation (Tremend). In addition, the Groupe announced the creation of a joint venture with Carrefour, Unlimitail to respond to the booming Retail Media market in Continental Europe and Latin America.

On the ESG front, the Groupe laid the foundations for a major initiative, #WorkingWithCancer, aimed at eradicating the stigma of cancer in the workplace, by supporting affected employees or those whose relatives are affected by the disease. Many companies have joined the project since the beginning of 2023.

In a particularly difficult macroeconomic context, and after six years of transformation, Publicis clearly stood out in **2023**, with a financial performance that far exceeded that of its competitors. With revenue of nearly euro 15 billion in 2023, Publicis reinforced its position as the second-largest player in the industry and the leading player in terms of market capitalization. During the year, the Groupe made several acquisitions: Yieldify in the field of technological marketing; Practia, one of the leaders in digital transformation in Latin America; and Corra, a leader in e-commerce recognized by Adobe as the one of the best companies in North America.

1.2 ORGANIZATION CHART

1.2.1 Brief description of the Groupe



1.2.2 Main subsidiaries

The list of principal consolidated subsidiaries at December 31, 2023 is provided in Note 36 to the consolidated financial statements in Chapter 6 of this Universal Registration Document.

None of the subsidiaries controlled by the Groupe account for more than 10% of the Groupe's revenue.

None of the companies included in the list of the main consolidated companies as at December 31, 2023 have been sold as of the date of this document.

The majority of the Groupe's subsidiaries are at least 90% held by Publicis Groupe.

In addition, the Groupe holds interests in certain entities in which the percentage of interest may be significant, but which are not controlled by the Groupe. Information concerning the main entities as well as the percentages held by the Groupe is provided in Note 36 to its consolidated financial statements in Chapter 6 of this document. However, these entities do not hold important assets and are not intended to hold any significant borrowing or financing. The borrowing and financing of the Groupe are 100% held and controlled by Publicis Groupe.

During 2023, Publicis Groupe SA did not take any significant stakes in any companies headquartered in France.

1.3 ACTIVITIES AND STRATEGY

1.3.1 Introduction

Publicis is a world leader in marketing, communications and digital business transformation, established in 1926 when Marcel Bleustein-Blanchet created what was essentially a start-up.

The passion that Marcel felt for communications and the creation of strong relations between brand names and consumers transformed this new business into a prosperous and respected profession. The Groupe has never stood still, continuing to grow, innovate and transform for nearly 100 years. The core values dear to its founder's heart have continued to define everything we do: respect, honest products, client satisfaction, quality and creativity, together with a pioneering spirit, unwavering conviction and the ethical values inherited from his legendary fighting spirit.

In 2023, the Groupe operates in more than 100 countries, has more than 103,000 employees and has become the second largest group in the global communications sector [1].

1.3.2 Strategy

The Groupe has always placed client needs at the heart of its model. In an increasingly personalized world, Publicis is positioning itself as a privileged partner in their transformation, whether in marketing or digital.

Publicis supports its clients from consulting to execution thanks to its expertise grouped within four main activities: Communication, Media, Data and Technology, with a unified and fluid organization.

To this end, the Groupe has continuously invested in its offer and organization over the years.

First, because of structural changes that make our clients' media and marketing context increasingly complex and fragmented, creating huge challenges but also many opportunities, especially in commerce.

In just a few years, mobile and digital technologies have greatly strengthened the power of consumers, disrupting balances and facilitating the emergence of new competitors for our clients. Their relationship with their own customers has been transformed by the explosion of social platforms and networks, creating new advertising ecosystems such as Google, Facebook, YouTube, Instagram and TikTok, to name just a few. Consumption habits have also changed drastically with the emergence of e-commerce platforms, as customers are now accustomed to having one-click access to all products at any time. In fact, Direct-to-Consumer brands, born on the Internet, have created the need for established brands to build a direct relationship with their consumers in order to get to know them better while respecting the rules of confidentiality and data protection. As third-party cookies are set to disappear by 2024, advertisers can capitalize on their in-depth knowledge of their customers and benefit from the strong development of new advertising channels such as Retail Media and connected television. In addition, brands are gradually transforming their own model in order to be equipped for a world that is increasingly personalized, fragmented and focused on the commercial experience.

Very early on, Publicis embarked on a major transformation to offer its clients ever more adapted, innovative and effective solutions and whose relevance is now enhanced. Since 2006, the Groupe has focused on developing its digital business, notably with the Digitas, Razorfish, and LBi acquisitions.

In 2014, the acquisition of Sapient positions the Groupe as the ideal partner for companies in their digital transformation, placing consumer needs and the client experience front and center.

Then in 2019, the acquisition of Epsilon, a technology company specializing in data in marketing activities, was a pivotal point for the Groupe. By making Epsilon the data experts of the Groupe, Publicis draws on this wealth of resources for all its business activities, turning it into a key, differentiating advantage. This is the case for its iconic creative brands, which can create even more relevant campaigns for clients, but also for the Groupe's Media offering, which has seen its leadership position strengthened thanks to Epsilon's data, to improve the creation of individualized profiles and campaign performance. The same goes for Publicis Sapient, for which Epsilon optimizes consumer knowledge to offer clients relevant solutions to develop their business model, particularly in terms of Direct-to-Consumer.

Since then, the Groupe has continued to strengthen its differentiation by investing in new data and technological assets in high-growth segments, such as connected television, with the launch of Publicis Media Exchange Lift in the United States and Retail Media with the acquisition of CitrusAd in 2021, then commerce, with the acquisition of the Profitero platform in 2022.

At the same time as it is transforming its offering, Publicis is reshaping its organization over time to meet the needs of clients for streamlined and efficient access to the range of expertise in the Groupe. Over the years, the Groupe has thus moved from being a holding Company to that of a real platform.

The Power of One strategy, initiated in 2016 as an integrated working model providing even more benefits to clients, has been fully up and running since early 2020. Through the Groupe Client Leader (account manager dedicated to a specific client), clients are offered a tailored service and direct access to the Groupe's entire range of expertise to help them to constantly innovate and grow their sales, while controlling costs.

Publicis Groupe has realigned its operations, organizing them by country to leverage synergies between areas of expertise and to discover novel solutions at local level. This country-based organization is based on global services, which bring greater efficiency and innovation to our clients and are unique in the industry. This is notably the case for the Groupe's support functions, notably with the Global Delivery Centers, but also shared services such as Re:Sources and Marcel. These resources secure our efficiency, as evidenced by our financial ratios, which are the highest in the sector, while allowing us to continue to invest in the talent and expertise of tomorrow.

(1) Source = Competition – Section 1.3.7.

1.3.3 Main activities and Groupe organization

Publicis Groupe supports its clients across the entire marketing value chain to help them win in a world of platforms and create a personalized experience at scale. The Groupe thus offers to meet four of its clients' requirements thanks to its diverse expertise: dynamic and disruptive creativity, targeted and high-performance media on a large scale, data and technology skills enabling clients to build in-depth consumer knowledge and to create their own digital ecosystems. The Groupe also has expertise in Healthcare, its specialized practice being one of the largest in the world.

Dynamic and disruptive creativity

Creative

The primary mission of advertising agencies and networks is to find ideas that are both universal enough to cross borders, while resonating with each consumer, who must be able to easily and effectively identify with the message and recognize themselves personally.

While our clients' brands are becoming more and more global, the personalization of content, adapted to each consumer, is becoming necessary in an increasingly digital world.

Creativity must both establish the reputation of the brand, but also be dynamic. The Groupe advises its clients on their brand strategy, their repositioning and their identity, while creating dynamic content and activating it digitally.

The Groupe's creative businesses are structured around big iconic brands, like Publicis Worldwide, Saatchi & Saatchi, and Leo Burnett, as well as Marcel, Fallon and BBH, etc.

Production

Publicis Groupe offers global expertise, available locally, in the design and delivery of brand content for all channels (television, print, radio, cinema, billboards (Out-of-Home) and digital: display, social networks, Internet video, etc.).

Through its Prodigious, Harbor and The Pub brands, Publicis Groupe provides its agencies and clients with the most efficient campaign management tools and archival libraries.

Digital experience

If, in 2020, the various lockdown measures in many countries to combat the Covid-19 pandemic accelerated digital penetration, they have only accelerated a fundamental shift in consumer habits.

Publicis has developed a 100% digital offering through its Razorfish and Digitas brands, among others, to support clients wishing to strengthen their digital presence and thus reinvent their relationship with consumers.

Strategic communications and influence

To support its advice to clients on all strategic aspects, Publicis Groupe has specialized networks in strategic communications and influence, the most notable of which are MSL, Kekst CNC, Salterbaxter, Publicis Consultants and Publicis Live.

These networks of experts are on hand to meet a range of client needs: crisis communications, media relations, public affairs, institutional relations, financial communications, strategy and event management, to raise their profile, boost the effectiveness of their communications and engage in dialogue with stakeholders.

Targeted and efficient media on a large scale

Media consulting and buying

Publicis' media services include helping clients ensure the most effective media are used for their communications campaigns and buying the most suitable advertising space (conventional or digital media) on their behalf. These integrated networks of strategy experts, investment experts, creatives and digital technology specialists are critical to the task of helping clients to position and optimize brand names and navigate an increasingly complex media environment.

The media business is organized around global brands, such as Starcom, Zenith and Spark Foundry.

The two main service ranges are:

- media consulting/media planning: using computer software and data analysis of consumer behavior, together with analysis of different media audiences, the agency creates the optimum media selection and detailed media plan, tailored to the client's advertising and communications strategy, marketing objectives, target audience and budget;
- media buying: purchase of all advertising space (radio, television, billboards, press, Internet and mobile phones) or search engine optimization on behalf of a client as part of an agreed media plan, using the Groupe's experience and buying power to obtain the most favorable rates and terms and conditions for our clients.

Performance

To optimize their digital presence, some brands are keen to increase the traffic generated by their online presence. This is where Performics, Publicis Groupe's performance marketing network, comes in. It helps clients to restructure their digital assets and leverage the right channels (design, content, recommendation, search, affiliation, key words, target audience, etc.) to drive performance.

Commerce

In a world dominated by platforms, particularly e-commerce, a large number of brands are seeking to reinvent their relationship with retailers and more directly with their consumers. Publicis' commerce expertise helps them to define a new strategy to optimize their distribution channels: in-store presence, proprietary shops, visibility on e-commerce sites, better delivery conditions, and proprietary platforms for direct-to-consumer sales.

In 2022, Publicis strengthened its expertise through the acquisition of Profitero, a world-leading SaaS platform for e-commerce intelligence enabling brands to analyze and optimize their sales, marketing and operating performance for more than 70 million products sold online through more than 1,200 e-commerce sites worldwide.

Data expertise at the heart of the Groupe's offer, for in-depth knowledge of consumers

With the Epsilon acquisition in 2019, Publicis Groupe was able to take a lead in using data and technology to help drive businesses' digital and marketing transformation.

An American technology Company, Epsilon has considerable expertise and a wealth of data thanks to its 9,000 talents, including 3,700 data scientists and 2,000 engineers and delivery experts based in Bangalore.

Epsilon's expertise ranges across the entire consumer data lifecycle. It firstly allows raw client data to be structured and enhanced, and then large-scale, personalized, multi-channel campaigns to be activated. The new Epsilon PeopleCloud product suite quickly became Publicis Groupe's unified data and technology platform to better optimize its clients' media spend.

The announced disappearance of third-party cookies (postponed once again to the end of 2024 on the main browser) and the changes related to mobile identifiers (IDFA) are profoundly changing the way in which consumers can identify their consumers and personalize their messages at scale. Since 2012, Epsilon has built an immunity with the development of CORE ID, which is the most stable and accurate identification offer in the industry, making it one of the ideal partners for our clients to help them in their consumer knowledge.

In 2023, Epsilon was strengthened with the acquisition of Yieldify, a London-based marketing technology company, and the integration of its on-site personalization, conversion optimization and customer journey offerings.

The year was rich in developments in the booming field of Retail Media. Publicis and Carrefour launched in 2023 their joint-venture, announced in 2022, Unlimitail to address the booming Retail Media market in Continental Europe, Brazil and Argentina. The joint venture combines the advanced technologies of Publicis, "CitrusAd powered by Epsilon," with the power of data and the Retail Media expertise of Carrefour Links.

A technological offer to support the digital transformation of companies

Publicis Sapient is Publicis Groupe's technological, digital and consulting platform, enabling our clients to accelerate their digital transformation by drawing on the expertise of a team of more than 20,000 employees.

Publicis Sapient helps its clients build a strategy that puts experience and technology at the heart to accelerate growth, create a strong customer experience based on data, develop innovative and agile technological solutions (infrastructures, applications, etc.), set up and run data projects, and transform working approaches to design new high value-added digital products and services.

Since 2018, Publicis Sapient has been organized on the basis of Industry Verticals to bring together sector expertise and provide insight into the challenges and opportunities to grow and transform, and offer our clients the know-how that will ensure their success. The eight Industry Verticals are the following: transportation & automotive, consumer products, energy & raw materials, retail, financial services, healthcare, media & telecommunications, and travel & hospitality.

After the reorganization of its North American activities in 2019, Publicis Sapient focused on the digital transformation of companies in a context of growing demand for this expertise.

Dedicated expertise in healthcare

Very early on, Publicis Groupe set up a specialized activity in the health sector. It brings together several flagship brands such as Digitas Health (DH), Publicis Health Media (PHM) and Saatchi & Saatchi Wellness. These brands, specializing in media for the healthcare and wellness sector, created a holistic model by combining their expertise with the Groupe's media networks and In-sync Consumer Insight, which brings in-depth knowledge of patients, healthcare professionals and payer organizations, providing strong differentiation.

Thanks to a unified and fluid organization, Publicis Health covers all of its clients' needs, from product launch to generic product development, including digital and marketing solutions. More specifically, Healthcare communications encompass a whole series of actions from design to product maturity: advice prior to launching a product on the market, communication tools (publicity, direct marketing, digital, prospection calling, etc.), medical training, scientific communications, public relations and events.

Healthcare communications concern the pharmaceutical industry, institutes, hospitals and insurance companies, as well as companies producing consumer goods aimed at health and wellness. It impacts healthcare professionals and public authorities as much as the general public.

Groupe organization

Groupe country organization

To provide a single offering in each country combining all the Groupe's areas of expertise, Publicis has defined ten core markets: the United States, Canada, the United Kingdom, France, DACH (Germany, Austria and Switzerland), Asia-Pacific, Africa & Middle East, Central and Eastern Europe, Western Europe and Latin America.

This country-based organizational structure breaks down silos so we can provide our clients with an integrated solution that is seamless and innovative, born out of the alchemy between creativity, media, data and technology. These ten countries or regions are each run and supervised by a single person and overseen day-to-day by a single Executive Committee, bringing together members with different expertise, and have shared support functions. They are thus structured to offer our clients a broad-based solution that meets their needs.

Given the size of the Groupe's operations in the United States, which represent nearly 60% of the Groupe's net revenue, a specific organization was defined in 2019, with the establishment of an Executive Committee chaired by Arthur Sadoun. The purpose of this committee is to accelerate the implementation of Groupe strategy through the power of all our expertise combined into a single offering, and ramping up revenue synergies through cross-fertilization.

Groupe Client Leaders

Clients have always been central to the Publicis Groupe strategy. To make sure they get the very best we have to offer, in 2016 the Groupe reshaped its organization around Client Leaders, account managers dedicated to clients. Major clients that use Publicis Groupe services in more than one market or across a range of expertise are each assigned a Groupe Client Leader (GCL). Major clients that use Publicis Groupe services in only one country or region are assigned a Country Leader.

This structure translates into an uncomplicated client relationship, managed by a single point of contact. But it is also the ideal organization to increase cross-fertilization and offer the entire array of solutions to its clients horizontally: Creative, Strategic communications and influence, Production, Media buying and strategy, Data, Commerce, Performance, Digital marketing, Digital business transformation, and Healthcare.

The GCL's role is to strengthen and perpetuate the relationships forged between Publicis Groupe and its clients around the world with the aim of facilitating their access to the Groupe's talent and diversity of its expertise, with a view to simplifying the organization.

Global Delivery Centers

Located mainly in India, Mauritius, Costa Rica and Colombia, these centers serve the Groupe's other entities, in particular Publicis Sapient, Epsilon, Media and Production. The acquisitions of Tremend in 2022 and Practia in 2023, companies located in Romania and Argentina respectively, have strengthened Publicis Sapient's capabilities in Europe and Latin America.

Re:Sources

Re:Sources is the backbone of our collaborative model and provides digital, administrative and logistics support in the Groupe's main markets. To help Publicis Groupe's agencies transform, innovate and increase productivity, Re:Sources provides cutting-edge solutions, streamlined technological platforms and efficient "processing plants." Publicis Groupe's shared services (digital: infrastructure, process systems and business systems, the Marcel collaboration and artificial intelligence platform, media invoicing and payment, accounting, treasury, legal, human resources, procurement, real estate, etc.) collaborate with agencies to serve clients. After enabling almost all employees to work from home immediately during the pandemic, Publicis Re:Sources supported the return to the office and hybrid working methods in 2022 thanks to a mix of technological and real estate solutions.

Headquarters

Publicis Groupe SA is the Groupe's holding Company, whose main activity is, together with dedicated subsidiaries, to provide consulting services to the various Groupe companies. The central consulting costs are spread out over all of the Groupe's operational companies according to the cost of services rendered.

In addition, the parent company and the dedicated holding companies receive dividends from their subsidiaries. The parent company also carries most of the Groupe's medium- and long-term financial debt. Lastly, financial companies within the Groupe also manage the financing operations and liquidity investment transactions of the subsidiaries.

Marcel

Marcel is the Groupe's collaborative artificial intelligence platform. Since 2017, Marcel has evolved into a core part of Publicis Groupe, connecting the Groupe's talents with content as well as development and growth opportunities. Today, Marcel connects all of Publicis' talent to bring the best of the Groupe to clients while providing employees with solutions and opportunities to develop in a hybrid world. In just a few hours, Marcel can build teams of multidisciplinary and multicultural experts to meet a specific need or conduct a survey or "crowdsource" ideas for a customer review or campaign. Marcel also makes it possible, in a few clicks, to organize a work experience abroad (*via* the Work Your World program), apply for an assignment on a mission for another agency (gig), take an online development course (choosing from more than 30,000 training courses available).

In 2023, Marcel launched PublicisGPT, which puts the power of generative artificial intelligence in the hands of our talents. Thanks to this platform, employees can generate data, texts or images in a secure environment. PublicisGPT uses the most powerful language model in the world in partnership with the main players in artificial intelligence.

Marcel also supports the Groupe's personal development initiatives, notably through the partnership with Thrive Global, with the aim of improving the well-being of employees.

Lastly, Marcel is setting up a hub dedicated to the WorkingWithCancer program with resources, training for managers and CareBnB initiative, a simple solution enabling employees to share their accommodation with cancer patients undergoing treatment or who need to travel.

1.3.4 Main clients

Publicis Groupe provides advertising and communications services to a diversified client portfolio that is representative of the global economy. It has a significant number of clients that are either national or global industry leaders, with more than half of its revenue generated by international clients, *i.e.* clients with operations in more than five countries. The top 30 clients represent 37% of the Groupe's consolidated net revenue (see Section 6.6 "Notes to the consolidated financial statements" – note 30). Payment terms are consistent with general market practices and the regulations in force in each of the countries in which the Groupe operates. Revenue from, and contracts with, different clients vary from year to year. Nonetheless, a significant share of Publicis Groupe's revenue comes from loyal clients that have been with the Company for years.

The Groupe's main clients by region in 2023 are listed below:

Europe

Lloyds Banking Group; Stellantis; L'Oréal; Procter & Gamble; Samsung; Renault; Asda; Nissan; Walt Disney; LVMH; Haleon

North America

Toyota; General Motors; Abbvie; Bank of America; Verizon; Stellantis; Samsung; Procter & Gamble; GlaxoSmithKline Pharma; Citigroup

Asia-Pacific

Procter & Gamble; McDonald's; Samsung; Haleon; L'Oréal; Walt Disney; Toyota; Siam Commercial Bank; Nestlé; Visa

Latin America

Procter & Gamble; Mondelez; Nestlé; Visa; ABInBev; Heineken; McDonald's; Stellantis; Haleon; Claro

Middle East/Africa

Neom; Nestlé; Procter & Gamble; McDonald's; Abu Dhabi Government; Beiersdorf; Etisalat; Aramco; Samsung; Stellantis

In 2023, the breakdown of the business sectors of the Groupe's clients as a percentage of total net revenue was as follows:

- Automotive: 15%;
- Financial: 14%;
- TMT: 12%;
- Healthcare: 14%;
- Food and beverage: 13%;
- Non-food consumer products: 11%;
- Retail: 10%;
- Public sector & other: 4%;
- Leisure and travel: 4%;
- Energy & industry: 3%.

On the basis of 3,641 clients representing 91% of the Groupe's total net revenue.

The breakdown of net revenue by principal client sector is representative of the major economic players and the structure of the portfolio remains stable.

1.3.5 Main markets

Global advertising spending is regularly published by various forecasting organizations such as Zenith (Publicis Groupe), GroupM (WPP), Magna (Interpublic), Nielsen, etc. The forecast data published by these organizations are media expenditure intentions (purchase of space) by advertisers. These estimates are expressed in billings and do not as such represent advertising agencies' potential revenue. A quarterly or semi-annual review of these reports offers insight on trends in the advertising market, even though the figures do not factor in a whole facet of advertising agencies' business activities (public relations, direct marketing, CRM, e-commerce and e-mobile, etc.), of Publicis Sapient (digital business transformation, consumer experience, etc.) and of Epsilon (data and technology).

/ The global advertising market by geographic region

2023 Global advertising market	Advertising spend in 2023 (in millions of US dollars) (1) (2)	% of global advertising spend in 2023 (1) (2)	% of Publicis Groupe's net revenue in 2023
North America	345,158	40%	61%
Europe	174,132	20%	24%
Asia-Pacific	289,658	33%	9%
Middle East & Africa	18,992	2%	3%
Latin America	46,259	5%	3%
Total	**874,198**	**100%**	**100%**

(1) In current prices and at 2023 average exchange rates.
(2) Zenith forecasts for Publicis Groupe markets.

/ Geographical breakdown of Publicis Groupe's net revenue

(in millions of euros)	2022	In %	2023	In %
North America	7,869	63%	8,050	61%
Europe	2,879	23%	3,172	24%
Asia-Pacific	1,176	9%	1,156	9%
Middle East & Africa	359	3%	380	3%
Latin America	289	2%	341	3%
Total	**12,572**	**100%**	**13,099**	**100%**

1.3.6 Business seasonality

Clients' advertising and communications expenditure fluctuates, often in response to actual or expected changes in consumer spending. In a significant number of the Groupe's markets, consumer spending is typically lower at the beginning of the year, after the holidays. As a result, advertising and communications expenditure is not as high during these periods.

1.3.7 Competition

Since 2022, the Groupe has occupied the number two position in the global ranking of communications groups (ranking by revenue, source: companies' annual reports).

See the table below for the published net revenue and revenue of the top four groups in 2023:

(in millions) (1)	WPP	Publicis	Omnicom	Interpublic
Net revenue in local currency	GBP 11,860	EUR 13,099	n/d (2)	USD 9,401
Net revenue in dollars	USD 14,742	USD 14,174	n/d (2)	USD 9,401
Revenue in local currency	GBP 14,845	EUR 14,802	USD 14,692	USD 10,889
Revenue in dollars	USD 18,452	USD 16,016	USD 14,692	USD 10,889

(1) Exchange rate: EUR 1 = USD 1.082; GBP 1 = USD 1.243.
(2) Omnicom does not publish any net revenue.

The reader should note that the figures above are those published by the groups concerned, in the currency and according to the accounting standards used by each of them.

Generally speaking, the advertising and communications markets are highly competitive and the Groupe competes with many international agencies.

Publicis Groupe also faces competition from a large number of independent local advertising agencies around the world.

Furthermore, new competitors have emerged in the IT/consulting sectors, such as Accenture, Deloitte and Capgemini, primarily through advertising acquisitions, such as Accenture's 2019 purchase of Droga5.

The Groupe expects competition to remain intense, in particular due to the potential consolidation of the advertising budgets of major international advertisers, which are working with an increasingly small number of agencies. Equally to note, the considerable changes in the communications sector are reflected in the emergence of new competitors from the consulting and high-tech sectors.

1.3.8 Regulatory environment

Some of the Groupe's businesses are governed by regulations that may vary from country to country or region to region. For example, in France, media buying activities are subject to the Sapin Law, a law requiring transparency in media buying transactions. Pursuant to the Sapin Law, an advertising agency may not purchase advertising space from media companies and then resell the space to clients on different terms. Instead, the agency must act exclusively as the agent of its clients when purchasing advertising space.

Many countries have strict laws governing the advertising and marketing of certain products, in particular tobacco, alcohol, pharmaceuticals, foodstuffs and financial services. New regulations or standards imposed on the advertising or marketing of such products could have an adverse impact on the Groupe's operations.

These regulations can change frequently: their scope can be amended at any time; new regulations can be introduced, including without prior notice; and as the Groupe develops, it may expand into areas covered by regulations that did not previously apply to it. Any new regulations or amendments to how existing laws or regulations are implemented or applied, or if the Groupe becomes subject to new regulations could have a material impact on the Groupe.

Publicis Groupe is governed by the data protection laws and regulations in the majority of countries it is active in. The Groupe regularly adapts its personal data privacy policy to align with current regulations, such as the EU General Data Protection Regulation (Regulation (EU) 2016/679, GDPR). After Brexit, the United Kingdom incorporated the GDPR into its legislation *via* the "UK GDPR." Just as it tightened obligations incumbent on companies, the GDPR and UK GDPR also created and strengthened the rights of individuals, in particular with regard to their right to information on how their data is processed. These regulations also lay down the framework for transfers of personal data outside the EU to ensure that individuals enjoy a sufficient and appropriate level of protection. European supervisory authorities are evidencing increased vigilance and imposing fines that are increasingly significant. In addition to the regulations, the recommendations of the national organizations responsible for monitoring compliance with these rules as well as case law can have a significant influence on the level of protection required and the organization to be put in place.

Since implementation of the GDPR, more and more countries around the world are adopting personal data protection regulations. In the United States, in the absence of federal regulations, many states, including California, Virginia, Colorado, Connecticut, Iowa, Montana and Utah, have enacted personal data protection laws to strengthen requirements on how companies are allowed to use consumers' personal data. These laws incorporate some of the concepts of the GDPR. Other US states are in the process of proposing their own draft laws on personal data protection which, if adopted, will continue to complicate the situation with the fragmentation of the legislative landscape. In addition, some US states have introduced new laws governing the processing of sensitive data and it is highly likely that other US states will follow this approach in the future.

Many other countries have enacted data protection laws, including Brazil, the People's Republic of China, India, Australia, the United Arab Emirates and Saudi Arabia.

The European Union also introduced new regulations which affect the advertising and marketing industry, with the ambition of turning the European Union into a single digital market and "creating a safer digital environment which protects consumers' fundamental rights and establishes fair competition conditions for companies." These are centered around the Digital Market Act (DMA), the Digital Services Act (DSA) and the Data Governance Act (DGA). The DMA aims to regulate the behavior of platforms that have a significant impact on the European market, particularly with regard to competition law. This text contemplates obligations relating to the use of personal data for targeted advertising. The DSA aims to regulate the operation of platforms, regardless of their size, and in particular the content published on the Internet. The DGA aims to increase trust in data sharing, strengthen mechanisms to increase data availability and overcome technical barriers to data reuse. The DMA and DSA entered into force in November 2022 and the DGA entered into force in June 2022.

Artificial Intelligence (AI) has developed rapidly in recent times and is now widely used in advertising and other Groupe activities. This development comes with increased attention from regulators. Many countries are implementing AI-specific laws and regulations, particularly at the European Union level (EU Artificial Intelligence Act approved by the European Parliament) and in several US states.

1.4 INVESTMENTS

Our investments focus on digital expertise, data and technology to strengthen our teams and promote innovation and the offer of new services. The strengthening of our agencies and the development of strategic partnerships and initiatives with major Internet players enables Publicis Groupe to anticipate the changes and evolution of communication industries towards digital technologies. The aim is to offer the most innovative solutions to our clients, in step with the rapid changes in consumer behavior and technologies.

1.4.1 Main investments and divestments during the past three years

In 2021, Publicis announced the acquisition of **CitrusAd**, a Software as a Service (SaaS) platform optimizing brands' marketing performances directly within e-commerce websites, with headquarters based in Australia. CitrusAd's expertise in e-commerce sites combined with Epsilon's Retail Media offer for publishing sites, both powered by the CORE ID, enables Publicis Groupe to lead the new generation of identity-led Retail Media, with completely transparent performance measurement, validated directly by transactions. This acquisition was completed on September 1. While the growth of Retail Media is exponential, this acquisition aims to enable Publicis Groupe's clients to accelerate their growth in this very dynamic sector. Clients will thus have complete visibility on the consolidated performance of their media investments and unparalleled access to first-party data from e-commerce sites, enabling them to prepare for a world without cookies.

Publicis also completed the acquisition of **Boomerang** in Benelux, strengthening its dynamic creativity and content offer for both local and global clients. Boomerang's skills will contribute to strengthening the Groupe's global Production capabilities, in particular *Le Pub*, and to the creation of a global center of excellence for Dynamic Creativity based in the Netherlands.

In December, Publicis announced the launch of **SCB Tech X**, a joint-venture between Publicis Sapient and Siam Commercial Bank (SCB), creating one of the largest fintech operators in Southeast Asia. The joint-venture started up with 1,200 employees and is 60% owned by SCB and 40% by Publicis Sapient. SCB Tech X is a cloud-native platform-as-a-service leader which serves clients in Southeast Asia, at a time when the total value of transactions in the digital payments market is expected to reach more than USD 1 trillion by 2025 in the region. SCB Tech X caters to retailers and consumers across the region and provides both innovative banking services, such as credit, current and savings, and non-financial services, ranging from meal delivery to health and well-being content, to online travel reservations.

Lastly, in December, the Groupe completed the acquisition of 100% of **BBK Worldwide** (United States), a full-service R&D marketing company and leader in clinical trials (CTE). BBK enables customers in the biotechnology and pharmaceutical industries to accelerate their R&D programs, advancing research through the unique integration of patient-centric services and proprietary technologies, thus complementing Publicis Health's existing capabilities in CTE.

Total acquisition costs for entities integrated during 2021 (gross payments, after excluding cash and cash equivalents acquired) came to euro 276 million, including euro 103 million in earn-out payments. In addition, euro 14 million were disbursed for the payment of non-controlling interests.

In 2022, the Groupe made several acquisitions to strengthen its capabilities in Data, Digital Business Transformation and Commerce. In digital transformation, the Groupe acquired **Tremend**, a Company of 650 engineers and developers, founded 16 years ago and based in Bucharest (Romania), to develop the new Publicis Sapient global distribution center in Europe. The Groupe also acquired **Tquila ANZ**, one of the leading multi-cloud solution consulting firms in Australia, with the aim of strengthening the Salesforce expertise of Publicis Sapient. In Commerce, the Groupe acquired the SaaS platform **Profitero**. With 300 employees, this world leader in e-commerce intelligence enables brands to analyze and optimize their sales, marketing and operational performance on 70 million products sold online on more than 700 e-commerce sites worldwide. In Data, the Groupe acquired **Retargetly** and **Yieldify** and integrated them within Epsilon. Retargetly works with distributors and publishers to combine first-party data with partner data for personalized targeting and audience measurement on digital channels. This acquisition enabled Epsilon to launch its activities in Latin America. In addition, the acquisition of Yieldify strengthened the Epsilon offering with solutions that improve the personalization of sites and the optimization of conversions and the client experience.

Following the conflict between Ukraine and Russia, Publicis announced in March 2022 its **withdrawal from Russia**, with the transfer of control of its agencies to local management. The Groupe transferred control of its operations to Sergey Koptev, founding Chairman of Publicis in Russia, with a contractual commitment to ensure a future for its 1,200 employees in the country. Publicis stopped its business and investments in Russia, and the cession was effective immediately. This disposal, effective immediately, led to an exceptional loss on disposal of euro 87 million. Russia has been deconsolidated since April 1, 2022.

Total acquisition costs for entities integrated during 2022 (gross payments, after excluding cash and cash equivalents acquired) came to euro 523 million, including euro 119 million in earn-out payments. In addition, euro 49 million was paid out as part of the disposal of Russia (cash of divested entities).

In 2023, Publicis announced the acquisition of **Practia**, based in Buenos Aires, a leading Latin American independent technology company and provider of digital business transformation services. With its 1,200 experienced professionals, this acquisition will position Publicis Sapient to enter the Latin America market while establishing a foundation for a nearshore delivery platform that will enable the Company to better service clients based in North America.

Publicis also completed the acquisition of **Publicis Sapient AI Labs**, an innovative artificial intelligence research and development joint venture launched in 2020 in partnership between Publicis Sapient, Elder Research and Tquila. The acquisition will further strengthen Publicis Sapient's data and AI capabilities, and enable the company to develop innovative solutions across industries for a wide range of applications, such as generative AI, Natural Language Processing (NLP), computer vision and autonomous systems.

In digital transformation, the Groupe acquired **Corra**, based in New York, a leader in e-commerce recognized by Adobe as one of the best e-commerce companies in North America. Corra will augment Publicis Sapient's existing expertise in commerce solutions, including Adobe Commerce, while extending Publicis Sapient's offerings in digital and omnichannel commerce. By acquiring Corra, Publicis Sapient will further establish itself as a global leader across the entire Adobe Product Suite, in addition to further cementing its already leading capabilities.

In June, Publicis and Carrefour announced the launch of their joint-venture **Unlimitail** to address the booming Retail Media demand in Continental Europe, Brazil and Argentina. Unlimitail will partner with retailers and brands, bringing unequaled scale, connectivity and consistency for Retail Media to reach its full potential in those regions. It is built on the most advanced technologies, "CitrusAd powered by Epsilon," and the deepest retail expertise from Carrefour in the mass market retail sector. Unlimitail has already converted its first 13 retail partners, representing together more than 120 million loyalty customers.

Finally, in December, the Groupe announced the launch of **PS Hummingbird**, a joint venture with Tquila to expand Publicis Sapient's generative AI offerings. PS Hummingbird operates as an independent entity and offers end-to-end services including strategy and planning, user experience and process design, data analysis, implementation, testing, training and long-term support.

Total acquisition costs for entities integrated during 2023 (gross payments, after excluding cash and cash equivalents acquired) came to euro 194 million, including euro 71 million in earn-out payments.

1.4.2 Main ongoing investments and divestments

On January 18, 2024, Publicis Groupe Singapore announced the acquisition of **AKA Asia**, one of Singapore's leading integrated communications agencies. Founded in 2009, AKA is a respected player in Southeast Asia and has received numerous awards for its innovative communication campaigns. This acquisition will enable Publicis Groupe to expand and diversify its capabilities in the market while strengthening its offering in strategic communications, public relations and influence. AKA joins the Groupe's regional Influence division.

On March 12, 2024, Publicis Sapient announced the acquisition of **Spinnaker SCA**, a supply chain services company providing consulting on supply chain strategy, planning and management. Founded in 2002 and based in Boulder in the United States, Spinnaker SCA will strengthen Publicis Sapient's supply chain capabilities and competencies, particularly in data analysis assisted by artificial intelligence and machine learning, the use of digital twins, plant and logistics management and, more broadly, all digital supply chain services. Spinnaker SCA will enable Publicis Sapient to offer agile solutions to its clients to optimize their supply chains as part of their digital transformation.

There are no other significant investments or divestments underway.

1.4.3 Main future investments

Publicis Groupe will continue its investments to provide proposals and solutions to its clients faced with numerous challenges (consumer behavior, multiplication of communication channels, increasing weight of omni-channel commerce, emergence of new players from digital technologies). Thus, all future investments will aim to improve our offering, combining our creative, media, data and technological expertise.

Moreover, at December 31, 2023 the Groupe also had commitments of euro 253 million under earn-out payments and euro 23 million for non-controlling interest buy-outs, a total of euro 276 million, of which euro 64 million is due in less than one year.

1.5 MAJOR CONTRACTS

Publicis Groupe did not conclude any significant agreements or any agreements conferring a significant obligation or commitment on the Groupe, with the exception of those concluded in the normal course of business, during the two years preceding the date of this Universal Registration Document.

1.6 RESEARCH AND DEVELOPMENT

The Groupe does not believe that it is dependent on any specific patent or license to operate its businesses.

R&D within Publicis Groupe has always taken an applied form, as it is directly linked to the search for concrete technological solutions designed to help our clients, to developing and improving the performance of our products, technological platforms or internal tools, and to taking advantage of the latest technological advances to offer new options to our clients. Several PhD students work within the Groupe, most of them at Sapient and Epsilon.

At Epsilon, more than 70 PhD students in decision science are continuously optimizing the algorithms of our platforms to make them more precise, more powerful, and ultimately, more effective. A specific program hosts 15 PhD students for one year to monitor the work of the Decision Science teams.

Publicis Sapient has developed seven Labs in North America, Europe, India and Latin America, which are centers of technical expertise to respond in real time to clients' technological issues. Our experts are available to answer client questions regarding the implementation of different platforms and the search for optimal solutions, and these teams can conduct Research & Development projects on behalf of clients to improve the performance of their tools or develop a new application environment (website, app, internal network). In addition, two recent initiatives enable the internal engineering community to work more effectively together. On the one hand, thanks to an internal collaboration platform several teams of engineers can cooperate simultaneously on the same project. On the other hand, it is an agnostic solution for the cloud, artificial intelligence/machine learning projects bring together engineers and data scientists in order to gain efficiency and speed for large-scale solutions. With the explosion of AI and Generative AI, Publicis Sapient's expertise in this area is an asset in terms of innovation for clients, on how to use these new tools to improve products, services and user experiences. The skills spectrum covers Data Science, Data Strategy, Data Engineering and Data Analytics, which are partners in AI Accelerators and AI Labs, thus enabling rapid experimentation with new solutions. These teams also include Computer Science, Artificial Intelligence, Machine Learning, Mathematics, Physics and Engineering specialists.

Lastly, the Groupe's Media activities invest significant resources in mathematical and statistical processing in order to best advise their clients in their media choices (particularly in terms of modelling the marketing mix or calculating the effectiveness of media actions), and many doctoral students are also part of these teams.

Chapter

2. RISK AND RISK MANAGEMENT

2.1 MAIN RISK FACTORS

The risk factors described below, together with the other information concerning Publicis Groupe and its consolidated financial statements included in this Universal Registration Document should be carefully considered before making an investment in the shares or other securities of Publicis Groupe. This section covers the main risks to which Publicis Groupe feels exposed to, as of the date of this Universal Registration Document. Each one of the risk factors may have a negative impact on the Groupe's earnings and financial position as well as on its share price or financial instruments. Other risks and uncertainties of which Publicis is unaware of or which are not currently considered to be significant could also have a negative impact on the Groupe.

Description of the main risk factors

In accordance with the provisions of article 16 of Regulation (EU) 2017/1129, in each of the risk categories mentioned below, risks are presented in descending order of significance according to the Groupe's assessment at the date of this document. The risk factors considered the most significant are presented first, following an assessment of their potential impact and likelihood, after taking into account the mitigating measures implemented. The significance of the risks, as assessed by Publicis Groupe, may be amended at any time in light of changes in the Groupe's activities and circumstances.

At the filing date of this Universal Registration Document, the geopolitical environment remains marked by the continued conflict in the Middle East and between Russia and Ukraine. The Groupe's direct exposure to these conflict countries is low (less than 0.4% of revenue).

In general, all the risks identified below must be considered in light of the consequences of an uncertain geopolitical and macroeconomic context.

Risk factors

Categories	Risk factors	Potential impact	Page number	Topic addressed in the CSR - Non financial performance
Industry-related risks	• Particular sensitivity to the economic and geopolitical conditions	High	39	
	• Highly competitive industry	High	39	
Operational risks	• Cybercrime and IT systems failures	High	39	Chapter 4
	• Risks associated with client portfolios	High	40	
	• Risks related to employees	Medium	42	Chapter 4
	• Risks related to mergers and acquisitions	Medium	43	
	• Risk of non-adaptation to client needs	Medium	43	Chapter 4
Regulatory and legal risks	• Personal data confidentiality	High	41	Chapter 4
	• Risks of litigation, governmental, legal and arbitration proceedings	Medium	44	Chapter 4
Financial risks	• Groupe's liquidity and financial rating	Low	45	

1. Particular sensitivity to the economic and geopolitical conditions

High ✓	Medium	Low

Description of the risk

The sectors of advertising, communications, and consulting are greatly impacted by any changes in our clients' budget allocations. Clients activities can be influenced by periods of recession in specific countries or business industries, which may be a result of macroeconomic elements like inflation, rising interest rates, or a volatile geopolitical environment. An unfavorable economic environment could lead to a reduction in advertising and/or transformation budgets and therefore have an adverse impact on the Groupe.

In addition, the Groupe's cost structure largely consists of employee compensation. As a result, macroeconomic factors such as high inflation over a long period of time could have an adverse impact on margins.

Risk management

Clients view periods of slowdown as opportunities to increase their market share by implementing effective communication strategies or substantial reforms. In addition, the impact of inflation on personnel costs is controlled and margins maintained thanks to the implementation of efficiency measures *via* the platform organization.

2. Highly competitive industry

High ✓	Medium	Low

Description of the risk

The advertising, communications and consulting sectors are highly competitive and are expected to remain so. In addition, in a volatile economic environment, aggravated by an uncertain geopolitical context, there is greater stress from clients on costs, increasing competitive pressure during negotiations.

The Groupe's competitors are of all shapes and sizes, and range from large multinational companies, including Internet giants who are capturing an ever-increasing share of the advertising market, to smaller agencies that operate in niche or regional markets. Many players, including systems integrators, database design and management specialists, telemarketing and web-based companies, now have access to technical solutions to meet marketing and communication needs of the Groupe's clients and prospects.

The Groupe competes with these companies and agencies both to maintain existing client relationships and win new clients and accounts. Growing competition could have a negative impact on the Groupe's revenue and earnings.

Risk management

The Group's balanced mix of Media, Data & Tech and Communications activities contributes to the uniqueness of its business model and makes all the difference in winning new market shares. The Groupe has always put innovation at the heart of its strategy. Through its country model and platform organization, the Groupe offers tailor-made services to its clients. In addition, optimized shared services enables better cost management.

3. Cybercrime and IT systems failures

High ✓	Medium	Low

Description of the risk

In a world where digital technology is evolving at breakneck speed, dependence on information technologies has never been more critical. This dependence exposes the Groupe to significant risks, including malicious attacks, technical failures and insider threats, which may lead to service interruptions, personal data leaks and the disclosure of confidential information.

Systemic failures can be the result of malicious activities, natural disasters or technical deficiencies. They affect not only the Groupe, but also its partners and suppliers, potentially leading to long periods of disruption that could compromise our ability to serve our clients effectively.

Since 2020, a year marked by a global pandemic and an increased use of remote working, we have seen an increase in cyberattacks, in particular denial of service attacks and ransomware. This period laid the foundations for a constantly evolving threat landscape, significantly disrupting operations and jeopardizing the Groupe's infrastructures and those of its partners.

The accelerated adoption of artificial intelligence, in parallel with the extensive use of cloud solutions and outsourced IT infrastructures, is significantly expanding the Groupe's potential attack surface. This development raises increased challenges in terms of securing data and tools, increasing the complexity of protecting these systems against intrusions and threats.

In addition, vulnerability to internal risks, caused by untrained or poorly informed personnel, can lead to the unintentional disclosure of sensitive information. Internal malicious acts, although rare, can also seriously damage the Groupe's reputation.

Risk management

In response to these risks, the Groupe is implementing remediation and resilience strategies, including rigorous security policies, ongoing employee training, regular security audits and well-established incident response plans. Compliance with evolving regulations is also a top priority to minimize non-compliance risks and potential fines.

The adoption of regular maintenance practices and systematic application of security updates are crucial to prevent vulnerabilities. In addition, remote working requires special attention to the security of domestic networks and secure remote access to the Groupe's information systems.

The Groupe also assesses and mitigates supply chain risks, ensuring that suppliers and partners comply with strict security standards to prevent cross-functional attacks.

Faced with an increase in phishing and social engineering attacks, the Groupe is implementing proactive strategies to safeguard its reputation and ensure internal security, sensitizing our teams on best practices in vigilance and digital security.

These measures aim to minimize the potential impacts of cybercrime and systemic failures, remediation costs, revenue losses and damage to the Groupe's reputation.

4. Risks associated with client portfolios

High ✓	Medium	Low

Description of the risk

Contracts may be challenged easily: clients are free to terminate their contracts after a relatively short notice period. In addition, unfavorable economic conditions could lead to more frequent contract renegotiations.

Moreover, competitive bids for advertising and media contracts with the Groupe's clients may occur at shorter intervals.

There is also a trend towards operating on a project-by-project basis, a gradual reduction in the number of agencies working with a client, and to a certain extent, the concentration of advertising budgets among a few leading agencies. The internalization of some activities may impact our ability to retain clients. These factors heighten the risk that a single event affecting a key client could have substantial repercussions.

A significant percentage of the Groupe's revenue is derived from its major clients. In 2023, the Groupe's top 5, 10, 30 and 100 clients accounted respectively for 12%, 20%, 37% and 58% of the Groupe's consolidated revenue (see also Section 6.6 "Notes to the consolidated financial statements," Note 30 "Risk management").

One or several large clients may decide either to switch advertising and communication agencies, or to curtail their spending on advertising, or even suspend it, at any time, with relatively short notice, and without having to justify it.

A substantial decline in the advertising and communication spending of the largest clients, or the loss of any of these accounts, could have a negative impact on the Groupe.

Risk management

The Groupe adapts its offering and strives to anticipate and meet the marketing and digital transformation needs of its clients. In terms of offering, in addition to its historical activities in creativity, production and media, the Groupe has invested in digital activities, digital transformation and data. The Groupe has also adapted its internal organization and has moved from a holding company to a platform. Publicis has also realigned its operations according to a country-based organization system with shared services for better process and cost optimization. Clients, *via* Groupe Client Leaders, can thus benefit from all of the Groupe's expertise, and in particular the "Power of One," which has enabled us to strengthen the collaboration of talent to better meet their needs.

The Groupe's client portfolio is diversified and representative of the global economy. A large proportion of the Groupe's revenue comes from loyal clients, which demonstrates the Groupe's ability to support them over time.

In addition, the Groupe retains a leading position in the New Business ranking.

5. Personal data confidentiality

High ✓	Medium	Low

Description of the risk

Advertising and communication activities involve the processing of a significant volume of personal data. Laws and regulations governing personal data protection are complex, constantly evolving, differ from country to country and give rise to significant and growing compliance costs. Supervisory authorities are increasingly vigilant, imposing ever-higher penalties. Control policies, regulatory interpretation, and restrictions on cross-border data transfers are becoming increasingly stringent. As part of its digital strategy, the European Union introduced regulations affecting the advertising and marketing industry with the ambition of turning the European Union into a single digital market and "create a safer digital space where the fundamental rights of users are protected and to establish a level playing field for businesses." These include the Digital Services Act, the Digital Markets Act and the Data Governance Act.

Following the General Data Protection Regulation (EU) 2016/679 (EU GDPR), a growing number of countries have adopted personal data protection regulations. In the United States, in the absence of federal regulations, many states, including California, Virginia, Colorado, Connecticut, Iowa, Montana and Utah, have enacted data protection laws. These laws strengthen the requirements in connection with how companies are authorized to use consumer personal data. Other US states have adopted or are on a path to proposing their own draft laws on the protection of personal data, which, if passed, will continue to make the situation complex by further fragmenting the legislative landscape. In addition, some US states have introduced new laws governing the processing of sensitive data. It is likely that other US states will follow this approach in the near future.

Many other countries have enacted data protection laws, including Brazil, the People's Republic of China, India, Australia, the United Arab Emirates and Saudi Arabia.

Artificial Intelligence (AI) has developed rapidly in recent times and is commonly used in advertising-related activities. This development comes with increased attention from regulators. Many countries are implementing AI-specific laws and regulations, notably at the European Union level (Artificial Intelligence Act approved by the European Parliament) and in certain US states.

The Groupe, which deals with an increasing quantity of personal data, could be subject to increased scrutiny by supervisory bodies. Any breach of applicable laws and regulations may, in addition to liability suits and sanctions against the Groupe, including pecuniary penalties, create a loss of client confidence and have an adverse impact on the Groupe's reputation and activities. Furthermore, any loss or unauthorized disclosure of personal data may lead to significant damages for the persons concerned and may render the Groupe liable.

Risk management

The GDPO (Global Data Privacy Office) is part of the Groupe's Legal Department, which reports to the Secretary General. Its role is to oversee the data protection program, advise agencies on data protection issues and help them with risk management. From an operational point of view, the GDPO relies on its Global Data Privacy Operations Team (GDPOps), including Privacy Leads and Data Privacy Stewards in the various countries, in charge of implementing and monitoring the compliance program. The GDPO and GDPOps teams work closely with the GSO (Global Security Office) whenever there is a data security question.

The data protection policy is based on the principle of "Privacy-by-Design" and must ensure compliance with applicable laws and best practices. The internal procedures governing these aspects are available on the Groupe's website. This Privacy-by-Design policy integrates issues related to the use of artificial intelligence (AI) in processes and various systems so that responsibilities are clear, with rigorous oversight and strong governance.

Suppliers are subject to an initial due diligence whose purpose is to assess their processes and policies in terms of data protection and security, to verify their compliance and to understand their practices. The various GDPO, GDPOps and GSO teams work together for these initial reviews.

A Groupe process is dedicated to incident response (Incident Response Process) to manage cybersecurity incidents and data breaches.

Trainings for all employees take place every year with reminders on the European GDPR (General Data Protection Regulation), the CCPA (California Consumer Privacy Act) as well as on data security. Specific *ad hoc* trainings are delivered as needed.

6. Risks related to employees

High	Medium ✓	Low

Description of the risk

The health, safety and well-being of our employees is at the heart of the Groupe's concerns. The Groupe's talent may be exposed to climate, geopolitical, psychosocial and other risks that could affect them physically or morally.

The advertising and communication industry is known for its high turnover among both management and talent. Technology companies and the Internet sector attract certain profiles that the Groupe would like to recruit or retain. Talent retention and attraction remain difficult for certain areas of expertise due to their scarcity on the market and the intense competition. Furthermore, significant recruitment took place. The loss of this talent could damage the Groupe. Publicis' success depends to a large extent on the skills and expertise of its teams as well as on the quality of its relationships with clients.

In an environment where digital and artificial intelligence expertise is key to the transformation of organizations, the Groupe's businesses are seeing significant turnover, which may represent a risk if not sufficiently anticipated.

Finally, the rapid changes in our business require our talent to continuously develop their skills. The absence of an adequate training plan could impact the implementation of certain projects and lead to a lack of resources in specific areas of expertise.

The Groupe has launched ambitious action plans around diversity, equity and inclusion both at global and local level. The risk of non-execution of these plans within the allotted time could lead to the departure of certain talent and harm the Groupe's image as an employer.

If the Groupe were no longer able to actively attract, retain and motivate valuable managers or employees, its prospects, business, financial position and results could be highly affected.

Risk management

The Groupe is working on measures to improve the integration of new talent and then retain them. The implementation of these action plans led to a decrease in turnover in 2023.

The Marcel platform fulfills several functions, including "Marcel Classes," which offers a wide range of training courses. In addition, relations with academic institutions (high-schools, schools and universities) and training organizations enable cooperation on current and upcoming changes to the training courses of future professionals.

The Groupe's Diversity, Equity & Inclusion (DEI) policy, part of the Janus Code of Ethics, sets out the founding principles on which local actions are aligned. The Groupe's policy is regularly updated, and the implementation of action plans in the countries and agencies is the responsibility of local management, particularly the Talent/HR Departments and the teams dedicated to DEI projects. Inclusion is at the heart of the Groupe's Top Management priorities. For 15 years, the Groupe has selected eight criteria to monitor, in particular: gender, age, ethnicity, education, disability, sexual orientation, religious affiliation and veteran status, with a specific legal framework determining the type of indicators that may be monitored for each country. The Groupe's culture is based on the motto *Viva la Différence*, founded on respect for each and every individual, both internally (the diversity of our employees) and externally (the diverse cultural contexts in which the teams work with our clients).

The Groupe has rolled out the internal tool LionAlert in order to be able to contact employees in the event of an extreme emergency and ensure that they are safe. LionAlert is activated locally according to events (earthquake, cyclone, flood, major fire, but also acts of terrorism, political tensions, etc.). The CTOs (Chief Talent Officers), in collaboration with local management, and, depending on the situation, with Groupe management, ensure that action and communication plans are deployed in accordance with the situation.

7. Risks related to mergers and acquisitions

High	Medium ✓	Low

Description of the risk

The Groupe's development strategy through acquisitions and minority investments may create risks.

Part of the Groupe's strategy aims at enriching its range of services around advertising, communication, consulting, data, digital transformation and commerce and at developing its operations in high-growth markets. In this context, the identification of acquisition targets may prove tricky and the assessment of the risks associated with an acquisition or equity investment may be incorrect. Sellers may also at times fail to disclose certain risks. The changing and unpredictable regulatory frameworks of certain countries and certain local practices constitute another source of acquisition-related risks. In addition, acquisitions may be concluded on terms that are less favorable than anticipated, and/or the newly acquired companies may either fail to be successfully integrated into Publicis' existing operations or fail to generate the synergies or other benefits that were expected. Such events could have adverse effects on the Groupe.

A description of the main acquisitions made by the Groupe in 2023 is provided in Section 1.4.1. (See also Note 3 to the consolidated financial statements (Section 6.6) on "Changes to consolidation scope").

Goodwill and intangible assets (trademarks, client relationships) recorded on the Groupe's balance sheet for acquired companies may be subject to impairment.

Large sums have been recognized on the Groupe's balance sheet at December 31, 2023 for goodwill (for an amount of euro 12,422 million) and for intangible assets (for an amount of euro 958 million). Given the nature of its business, the Groupe's most important assets are, generally, intangible, and are recorded as such. The assumptions made to estimate the forecasted earnings and cash flows during these revaluations may not be confirmed by subsequent actual results. If the Groupe were to record any impairments, the accounting loss could adversely affect the Groupe's results and financial position.

Risk management

Before any proposed acquisition, the Groupe carries out due diligence addressing different dimensions (financial, legal, tax, human resources, technology, compliance and ethics, etc.). The M&A teams rely on external advisors for certain due diligence.

Acquisitions are then the subject of an integration plan prepared with the operational managers concerned and drawing on the expertise of the shared service centers.

Each year, the Groupe carries out an assessment of goodwill and intangible assets to determine whether they should be impaired. Analysis of goodwill and intangible assets recorded on the Groupe's balance sheet is detailed in Notes 12 and 13 to the consolidated financial statements (Section 6.6).

8. Risk of non-adaptation to customer needs

High	Medium ✓	Low

Description of the risk

Changes to regulations and market practices on the management of personal data may disrupt the advertising industry, in particular in terms of data processing and analysis. The development of programmatic digital media buying, the possible internalization of some activities, as well as the expansion of the Internet giants, could lead to the capture of the Groupe's activities by other players. Finally, the disruption to some of the Groupe's major clients impacts their needs and therefore the services that the Groupe provides to them. In addition, the integration of social representations, inclusiveness and environmental issues present certain challenges both for meeting the needs of clients and for the Groupe. The strengthening of artificial intelligence in offers and services poses new challenges both in terms of the composition of the offer and in terms of competition. Should the Groupe fail to deliver the highest quality of service to its clients within acceptable time frames and at scale, it could have adverse effects on its financial position and results.

Risk management

Satisfying the Groupe's clients and anticipating their needs are the driving forces behind the Groupe's economic and social development. All stakeholders in the supply chain are selected in accordance with the Groupe's values and strive to meet client expectations. In order to adapt, anticipate and meet client needs, the Groupe has put 1st party data at the heart of the Marketing Transformation offer. Moreover, Epsilon and Publicis Media are connected in a unique way to support clients in their transformation. In addition, the Groupe has focused its strategy on artificial intelligence to become the first "Intelligent System" in the sector to better support clients. Publicis plans to invest euro 300 million in this strategy over the next three years.

9. Risks of litigation, governmental, legal and arbitration proceedings

High	Medium ✓	Low

Description of the risk

The Groupe may be named as defendant or co-defendant in litigation brought against its clients by third parties, its clients' competitors, governmental or regulatory bodies, or consumer associations. These actions could, in particular, relate to the following complaints:

- the advertising claims used to promote the products or services of these clients are false, deceptive or misleading;
- the client products are defective or could cause harm to others;
- the advertising materials created for its clients infringe the intellectual property rights of third parties. Client-agency contracts generally require the agency to indemnify the client against claims for infringement of intellectual or industrial property rights.

Any damages and interest to be paid, and legal fees arising from such actions may have a negative impact on the results of the Groupe. Moreover, Publicis' reputation could be negatively affected by such actions.

The Groupe may face an increased reputation risk associated with serving clients who are perceived to have a negative impact on the environment.

During the normal course of its business, the Groupe may also receive requests for information from the justice or administrative authorities as part of inquiries into business practices in its industry.

The Groupe is subject to strict anti-corruption regulations. As the Groupe operates in a number of countries where the risk of corruption has been considered high, a breach of these regulations (including a compliance failure by a partner) could occur despite the Groupe's anti-bribery and anti-corruption program.

The diversity of tax regulations combined with their different interpretations may expose the Groupe to tax reassessments.

The Company is not aware of any pending or threatened governmental, legal or arbitration proceedings likely to have or having had in the last 12 months a significant effect on the financial position or profitability of the Company and/or the Groupe, other than those mentioned in Note 22 to the consolidated financial statements (Section 6.6).

Risk management

In terms of responsible marketing, the Groupe strives to raise professional standards to high levels of ethics and responsibility.

Comprehensive controls are in place for the management of litigation and corruption risks, entailing the identification, evaluation, and mitigation of any associated potential legal and financial risks. The Company establishes a provision whenever a risk is determined and appears probable, and its amount can be either quantified or reasonably estimated. The occurrence of events during the proceedings may lead to a reassessment of this risk at any time.

The Legal Department, which reports to the Secretary General, plays an essential role in this process by alerting the Groupe to potential risks, implementing mitigation strategies with the help of operational staff, and managing ongoing litigations. A summary of any significant legal disputes, as well as an estimate of their potential impacts, are presented to the Groupe's senior management four times a year.

The main litigations are discussed at each Audit Committee meeting.

The legal, compliance and tax teams maintain a constant monitoring to ensure compliance with laws and regulations.

10. Groupe's liquidity and financial rating

High	Medium	Low ✓

Description of the risk

In May 2023, the Groupe's credit ratings were upgraded by Moody's from Baa2 to Baa1 for the first time since it was rated in 2005 and by Standard & Poor's, which returned to BBB+ after a period at BBB due to Covid. A financial rating downgrade could adversely affect the Groupe's ability to raise funds and result in higher interest rates for future borrowings.

The Groupe is exposed to a liquidity risk when its incoming payments, which represent several times its revenue, no longer cover its outgoing payments, and at the same time its ability to raise new financial resources has been exhausted or is insufficient. In addition, a deterioration in customer payment terms could affect the Groupe's available cash.

The increase in interest rates may lead to an increase in the cost of borrowing, which could have a negative impact on its profitability and its ability to make future investments.

Risk management

In a context of rising interest rates that could weaken certain banks, the Groupe mainly uses leading international banks (core banks).

As of December 31, 2023, the Groupe had liquid assets, calculated as the sum of cash and undrawn confirmed credit lines, at the highest level in its industry.

The Group's cash management has continued to benefit from the introduction of local centralized cash-pooling centers in the Groupe's main markets (domestic cash pooling). Two financial companies established in Dublin since 2014 continue to strengthen the Groupe's structure to manage financing transactions and the short-term investing of subsidiaries' liquidity. Since 2017, one of these two companies, MMS Multi Euro Services DAC, has been the lynchpin of the centralization of international cash pooling for the entire Groupe. The other company, MMS Ireland DAC, whose functional currency is the dollar, became the lynchpin of the centralization of cash pooling for most of the Groupe's US entities.

2.2 INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES

2.2.1 Objectives and organization

The internal control and risk management framework is fully integrated into the operational and financial management of the Groupe. Its remit extends across all the Groupe's activities and structures. The Groupe internal control and risk management policy, which is regularly monitored by the Audit Committee and the Strategy and Risk Committee, approved by the Management Board and applied at all levels of the Groupe, is designed to provide reasonable assurance regarding the achievement of the Groupe's objectives in relation to:

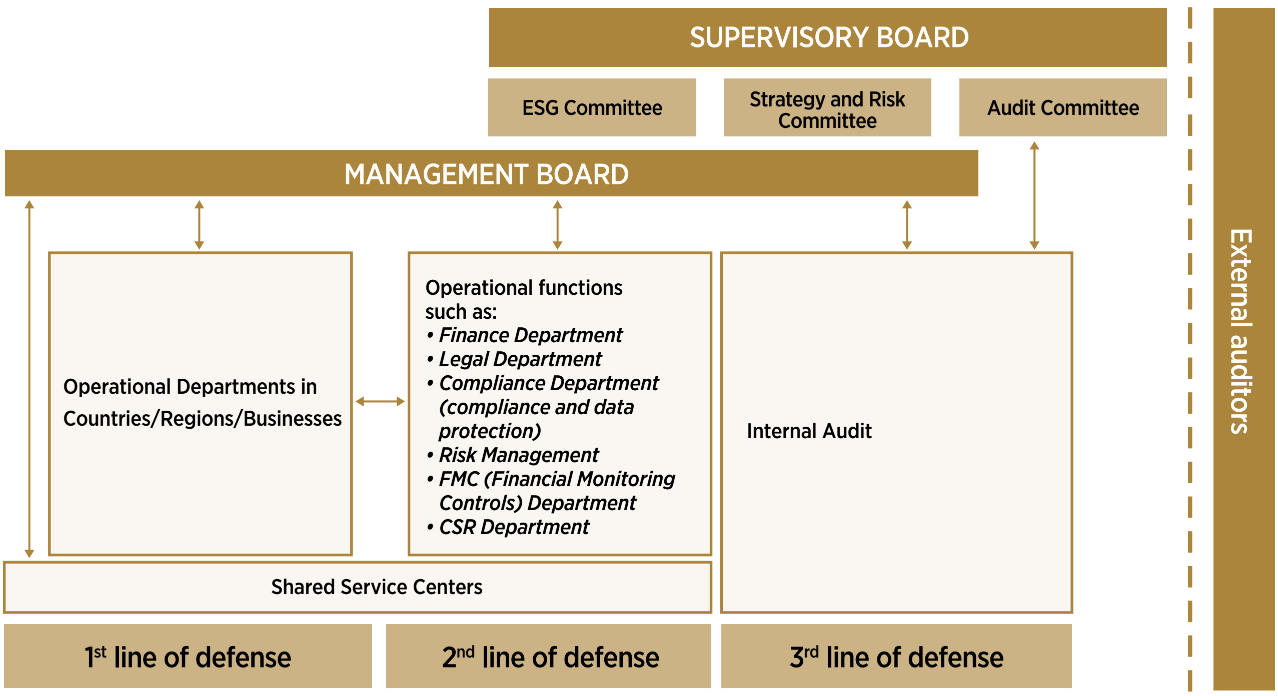
- the reliability of financial and non-financial information;
- compliance with applicable laws and regulations;
- the management of strategic, operational and financial risks;
- the efficacy and efficiency of operations, in line with the direction set by the Management Board.

The objectives of this framework, as approved by the Management Board and presented to the Audit Committee and Strategy and Risk Committee, are to enable:

- continuous monitoring aimed at identifying risks and opportunities having a potential impact on the achievement of the Groupe's strategic, operational and financial objectives;
- appropriate communication about risks contributing to the decision-making process;
- regular monitoring of the effectiveness of the Groupe internal control and risk management framework.

The Groupe has a Secretary General function, which allows an organized and centralized monitoring of the activities that constitute the internal control framework. The Secretary General is a member of the Groupe's Management Board. This function includes the Legal Department (managed by the General Counsel), the Internal Audit, Internal Control and Risk Management Department (managed by the VP of Internal Audit, Risk & Control), the Human Resources Department (compensation and employee benefits, human resources information system management, employee-related matters and mobility) and Corporate Social Responsibility (CSR). The Secretary General attends all meetings of the Strategy and Risk Committee. The Secretary General and the VP of Internal Audit Risk & Control attend all Audit Committee meetings and have easy access to its Chair and each of its members. Similarly, the Audit Committee has direct access to the Groupe's risk management and internal control department. Expertise that enables a broader vision of risks and action levers are thus brought together, which supports the effort to improve risk management throughout the entire organization.

The Groupe's internal control and risk management system bases its structure on the 2013 COSO (Committee of Sponsoring Organizations of the Treadway Commission) guidelines, as well as the reference framework defined by the AMF.



2.2.2 Internal control framework

Publicis Groupe has a long established a framework (called “Janus”) setting the Groupe’s values, the principles and practical rules of ethical conduct and social responsibility, as well as other practices enabling the Groupe's entities to carry out their activities in compliance with laws, regulations and best practices. The content of “Janus” is regularly updated. These guidelines are applicable and communicated to all Groupe hierarchy levels and in all business lines and countries. They are also always accessible online to all Groupe employees. They are the foundation of the Groupe’s control environment.

The procedures relating to the preparation of accounting and financial information, the information systems security and major operational processes are detailed in order to ensure consistency at all levels of the Groupe and the various networks.

The control environment is also strengthened through a network of shared service centers (Re:Sources) systematically implemented by Publicis Groupe since 1996 in order to overcome the challenges faced by a business that relies on a large number of agencies. This network is managed by the Shared Platforms CEO, reporting to the Chairman of the Management Board, with the legal, financial, employment matters and benefits functions of the shared service centers respectively under the functional responsibility of the Groupe’s Legal, Finance and Human Resources Departments. The network of shared service centers covers more than 99% of Groupe revenue as of December 31, 2023.

The use of the same management application (ERP) in the large majority of the Groupe’s agencies, as well as a single financial consolidation system for all entities, also ensures a good internal control quality through standardized processes and the sharing of best practices.

The Management Board, the Secretary General, the Finance Department, the shared service centers, as well as the teams dedicated to IT, real estate, insurance and mergers and acquisitions, the Internal Audit, Risk Management and Internal Control Departments and the networks' operational managers are all involved in deploying the internal control framework.

For companies acquired by the Groupe, the deployment of the internal control framework is rapidly launched and is generally completed within 12 months of the acquisition date. In addition, acquisitions are given particular attention when defining the annual internal audit plan.

2.2.3 Monitoring the effectiveness of the internal control framework

The Groupe’s senior management is responsible for the Groupe’s internal control framework. The Secretary General and the VP Internal Audit, Risk & Control regularly report to the Audit Committee and to the Management Board on the quality of the Groupe’s internal control framework. The VP Internal Audit, Risk & Control meets the Chair of the Audit Committee one-on-one at least once a year, which guarantees its independence.

2.2.3.1 Internal audit assignments

The Internal Audit Department helps the Groupe to achieve its objectives by assessing, with a methodical and systematic approach, the effective implementation and relevance of a set of internal control, risk management and corporate governance procedures and processes.

The missions and responsibilities of the auditors are described in the internal audit charter, which is included in the Code of Conduct and Ethics (Janus). This charter highlights the independence of the internal audit function and stipulates the duties and prerogatives of the auditors and audited entities.

The internal audit team is composed of around twenty experienced auditors, including, since 2021, auditors dedicated to information systems audits. They all carry out internal control assessments that encompass various financial and operational processes within the Groupe’s entities, based on an annual audit plan which, since 2022 has progressively included IT controls. This audit plan is based on an assessment of the risks impacting the various entities (including corruption risk), as well as past events, specific requests from Senior Management and consultation interviews with management of the countries and regions; this annual plan is approved by the Management Board and validated by the Audit Committee.

The Internal Audit Department conducted 86 assignments in 2023, mainly entity audits, but also special assignments covering specific and cross-functional issues at various levels within the Groupe, as well as internal investigations of cases of suspected fraud or alerts reported through the Groupe’s internal whistleblowing system. 2023 was an opportunity to strengthen integrated audits, which include IT controls. In addition, data analysis was strengthened by the recruitment of new skills.

To carry out their assignments, the internal audit teams use a specific IT tool. The internal auditors' work programs are aligned with the Groupe's main ERP systems and use specific extracts and reports, in addition to the contribution of a dedicated tool for data analytics.

Internal audit assignments are systematically reported, among others, to the Chairman of the Groupe's Management Board. A summary of all reports issued is presented at each Audit Committee meeting.

The action plans proposed by the auditees based on the audit recommendations are monitored systematically by the central internal audit team using an IT application. Additionally, specific on-site follow-up assignments are launched for the most critical reports or when action plan indicators clearly contradict the commitments made by the audited entities. A report on the implementation status of audit recommendations is regularly presented to country/regional management as well as to the Audit Committee.

Internal (particularly in terms of HR investigations) or external assistance is requested when needed to support the Internal Audit Department, when special skills or techniques are necessary to conduct internal investigations.

The Internal Audit Department of Publicis Groupe works in accordance with the international professional standards issued by the IIA (The Institute of Internal Auditors) and first obtained the certification of its activities from the IFACI (French Institute for Audit and Internal Control) in March 2017. This certification confirms the ability of the Publicis Groupe Internal Audit Department to fully carry out its duties. It was renewed in March 2020, then in March 2023 and confirmed in March 2024 after annual follow-up audits.

2.2.3.2 Internal financial control framework

Publicis Groupe has set up:

- key corporate controls over financial reporting (consolidation, treasury, tax, legal, etc.), which are reviewed annually by the Internal Audit Department;
- a program called Financial Monitoring Controls (FMC), implemented in all Groupe entities and based on a list of key controls for the main processes contributing to financial and non-financial reporting. Their implementation is monitored at two levels:
  - a quarterly self-assessment, submitted by all Groupe entities *via* a common tool, which contributes to accountability and transparency regarding the effectiveness of controls,
  - teams dedicated to FMC reviews are established at regional level. These teams are functionally linked to the Finance Department of each region and hierarchically to the Groupe's Internal Audit, Risk Management and Internal Control Department, which oversees them, coordinates their work, and compiles their results. These teams follow a systematic review plan covering about 60% of the Groupe's consolidated revenue in 2023.

2.2.3.3 Monitoring by the Legal and Compliance departments

The Groupe's Legal Department regularly monitors litigation-related risks within the Groupe. A summary of any significant legal disputes, as well as an estimate of their potential impacts, are presented to the Groupe's senior management four time a year. The main legal disputes and current or finalized investigations, where relevant, are also discussed at each Audit Committee meeting.

The Compliance Department is managed by the Groupe's Chief Compliance Officer, who reports to the Secretary General. Its objectives are to promote an ethical culture within the Groupe and to design, deploy and monitor the implementation of compliance programs in all Groupe entities.

This Department is supported by a network of compliance members operating at the local level. Under its supervision, they are responsible for coordinating and ensuring the effective deployment of compliance programs within their scope (see Section 4.3.5 of this document).

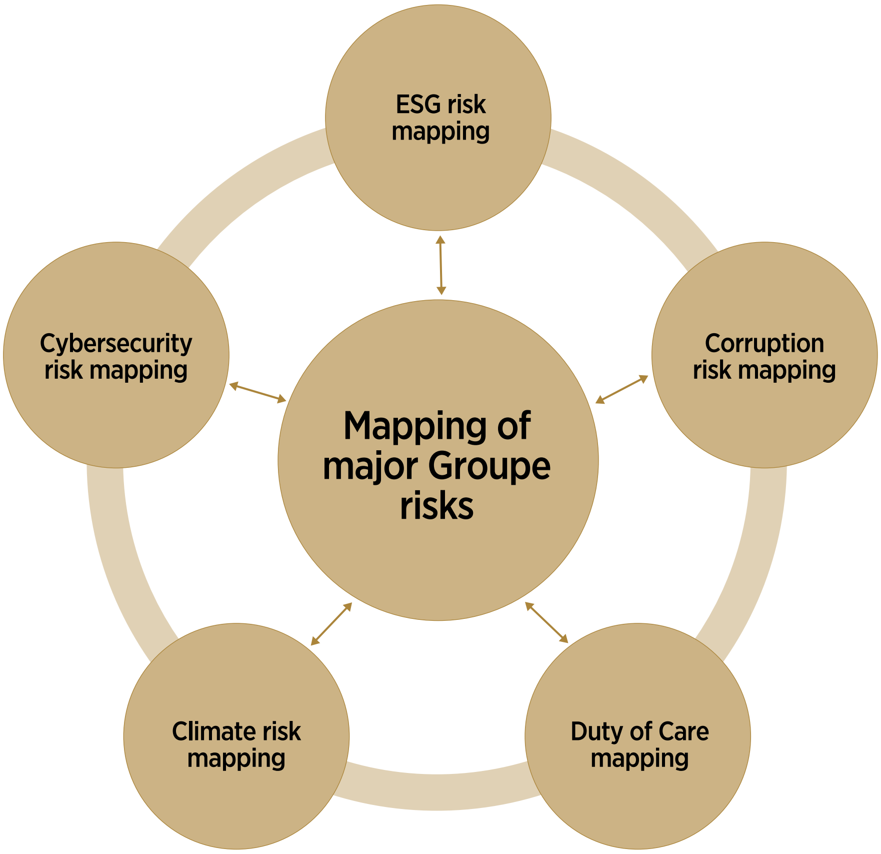
2.2.4 Risk management framework

In coordination with senior management, the business management teams of the countries/regions/business lines as well as the shared service centers are heavily involved in monitoring risks facing the Groupe. They continually analyze the Groupe's exposure to the loss of significant contracts, to risks of conflicts of interest and to changes in contractual clauses.

The risks relating to accounting information, external growth strategy, management of the liquidity position, foreign currencies and changes in the Groupe's debt or tax position are monitored by the Finance Department, in cooperation with the senior management.

The risks associated with accounting and financial information are also monitored *via* the FMC program, managed by the Internal Audit, Risk Management and Internal Control Department.

The Groupe has also introduced a risk mapping process. As a result, several risk maps have been prepared and updated on a regular basis in order to provide the Groupe with an overview of the risks that may impact its finances, operations, compliance or image. Specific risk maps feed the Groupe's major risk map and vice versa. They are supplemented by *ad hoc* risk analyses carried out at the request of management. The use of a methodology common to all mappings guarantees overall consistency. Each mapping is preceded by a documentary analysis that defines the risk universe. Then, individual or collective interviews are conducted with key employees who share their risks, their control framework and an initial estimate of the likelihood and impact based on a rating scale adapted to the Groupe and, if necessary, to the mapping. The rating scale is on four levels, ranging from rare to certain for likelihood and from low to major for impact. Different dimensions are taken into account (image, finance, Talent, CSR, etc.) and adapted to each risk map exercise, if necessary. A workshop to rate the net risks, taking into account the control framework, is then organized with the internal (CSR, legal, GSO, etc.) or external stakeholders concerned and the Secretary General.



In particular, for 2023, the mapping of the Groupe's major risks, as well as the mapping of ESG risks, were updated and presented to the Strategy and Risk Committee as well as to the Audit Committee. The ESG risk mapping also covers risks presented in the Duty of Care mapping carried out in 2021. The full update of this map has been suspended pending the release of European directives. The risks identified in the ESG mapping were included in the updated implementation of the Duty of Care Plan presented to the Strategy and Risk Committee. The quantified mapping of cybersecurity risks was presented to the Risk Committee.

These mappings helped define the internal audit plan for 2024 in addition to other elements.

Thus, pursuant to article L. 225-102-1 of the French Commercial Code, it is stated that with regard to the Groupe's activities, the financial risks associated with the impact of climate change have a non-significant impact. However, the Groupe is mindful of measuring the environmental risks and finding solutions to reduce them (See Chapter 4 of the Universal Registration Document).

2.3 INSURANCE AND RISK COVERAGE

The insurance policy's purpose, centrally managed within the Insurance Department, is to provide the best coverage for the Groupe's people and assets by achieving the right balance between local and corporate insurance coverage.

By implementing a two-tier insurance coverage (local and centralized), the Groupe strives to ensure complementarity of guarantees and thus better risk management across all the countries in which Publicis is present.

On a local level, mainly through the Re:Sources shared service centers, entities must purchase general liability, property damage and business interruption, automobile and employer's liability insurance policies, as well as health and life insurance coverage for local employees. This insurance is taken out in compliance with the local regulations.

The only exception is the European zone: using the free provision of services framework in Europe, the Groupe has taken out a property damage and business interruption insurance policy and a general liability insurance policy which is available to all European subsidiaries.

At Groupe level, insurance programs have been implemented with leading insurance companies with the aim of automatically covering all subsidiaries against the financial consequences of risks such as, but not limited to:

- professional liability and cyber risks;
- director and officer liability;
- liability related to employment practices;
- general liability when terms and conditions or limits differ from the local insurance policies;
- property damage and business interruption when terms and conditions or limits differ from the local insurance policies;
- assistance and repatriation of employees during business travel.

In addition, the Groupe negotiates and sets up specific coverage that subsidiaries may subscribe to depending on their business needs, such as credit insurance, health and life insurance for expatriates and specific insurances for film and TV shoots.

The insurance policies are regularly reviewed to customize the coverage to any changes in our activity and, in particular, new digital services: the Groupe focuses particularly on this risk and its cyber-risk insurance coverage.

The amount of coverage is considered to be consistent with identified risk levels and with market practices.

In light of the Groupe's significant Mergers and Acquisitions activity, the Insurance Department also oversees the integration of acquired entities within the Groupe's program.

In June 2022, the Groupe set up Publicis Ré SA, a captive reinsurance Company within the meaning of article L.310-1-1 of the French Insurance Code. Publicis Ré is a wholly-owned French subsidiary dedicated to the reinsurance of the Groupe's risks. It was approved on October 10, 2022 by the French Prudential Supervision and Resolution Authority (ACPR) to operate as a non-life reinsurer.

This reinsurance captive was created to facilitate the coverage of cybersecurity risks and professional liability in an increasingly tight insurance market context.

Chapter

3. GOVERNANCE AND COMPENSATION

The report on corporate governance, within the competence of the Supervisory Board, includes information on the composition and functioning of management bodies, on compensation of corporate officers and on matters likely to be significant in the event of a public offer.

The information contained in the following developments is that mentioned in articles L. 225-37-4 and L. 22-10-10 of the French Commercial Code. Other information in the report, notably that mentioned in article L. 22-10-11 of the French Commercial Code, is listed in Section 10.8 of the Universal Registration Document "Cross-reference table for the corporate governance report".

Publicis Groupe SA refers to the Afep-Medef Code as updated in December 2022. This Corporate Governance Code is available for consultation on the Afep website at www.afep.com.

3.1 GOVERNANCE OF PUBLICIS GROUPE

The Company is a French joint-stock limited liability Company (*société anonyme*) with a Management Board (*Directoire*) and a Supervisory Board (*Conseil de surveillance*). The quality of its governance and compliance with the principles and rules governing its activities are central to the concerns of Publicis Groupe and the Supervisory Board.

Since 1987, the Groupe has had a dual governance system with both Management and Supervisory Boards, which was considered the best organization for Publicis Groupe. The quality of the Board's work is ensured by the strong involvement of its members and facilitated by the role of five committees: a Compensation Committee, a Nominating Committee, a Strategy and Risk Committee, an Audit Committee and an ESG Committee (environmental, social and governance issues).

The members of the Management Board and Supervisory Board are collectively referred to as "corporate officers" in this document.

On June 1, 2017, Mr. Arthur Sadoun succeeded Mr. Maurice Lévy as Chairman of the Management Board of Publicis Groupe SA. On the same date, Mr. Maurice Lévy succeeded Mrs. Élisabeth Badinter as Chairman of the Supervisory Board. Mrs. Élisabeth Badinter was appointed Vice-Chair of the Supervisory Board on June 1, 2017.

In the interest of the Company and to ensure its sustainability, the Supervisory Board examines and decides on the main strategic orientations. It authorizes all transactions that have an impact on the Company's capital and financial structure. The Supervisory Board has the power to appoint and dismiss members of the Management Board and to exercise permanent control over the management of the latter.

The Management Board is the Company's collegial decision-making body. It is vested with the broadest powers to act in all circumstances on behalf of the Company that it represents *vis-à-vis* third parties. In accordance with the law, the Management Board is required to prepare a quarterly report on the Company's business and submit it to the Supervisory Board for review. This report sets out the Groupe's results, financial position, cash flow and human resources policy.

In the exercise of its powers, the Management Board submits to the Supervisory Board for the prior approval of the decisions that have a strategic impact on the Groupe, and in particular all decisions relating to significant transactions outside the strategy announced by the Company.

The Management Board and the Supervisory Board maintain a relationship of trust based on mutual respect for the prerogatives of each body as well as on an open and ongoing dialogue.

Mr. Arthur Sadoun, Chairman of the Management Board and Mr. Maurice Lévy, Chairman of the Supervisory Board, consult each other on the definition of the major strategic orientations and all significant events of the Company, benefiting from their respective knowledge of Publicis Groupe and its business sectors. Mr. Arthur Sadoun, regularly informs Mr. Maurice Lévy of the Company's operations.

At the General Shareholders' Meeting on May 29, 2024, a proposal will be made to change the Company's management structure to that of a Board of Directors instead of the current dual structure with a Management Board and a Supervisory Board.

In this context, on April 17, 2024, the Supervisory Board approved the proposed changes to the Groupe's corporate governance structure and resolved to recommend the adoption of a Board of Directors structure in which Mr. Arthur Sadoun would act as Chairman and Chief Executive Officer (CEO).

The proposed new structure is described in more detail in Section 3.2 below and in the Management Board's report.

3.1.1 Supervisory Board

3.1.1.1 Composition of the Supervisory Board as of December 31, 2023

The Supervisory Board is composed of at least three members and no more than 18 members. Members of the Supervisory Board are appointed by the General Shareholders' Meeting. They serve four-year terms. The General Shareholders' Meeting may nevertheless appoint or reappoint one or more members of the Supervisory Board for one-, two- or three-year terms with the sole aim of staggering their terms of office.

As of December 31, 2023, the Supervisory Board had 13 members, including two members representing employees appointed by the Groupe Works Council pursuant to article L. 225-79-2 of the French Commercial Code. Eight members are foreign national. It has 45% women and 55% men, and 64% are independent members, with the Board members representing employees not included in the calculation of these percentages, pursuant to the law and the Afep-Medef Code.

Gender parity on the Board(1)	Average age	Diversity(2)	Independent members(1)(3)	Average length of term of office	Employee representation
45% women/55% men	65 years	73%	64%	12 years	2 members

(1) In accordance with the law and the Afep-Medef Code, Board members representing employees are not included in the calculation of the minimum/maximum number of Board members, nor in gender quotas, nor for the number of independent members.
(2) Board members who are foreign nationals (excluding members representing employees).
(3) Members of the Supervisory Board qualifying as independent according to the Afep-Medef Code independence criteria.

The table below provides a summary of the Supervisory Board's composition as of December 31, 2023:

	Personal information			Experience		Position on the Supervisory Board				Meeting Attendance				
	Age[1]	Gender	Nationality	Number of Publicis Groupe SA shares held[1]	Total number of offices held in listed companies	Independent member[2]	First appointment	Year(s) on the Board	End of term of office	Member of the Audit Committee	Member of the Nominating Committee	Member of the Compensation Committee	Member of the Strategy and Risk Committee	Member of the ESG Committee
Maurice Lévy *Chairman of the Board*	81	M	French	4,774,855	1	No	06/01/2017	6	GSM 2025		•	•	•	
Élisabeth Badinter *Vice-Chair of the Board*	79	F	French	16,700,967	1	No	11/27/1987	36	GSM 2026		✓			
Simon Badinter	55	M	French and American	1,296	1	No	06/17/1999	24	GSM 2025				•	
Jean Charest	65	M	Canadian	1,400	3	Yes	05/29/2013	10	GSM 2025	✓	•			
Sophie Dulac	66	F	French	1,749,460	1	No	06/25/1998	25	GSM 2024					•
Thomas H. Glocer	64	M	American	500	3	Yes	05/25/2016	7	GSM 2024	•		•	•	
Marie-Josée Kravis	74	F	American	2,914	2	Yes	06/01/2010	13	GSM 2024		•		✓	
André Kudelski	63	M	Swiss	500	2	Yes	05/25/2016	7	GSM 2024	•	•	✓		
Suzan LeVine	54	F	American	537	1	Yes	05/29/2019	4	GSM 2027	•	•			✓
Antonella Mei-Pochtler	65	F	Italian	500	3	Yes	05/29/2019	4	GSM 2027			•	•	•
Tidjane Thiam	61	M	French and Ivorian	700	3	Yes	05/25/2022	1	GSM 2026	•			•	
Pierre Pénicaud *Member representing employees*	60	M	French	0	1	n/a	06/20/2017	6	06/14/2025				•	
Patricia Velay-Borrini *Member representing employees*	55	F	French	50	1	n/a	10/16/2020	3	10/15/2024			•		•

M: male - F: female **n/a: not applicable** **✓: Committee Chair**

(1) As of December 31, 2023.
(2) Members of the Supervisory Board qualifying as independent according to the Afep-Medef Code independence criteria.

Changes to the composition of the Supervisory Board in 2023

The General Shareholders' Meeting of May 31, 2023 resolved to renew the terms of office of Mrs. Suzan LeVine and Mrs. Antonella Mei-Pochtler as members of the Supervisory Board. These two terms of office will expire at the end of the Ordinary General Shareholders' Meeting called to approve the financial statements for the 2026 financial year. The Supervisory Board meeting of May 31, 2023 also renewed their positions on the Supervisory Board Committees.

Board member	Departure	Renewal	Appointment
Suzan LeVine		May 31, 2023	
Antonella Mei-Pochtler		May 31, 2023	

Presentation of the members of the Supervisory Board

The profiles below present members of the Supervisory Board, their respective experience and skills and the main offices and positions they hold or have held over the last five years, to the Company's knowledge. The information below is as of December 31, 2023.

MAURICE LÉVY

- Chairman of the Supervisory Board
- Member of the Nominating Committee
- Member of the Strategy and Risk Committee
- Member of the Compensation Committee

Born on February 18, 1942, of French nationality

First appointment: June 1, 2017

Expiry of term of office:

2025 Annual Ordinary General Shareholders' Meeting

Number of shares held:

4,774,855

Publicis Groupe SA

133, avenue des Champs-Élysées
75008 Paris
France

Biography

Maurice Lévy joined Publicis Groupe in 1971 as IT Director. In 1975, he was appointed Executive Vice-President of Publicis Conseil, the Groupe's flagship, working his way up to his appointment as Chairman of the Management Board in 1987. He held this role for 30 years, until the General Shareholders' Meeting of May 2017, when he was appointed as Chairman of the Supervisory Board of Publicis Groupe SA. He steered the accelerated globalization of the Groupe starting in 1996. In 2001, Publicis Groupe's globalization picked up more steam with the acquisition of Saatchi & Saatchi, then Bcom3 (Leo Burnett, Starcom, MediaVest, etc.) in 2002. The move into the digital world began with the acquisition of Digitas (2006), followed by Razorfish (2009), and Rosetta (2011). The acquisition of Sapient in early 2015 opened new avenues for Publicis beyond its core business into marketing, omni-channel commerce and consulting.

Maurice Lévy co-founded the Institut français du Cerveau et de la Mœlle épinière (ICM) in 2005 and today chairs the Board of Directors of numerous organizations, including the Peres Center for Peace and Innovation, and, since October 2015, the Institut Pasteur-Weizmann. He has also received numerous distinctions for his work and his fight for tolerance. He is Commandeur de la Légion d'Honneur and Grand Officier de l'Ordre National du Mérite.

Other offices and positions held within the Groupe

None

Offices held outside the Groupe

- Chairman: L'Escalator SAS (France), Regicom Webformance SAS (France)
- Class A Director: Mora & F SA (Luxembourg)
- Founder and class A manager: Ycor Management SARL (Luxembourg)
- Founding Chairman: YourArt SAS (France)

Volunteer positions held outside the Groupe

- Member of the Global Advisory Board: Amundi SA, listed company (France)*
- Founding member and Director: *Institut du Cerveau et de la Mœlle épinière* (ICM) (Brain and Spine Institute) (France)
- Co-Chairman: Friends of the ICM Committee (France)
- Chairman: French Committee of the Weizmann Science Institute (association) (France)
- Chairman of the Board of Directors: Board of Pasteur-Weizmann (association) (France)
- Board member: The Weizmann Institute (Israel)
- Chairman: Les Amis Français du Peres Center for Peace and Innovation (endowment fund) (France)
- Chairman of the International Board of Governors: The Peres Center for Peace and Innovation (Israel)
- Trustee of the Appeal of Conscience Foundation (United States)
- Member of the Global Advisory Committee: Bank of America (United States)

Offices held outside the Groupe in the last five years

Offices listed above as well as the following office:

- Chairman of the Supervisory Board: Iris Capital Management SAS (France) (term ended in 2022)

Positions held outside the Groupe in the last five years

Positions listed above

* *These positions are not included in the calculation of the number of offices held in listed companies (see table page 54 of this document).*

ÉLISABETH BADINTER

- Vice-Chair of the Supervisory Board
- Chair of the Nominating Committee

Born on March 5, 1944, of French nationality

First appointment:
November 27, 1987

Expiry of term of office:
2026 Annual Ordinary General Shareholders' Meeting

Number of shares held:
16,700,967

Publicis Groupe SA
133, avenue des Champs-Élysées
75008 Paris
France

Biography

Élisabeth Badinter is the daughter of Marcel Bleustein-Blanchet, Publicis Groupe's founder. She is a qualified philosophy teacher, specializing in the 18th century, and has also lectured at the École Polytechnique. Observer of the evolution of mentalities and mores, she has authored numerous essays. Élisabeth Badinter joined the Supervisory Board in 1987 and chaired it from 1996 to 2017.

Other offices and positions held within the Groupe

None

Offices and positions outside the Groupe

- Writer
- Chair: Eljud SAS (France), Judest SAS (France), Juzach SAS (France), Eliben SAS (France), Alba SAS (France), Vaba SAS (France), Elsi SAS (France)
- Chair of the Fondation Marcel Bleustein-Blanchet pour la Vocation (France)

Offices held outside the Groupe in the last five years

Offices listed above

SIMON BADINTER

- Member of the Supervisory Board
- Member of the Strategy and Risk Committee

Born on June 23, 1968, of French and American nationality

First appointment: June 17, 1999

Expiry of term of office:
2025 Annual Ordinary General Shareholders' Meeting

Number of shares held:
1,296

Publicis Groupe SA
133, avenue des Champs-Élysées
75008 Paris
France

Biography

Son of Élisabeth Badinter, Simon Badinter has successively served as Director of International Development (1996), member of the Management Board (1999-2013) and Chair (2003-2011) of Médias et Régies Europe, as well as Chair of Médias Regies America until 2013. Simon Badinter was in turn radio host of his show "The Rendezvous", broadcast in 50 cities in the United States by Iheartradio and then, from 2017, volunteer coach for youth in detention in Ohio, a program which was extended to Kentucky and Pennsylvania in 2023, and a volunteer organizer of the Sing for Life program at the Akron Children's Hospital Behavorial Department in Ohio. In December 2022, the Ohio State Association of Juvenile Court Judges awarded him the Court Service Award in recognition of his overall work with troubled youth and service to the court system. He is also a member of the Board of Directors of Médiavision et Jean Mineur.

Other offices and positions held within the Groupe

- Director: Médiavision et Jean Mineur SA (France)

Main offices and positions held outside the Groupe

- Director: BDC SAS (France)
- Counselor and coach (United States)
- Chair and Chief Executive Officer: Simbad Productions LLC (United States)
- Chief Executive Officer: Elsi SAS (France)

Offices held outside the Groupe in the last five years

Offices listed above

JEAN CHAREST

- Independent member of the Supervisory Board
- Chair of the Audit Committee
- Member of the Nominating Committee

Born on June 24, 1958,
of Canadian nationality
First appointment: May 29, 2013
Expiry of term of office:
2025 Annual Ordinary General Shareholders' Meeting
Number of shares held:
1,400

Therrien Couture Joli-Coeur
1100 René Lévesque Boulevard
West, Suite 2000,
Montreal (Quebec)
H3B 4A4
Canada

Biography

A trained lawyer, Jean Charest was elected to Canada's House of Commons in 1984. At the age of 28, he was appointed Minister of State (Youth). He was also Minister for the Environment (leading the Canadian delegation at the Rio Earth Summit in 1992), Minister for Industry, Deputy Prime Minister of Canada then Prime Minister of Quebec from 2003 to 2012. He is currently a partner at Therrien Couture Joli-Coeur and a member of the Queen's Privy Council for Canada.

Other offices and positions held within the Groupe

None

Main offices and positions held outside the Groupe

- Partner, senior lawyer and strategic advisor: Cabinet Therrien Couture Joli-Coeur (Canada)
- Chair of the Board of Directors: Ondine Biomedical, listed company (Canada)
- Member of the Advisory Board and member of the Canada US Borders Taskforce: Woodrow Wilson Center – Canada Institute (Canada)
- Member of the Advisory Board: Canadian Global Affairs Institute (Canada)
- Member of the Canadian Group of the Trilateral Commission (Canada)
- Chair: Canada ASEAN Business Council (Singapore)
- Member of the Supervisory Board and member of the Governance Committee: Tikehau Capital SCA, listed company (France)
- Member: *Leaders pour la Paix* (France)
- Permanent representative member: Chardi, Inc. (Canada)
- Co-Chair of the Board of Directors: Canada UAE Business Council (Canada)
- Member of the Advisory Committee: CelerateX (Hong Kong)
- Member of the Board of Directors: Historica Canada (Canada), Institute for Research on Public Policy (Canada)

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Chair of the Board of Directors: Windiga Energie (Canada) (term ended in 2022)
- Director: Canada Jetlines Operations Ltd, listed company (Canada) (term ended in 2022), *Compagnie des Chemins de Fer nationaux du Canada*, listed company (Canada) (term ended in 2022), Asia Pacific Foundation (Canada) (term ended in 2021), HNT Electronics Co Ltd (South Korea) (term ended in 2020)

SOPHIE DULAC

- Member of the Supervisory Board
- Member of the ESG Committee

Born on December 26, 1957, of French nationality

First appointment: June 25, 1998

Expiry of term of office:
2024 Annual Ordinary General Shareholders' Meeting

Number of shares held:
1,749,460

Dulac Cinémas
60, rue Pierre-Charron
75008 Paris
France

Biography

Granddaughter of Marcel Bleustein-Blanchet and niece of Élisabeth Badinter. After several years in the public relations sector, Sophie Dulac, a psychographics graduate, continued her career by founding and managing a recruitment consultancy firm. Since 2001, she has chaired the cinema company, Les Écrans de Paris, now called Dulac Cinémas. She also manages the film production and distribution companies, Dulac Productions and Dulac Distribution. Since 2012, Sophie Dulac has been the founder and Chair of the Champs-Élysées Film Festival. Sophie Dulac was Vice-Chair of the Supervisory Board from 1999 to 2017.

Other offices and positions held within the Groupe

None

Main offices and positions held outside the Groupe

- Chair: Dulac Cinémas SAS (France), Maison Dulac Cinéma SAS (France)
- Manager: Dulac Productions SARL (France), Dulac Distribution SARL (France), Marceau Media SARL (France)
- Vice-Chair of the Board of Directors: *CIM de Montmartre* (Association) (France)
- Chair: Association Champs-Élysées Film Festival (France)

Offices held outside the Groupe in the last five years

Offices listed above

THOMAS H. GLOCER

- Independent member of the Supervisory Board
- Member of the Audit Committee
- Member of the Compensation Committee
- Member of the Strategy and Risk Committee

Born on October 8, 1959, of American nationality
First appointment: May 25, 2016
Expiry of term of office:
2024 Annual Ordinary General Shareholders' Meeting
Number of shares held:
500

Angelic Ventures LP
335 Madison Avenue
New York, NY 10017
United States

Biography

Thomas H. Glocer was a corporate lawyer at the law firm, Davis Polk & Wardwell, before joining Reuters in 1993. He was appointed CEO of Reuters Group in 2001 and then from April 2008 to December 2011, CEO of Thomson Reuters Corp.

He is currently Executive Chair of the Board of BlueVoyant Inc and Chair of the Board of Istari Global Ltd, companies specialized in cyber defense, and Executive Chairman of the Board of Capitolis Inc., specialized in financial technology. He was also General Partner at Communitas Capital LLC, a venture capital company, and member of the Boards of Directors of Morgan Stanley, Merck & Co and System Inc.

Other offices and positions held within the Groupe

None

Main offices and positions held outside the Groupe

- Founder and Managing Partner: Angelic Ventures LP (United States)
- Executive Chair of the Board: Capitolis, Inc. (United States), BlueVoyant Inc. (United States)
- Chair of the Board: Istari Global Ltd (United Kingdom)
- Director: Merck & Co., Inc., listed company (United States), Morgan Stanley, listed company (United States), K2 Integrity, Inc. (United States), Atlantic Council (United States), System Inc. (United States), International Tennis Hall of Fame (United States)
- General Partner: Communitas Capital LLC (United States)
- Member of the Board of Trustees: Cleveland Clinic (United States)
- Member: President's Council on International Activities at Yale University (United States), European Business Leaders Council – EBLC – (Finland)
- Member of the Advisory Committee: Columbia Global Center, Paris (United States)
- Mentor: CMI (United Kingdom)

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Member of the International Advisory Group: Linklaters LLP (United Kingdom) (term ended in 2023)
- Director: Reynen Court LLC (United States) (term ended in 2022)

MARIE-JOSÉE KRAVIS

- Independent member of the Supervisory Board
- Chair of the Strategy and Risk Committee
- Member of the Nominating Committee

Born on September 11, 1949, of American nationality
First appointment: June 1, 2010
Expiry of term of office:
2024 Annual Ordinary General Shareholders' Meeting
Number of shares held:
2,914

625 Park Avenue
New York, NY 10065
United States

Biography

Marie-Josée Kravis is an economist specializing in the analysis of public policy and strategic planning. She began her career as a financial analyst at Power Corporation of Canada and then worked for the Solicitor General of Canada and the Canadian Ministry of Public Services and Procurement. She was Vice-Chair of the Board of Directors and Senior Researcher at the Hudson Institute.

Other offices and positions held within the Groupe

None

Main offices and positions held outside the Groupe

- Chair Emeritus and Chair of the Board of Directors: Museum of Modern Art of New York – MoMA (United States)
- Director: LVMH Moët Hennessy-Louis Vuitton SA, listed company (France), The Bretton Woods Committee (United States)
- Vice-Chair of the Board and member of the Executive Committee: Memorial Sloan Kettering Cancer Center (United States)
- Chair of the Board of Directors: Sloan Kettering Institute (United States)
- Journalist
- Chair Emeritus: The Economic Club of New York (United States)

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Member of the International Advisory Committee: The Federal Reserve Bank of New York (United States) (term ended in 2023)
- Vice-Chair of the Board of Directors and Senior Researcher: Hudson Institute (United States) (term ended in 2021)

ANDRÉ KUDELSKI

- Independent member of the Supervisory Board
- Chair of the Compensation Committee
- Member of the Audit Committee
- Member of the Nominating Committee

Born on May 26, 1960,
of Swiss nationality

First appointment: May 25, 2016

Expiry of term of office:
2024 Annual Ordinary General Shareholders' Meeting

Number of shares held:
500

Kudelski SA
22-24, route de Genève
PO Box 134
1033 Cheseaux-sur-Lausanne
Switzerland

Biography

André Kudelski is the Chair of the Board and CEO of the Kudelski Group, a world leader in digital security, listed on the Swiss Stock Exchange (SIX: KUD.S). Holding a master's in applied physics from the École Polytechnique Fédérale de Lausanne (EPFL), he began his career with the Kudelski Group in 1984 as an R&D engineer, before becoming a Director of Nagravision, the digital TV arm, in 1989. In 1991, he succeeded his father, Stefan Kudelski, the company's founder, as Chair and Deputy Director. André Kudelski is also Chair of the Board of Directors of Innosuisse, the federal Swiss Innovation Agency, as well as Vice-Chair of the Board of Directors of the Swiss-American Chamber of Commerce. He sits on the Strategic Advisory Board of the EPFL and has previously served as Vice-Chair of the Board of Directors of Geneva International Airport. He also was Director of Nestlé, HSBC Private Banking Holdings (Switzerland), Edipresse and Dassault Systèmes. André Kudelski has received numerous distinctions, including the title of Global Leader for Tomorrow from the World Economic Forum in 1995 and an Emmy® Award in 1996 from the National Academy of Arts and Sciences, recognizing his work in controlling access to television.

Other offices and positions held within the Groupe

None

Main offices and positions held outside the Groupe

- Chair and Deputy Director: Kudelski SA, listed company (Switzerland)
- Deputy Manager: Nagravision Sàrl (Switzerland)
- Chair of the Board of Directors: Innosuisse (public law) (Switzerland), Restaurant de l'Hôtel de Ville de Crissier SA (Switzerland), Montreux Media Venture (Switzerland)
- Co-Chair: NagraStar LLC (United States)
- Chair and Chief Executive Officer: Nagra USA, LLC. (United States), Kudelski Corporate, Inc. (United States), Kudelski Security Holdings, Inc. (United States), Open TV, Inc. (United States), Kudelski Security, Inc. (United States)
- Vice-Chair: Swiss-American Chamber of Commerce (association) (Switzerland)
- Chair: Fondation du Festival de Jazz de Montreux (Switzerland)
- Member of the Supervisory Board: Skidata GmbH (Austria)
- Director: Sunset Music SA (Switzerland), Greater Phoenix Economic Council (GPEC) (not-for-profit company) (United States)
- Member of Committee: *Économiesuisse* (association) (Switzerland)
- Member of the Strategy Advisory Board: Foundation of the École Polytechnique Fédérale de Lausanne (Switzerland)
- Member of the Foundation Board: *Fondation Cinémathèque Suisse* (Switzerland), Venture Foundation (Switzerland), Swiss Digital Initiative Foundation (Switzerland)
- Member of the Steering Committee: Foundation Bilderberg Meetings (Netherlands)
- Council Member: STS Forum (Japan)
- Chair of the Foundation Board: Foundation for the Support of Research and Development of Oncology (Switzerland)
- Member of the Advisory Council: Swiss Board Institute (foundation) (Switzerland)
- Member of the Swiss Higher Education Council (public law) (Switzerland)

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Director: Automotive Trade Finance SA (Switzerland) (term ended in 2023), RSH Quality Food Concept SA (Switzerland) (term ended in 2022)
- Chair and Deputy Director: Nagra Plus SA (Switzerland) (term ended in 2021)
- Chair of the Board of Directors: SmarDTV SA (Switzerland) (term ended in 2019)

SUZAN LEVINE

- Independent member of the Supervisory Board
- Chair of the ESG Committee
- Member of the Audit Committee
- Member of the Nominating Committee

Born on November 17, 1969, of American nationality

First appointment: May 29, 2019

Expiry of term of office:
2027 Annual Ordinary General Shareholders' Meeting

Number of shares held:
537

1535 9th Avenue West
WA 98119 Seattle
United States

Biography

Suzan LeVine is currently a Policy Mentor at Brown University and a Senior Lecturer at the University of Washington. She previously served as Acting Assistant Secretary of the US Department of Labor's Employment and Training Administration in 2021. She previously served as Commissioner for the Washington State Employment Security Department from 2018 to 2021. She was US Ambassador to the Swiss Confederation and the Principality of Liechtenstein from 2014 to 2017. Her experience in the public sector has enabled her to leverage her technological expertise and executive experiences as Director of Communications and Student Partnerships at Microsoft, and as Vice-President of Sales and Marketing for luxury travel at Expedia.

In addition to her duties on the Supervisory Board of Publicis Groupe SA, Suzan LeVine sits on the US Advisory Board of OpenClassrooms and Syndio Inc and on the non-profit Boards of Directors of CareerWise USA, Research Improving People's Lives (RIPL) and the Thomas Jefferson foundation, organizations with impact on workforce development, civic engagement, equity, diversity, accessibility, and inclusion. She also co-founded two non-profits: the Kavana Cooperative and an Advisory Board for ILABS (Institute for Learning and Brain Sciences) at the University of Washington.

She graduated from Brown University with a Bachelor of Arts in English and a Bachelor of Science in Mechanical Engineering specialized in aerospace applications and holds an honorary doctorate from the École Polytechnique Fédérale de Lausanne (EPFL).

Other offices and positions held within the Groupe

None

Main offices and positions held outside the Groupe

- Director: CareerWise USA (United States), Research Improving People's Lives (RIPL) (United States)
- Member of the Advisory Committee: Syndio (United States)
- Member of the Advisory Committee: OpenClassrooms SAS (France)
- Trustee of the Thomas Jefferson Foundation (United States)
- Policy Mentor: Brown University (United States)
- Lecturer: University of Washington (United States)

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Deputy Secretary: Employment and Training Administration of the United States Department of Labor (term ended in 2021)
- Commissioner at the Department of Employment Security for the State of Washington (United States) (term ended in 2021)
- Chair-Elect: The National Association of State Workforce Agencies (NASWA) (United States) (term ended in 2021)
- Director: CareerWise Colorado (United States) (term ended in 2021), The American-Swiss Foundation (United States) (term ended in 2021)
- Member of The Career Connect Task Force (United States) (term ended in 2021), Markle Foundation's Rework America Task Force (United States) (term ended in 2021)
- Member of the Advisory Committee of the CEMETS (Center on the Economics and Management of Education and Training) of the ETH University of Zurich (Switzerland) (term ended in 2021)

ANTONELLA MEI-POCHTLER

- Independent member of the Supervisory Board
- Member of the Compensation Committee
- Member of the Strategy and Risk Committee
- Member of the ESG Committee

Born on May 17, 1958,
of Italian nationality

First appointment: May 29, 2019

Expiry of term of office:
2027 Annual Ordinary General Shareholders' Meeting

Number of shares held:
500

Kürschnergasse 4
1210 Vienna
Austria

Biography

Antonella Mei-Pochtler is a seasoned executive with many years of experience in the mass market consumer goods, media and technology sectors. She held key management positions at the Boston Consulting Group (BCG) in Europe and worldwide with a focus on digital transformation, strategy and organizations among others as member of the Global Executive Board. In her time at BCG, she created the Brand Club, a platform for CEOs of international brands and media companies in Germany. Named amongst the top 25 consultants worldwide by Consulting magazine, she won the Women Leaders in Consulting Lifetime Achievement award in 2013. She serves on various international boards, and as Vice-Chair of the Board of Westwing AG, member of the Board of Generali Group and Vice-Chairwoman of Pochtler Industrieholding. She is involved in a range of social causes and activities, particularly regarding equity in education and European strategic sovereignty. She is engaged in the boards of various non-profit institutions among others, UnternehmerTUM Ventures Labs and European Forum Alpbach. From 2018 to 2022, she was Special Advisor to the Austrian Federal Chancellor and Director of ThinkAustria, an Austrian government think tank and strategic planning unit. In this role, she launched the Kofi Annan Award for Innovation in Africa which she chairs as Co-Chairwoman.

Other offices and positions held within the Groupe

None

Main offices and positions held outside the Groupe

- Vice-Chair of the Supervisory Board: Westwing Group AG, listed company (Germany), iSi Automativ Holding (Austria), Pochtler Industrieholding (Austria)
- Vice-Chair: European Forum Alpbach (association) (Austria)
- Independent Director, member of the Corporate Governance and Social and Environmental Sustainability Committee and member of the Related-party Transactions Committee: Generali, listed company (Italy)
- Member of the Supervisory Board: TUM Venture Labs (association) (Germany)

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Member of the Supervisory Board: ProSiebenSat.1 Media SE, listed company (Germany) (term ended in 2023), Eni Plenitude SpA (Italy) (term ended in 2023)
- Director: SIPRA (Ivory Coast) (term ended in 2022), DKMS – German Bone Marrow Donor Center (Germany) (term ended in 2019)

TIDJANE THIAM

- Independent member of the Supervisory Board
- Member of the Audit Committee
- Member of the Strategy and Risk Committee

Born on July 29, 1962, of French and Ivorian nationality

First appointment: May 25, 2022

Expiry of term of office:
2026 Annual Ordinary General Shareholders' Meeting

Number of shares held:
700

Complete Solaria
45700 Northport Loop East
Fremont, CA 94538
United States

Biography

A graduate of École Polytechnique and École Nationale Supérieure des Mines de Paris and holder of an MBA from INSEAD, Tidjane Thiam worked for ten years at the strategy consulting firm McKinsey where he was a Partner. Between 1994 and 1999, Tidjane Thiam moved to Côte d'Ivoire to serve as Managing Director of BNETD (National Bureau of Technical and Development Studies) and as the country's representative to the IMF and the World Bank. He has contributed to some of the largest privatization and infrastructure projects in emerging countries.

In 1997, he was one of the Davos World Economic Forum's "100 Young Global Leaders of Tomorrow", and in 1999 he was elected member of the Forum's "Dream Cabinet." He then held various managerial positions at Aviva (recently named Abeille Assurances) from 2002 to 2007, including Managing Director Europe. He was CFO of Prudential plc from 2007 to 2009, then CEO from 2009 to 2015: the market capitalization of the insurance group tripled from 2009 to 2015 and exceeded USD 60 billion. From 2012 to 2014, he was Chair of the Board of Directors of the Association of British Insurers. Tidjane Thiam then was Chief Executive Officer of Credit Suisse from 2015 to 2020, where he implemented a three-year restructuring program, recognized by Euromoney, which named Tidjane Thiam "Banker of the Year" in 2018. In 2019, he helped Credit Suisse achieve its highest annual profits since 2010. In 2010, Tidjane Thiam was named to the "Time 100" list. In 2011, he received the insignia of *Chevalier de la Légion d'Honneur*.

Other offices and positions held within the Groupe

None

Main offices and positions held outside the Groupe

- Chair of the Board of Directors: Rwanda Finance (Rwanda)
- Director: Kering, listed company (France), Complete Solaria, listed company (United States)
- Member: Council on State Fragility (United Kingdom), International Olympic Committee (IOC) (Switzerland), Group of Thirty (G30) (United States)

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Executive Chair: Freedom Acquisition Corporation I, listed company (United States) (term ended in 2023)
- Member and Guardian: Council for Inclusive Capitalism (United States) (term ended in 2022)
- Chief Executive Officer and Chair of the Management Board: Credit Suisse (Switzerland) (term ended in 2020)
- Director: 21st Century Fox (United States) (term ended in 2019)

PIERRE PÉNICAUD

- Member of the Supervisory Board representing employees
- Member of the Strategy and Risk Committee

Born on December 28, 1963, of French nationality

First appointment: June 20, 2017

Expiry of term of office: June 14, 2025

Number of shares held: 0

Publicis Conseil
133, avenue des Champs-Élysées
75008 Paris
France

Biography

Pierre Pénicaud obtained a diploma in Applied Arts from École Estienne and joined Publicis Conseil in 1989 as an assistant in the Art Department. He became Artistic Director in 1994 and started the "*L'Esprit Bière*" saga for Heineken, which he would go on to develop over 13 years. He has worked on campaigns for Dim, Perrier, Renault, PMU, Nescafé and more recently for Orange, BNP, Sanofi, Engie and the SEB group. In 2011, he was elected full member of the Works Council and appointed Secretary of the Health, Safety and Working Conditions Committee (CHSCT). He is currently Deputy Secretary of the Social and Economic Committee (CSE), Secretary of the Health, Safety and Working Conditions Commission (CSSCT) and appointed harassment officer.

Other offices and positions held within the Groupe

- Senior Artistic Director: Publicis Conseil SA (France)

Main offices and positions held outside the Groupe

None

Offices held outside the Groupe in the last five years

None

PATRICIA VELAY-BORRINI

- Member of the Supervisory Board representing employees
- Member of the Compensation Committee
- Member of the ESG Committee

Born on November 16, 1968, of French nationality

First appointment: October 16, 2020

Expiry of term of office: October 15, 2024

Number of shares held: 50

Publicis Media France
17/19 rue Bréguet and
30/34 rue du Chemin Vert
75011 Paris
France

Biography

Patricia Velay-Borrini joined Saatchi & Saatchi in 1988 as assistant to the Director of Development and then to the Chair of the agency. In 1993, she became assistant to the Chair at Zenith Media, a Saatchi & Saatchi media agency. In 2002, following the merger of Zenith Media and Optimedia, Publicis' media agency, to create ZenithOptimedia, she became assistant to the Chair and obtained her first term on the Works Council. She is currently assistant to Gautier Picquet, Chair of Publicis Media France and COO of Publicis Groupe France. She is also a member of the Social and Economic Committee and harassment officer for Publicis Media France.

Other offices and positions held within the Groupe

- Executive Assistant to the Chair of Publicis Media France and COO of Publicis Groupe France

Main offices and positions held outside the Groupe

None

Offices held outside the Groupe in the last five years

None

Employee representation on the Board

Mrs. Patricia Velay-Borrini and Mr. Pierre Pénicaud were appointed as members of the Board representing employees by the Groupe Works Council, in accordance with the law and the Company's Articles of Incorporation. They sit on the Supervisory Board in the same way as the other members, with voting rights. Subject to the applicable legislation, the Board members representing employees are subject to all legal and statutory provisions, have the same rights and are subject to the same obligations as the other Board members.

The members of the Supervisory Board representing employees are not required to hold Company shares during their term of office.

Balanced gender representation on the Board

As of December 31, 2023, the Board had 45% women and 55% men. Pursuant to article L. 225-79-2, II of the French Commercial Code, the Board members representing employees are not included in the calculation of the percentage.

There has been balanced gender representation on the Supervisory Board since 2012, making Publicis Groupe SA one of the first groups to achieve gender parity on its Board.

The Publicis Groupe Supervisory Board was chaired by Mrs. Élisabeth Badinter for over 21 years, from April 19, 1996 to May 31, 2017. Three Specialized Committees of the Board are chaired by women: Mrs. Élisabeth Badinter chairs the Nominating Committee, Mrs. Marie-Josée Kravis chairs the Strategy and Risk Committee and Mrs. Suzan LeVine chairs the ESG Committee.

Diversity nature of members’ skills

The quality of the Supervisory Board's composition contributes to the good governance of Publicis Groupe. The Supervisory Board thus oversees the diversity and complementary nature of members’ skills.

For several years now, the Board has sought out more international profiles. Accordingly, as of December 31, 2023, eight out of 11 members of the Supervisory Board were foreign nationals, *i.e.* 73%, (excluding the members representing employees). In addition, several other Board members have international exposure due to their activities in groups with a strong presence abroad or because they carry out a professional activity abroad (see presentation of Board members above).

It is also important for the Supervisory Board that a balance exists between members who have served for many years and those appointed more recently. This allows the Board to benefit from both an in-depth knowledge of the Groupe’s history and a fresh perspective on the topics addressed.

Its members also have a range of varied expertise in key areas for Publicis Groupe. Given the experience and commitment of each of the Board members and their membership of the Board committees, the Nominating Committee, after consulting each member of the Supervisory Board, has established the following skills matrix:

	General and segment skills							Committee membership				
	Communications/ Advertising/ Media	International experience	Governance and Management	Finance and Audit	New technologies/ Digital	Social Sciences and Human Resources	Sustainable development/ Societal and environmental commitment	Audit Committee	Nominating Committee	Compensation Committee	Strategy and Risk Committee	ESG Committee
Maurice Lévy	•	•	•	•	•	•	•		•	•	•	
Élisabeth Badinter	•		•			•			•			
Simon Badinter	•	•	•				•				•	
Jean Charest		•	•	•		•	•	•	•			
Sophie Dulac	•		•			•	•					•
Thomas H. Glocer	•	•	•	•	•	•		•		•	•	
Marie-Josée Kravis		•	•	•	•	•	•		•		•	
André Kudelski	•	•	•	•	•	•	•	•	•	•		
Suzan LeVine	•	•	•	•	•	•	•	•	•			•
Antonella Mei-Pochtler	•	•	•		•	•	•			•	•	•
Tidjane Thiam		•	•	•	•	•	•	•			•	
Pierre Pénicaud	•					•	•				•	
Patricia Velay-Borrini	•		•			•	•			•		•
Percentage by skill	**77%**	**69%**	**92%**	**54%**	**54%**	**92%**	**85%**					

Selection process for a new member of the Supervisory Board

Pursuant to article 7 of the internal rules and regulations, the Nominating Committee proposes to the Supervisory Board a procedure for selecting future independent Supervisory Board members and carries out its own research on potential candidates before approaching them.

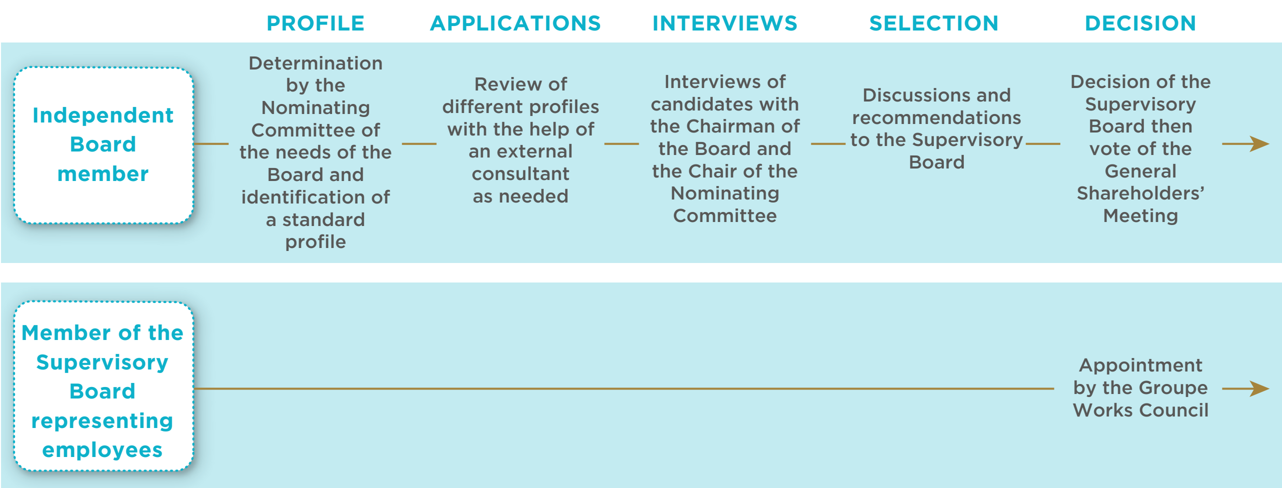
The Nominating Committee conducts an in-depth review of the Board's needs in terms of skills, gender balance and diversity among its members and determines a model candidate profile. The Committee may be assisted by an external consultant.

The Chairman of the Supervisory Board and the Chair of the Nominating Committee organize interviews with the shortlisted candidates. The Chairs of the other Committees may take part in these meetings as necessary. At the end of this short-list stage, the Nominating Committee submits its recommendation to all Supervisory Board members.

The Supervisory Board discusses the proposed profile(s) and submits the appointment to the General Shareholders' Meeting. In its proposals, the Board ensures that its composition complies with the independence criteria and is adapted to the Company's needs.

It is specified that the members of the Supervisory Board representing employees are appointed by the Groupe Works Council.

Overview of the selection process



Independence of members of the Supervisory Board

The Supervisory Board uses all the criteria proposed by the Afep-Medef Code to assess the independence of its members.

Criterion 1: Employee corporate officer within the previous five years

Not to be or not to have been within the previous five years:

- an employee or an executive officer of the company;
- an employee, executive officer or director of a company consolidated within the corporation;
- an employee, executive officer or director of the company's parent company or a company consolidated within this parent company.

Criterion 2: Cross-directorships

Not to be an executive officer of a company in which the corporation holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the corporation (currently in office or having held such office within the last five years) holds a directorship.

Criterion 3: Significant business relationships

Not to be a client, supplier, commercial banker, investment banker or consultant (and not to be directly or indirectly linked to such persons):

- that is significant to the corporation or its group;
- or for which the corporation or its group represents a significant part of its activity.

Criterion 4: Family ties

Not to be related by close family ties to a corporate officer.

Criterion 5: Statutory Auditor

Not to have been a Statutory Auditor of the corporation within the previous five years.

Criterion 6: Period of office exceeding 12 years

Not to have been a member of the Supervisory Board for more than 12 years. Loss of the status of independent director occurs on the date of the 12th anniversary.

Criterion 7: Status of non-executive officer

A non-executive officer cannot be considered independent if he or she received variable compensation in cash or in the form of securities or any compensation linked to the performance of the corporation or group.

Criterion 8: Status of the major shareholder

Directors representing major shareholders of the corporation or its parent company may be considered independent, provided these shareholders do not take part in the control of the corporation. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board, upon a report from the Nominating Committee, systematically reviews the qualification as independent, taking into account the composition of the Company's capital and the existence of a potential conflict of interest.

Situation of the members of the Supervisory Board* as of December 31, 2023 with regard to the independence criteria of the Afep-Medef Code

(the criterion is considered met when it is identified by ✓ and not met when it is identified by X)

	Criterion 1	Criterion 2	Criterion 3	Criterion 4	Criterion 5	Criterion 6	Criterion 7	Criterion 8	Qualification applied by the Board
Maurice Lévy *Chairman*	✓	✓	✓	✓	✓	✓	✓	✓	Not independent
Élisabeth Badinter *Vice-Chair*	✓	✓	✓	X	✓	X	✓	X	Not independent
Simon Badinter	✓	✓	✓	X	✓	X	n/a	✓	Not independent
Jean Charest	✓	✓	✓	✓	✓	✓	n/a	✓	Independent
Sophie Dulac	✓	✓	✓	X	✓	X	n/a	✓	Not independent
Thomas H. Glocer	✓	✓	✓	✓	✓	✓	n/a	✓	Independent
Marie-Josée Kravis	✓	✓	✓	✓	✓	X	n/a	✓	Independent
André Kudelski	✓	✓	✓	✓	✓	✓	n/a	✓	Independent
Suzan LeVine	✓	✓	✓	✓	✓	✓	n/a	✓	Independent
Antonella Mei-Pochtler	✓	✓	✓	✓	✓	✓	n/a	✓	Independent
Tidjane Thiam	✓	✓	✓	✓	✓	✓	n/a	✓	Independent

n/a: not applicable.

* With the exception of Pierre Pénicaud and Patricia Velay-Borrini, members representing employees who are not taken into account pursuant to the Afep-Medef Code.

The classification as an independent member of the Supervisory Board is reviewed annually by the Nominating Committee, which draws up a report. This report is then passed on to the Supervisory Board, which reviews the position of each member of the Supervisory Board. The Supervisory Board specifically verifies that its members have no significant business relationship either from a qualitative or quantitative perspective with Publicis Groupe.

At its meeting on March 6, 2024, the Supervisory Board, on the recommendation of the Nominating Committee, reviewed the independence of its members.

The Board analyzed in detail compliance with the third criterion recommended by the Afep-Medef Code, relating to the absence of significant business relationships. The Supervisory Board concluded that there were no significant business relationships between Publicis and each of the members qualified as independent and the companies in which these members hold other offices or functions. This classification is the result of an analysis based on the annual statements sent by the members of the Board during the preparation of the Universal Registration Document. This analysis is supplemented by an individual review carried out by the Board according to the particular situation of the members concerned, based on a broad and multi-criteria approach (nature, duration, importance and continuity of the business relationship, if it exists).

With regard to members with a non-executive corporate office in Publicis Groupe client companies, the Board ruled out the material nature of the business relationship, in particular due to the lack of decision-making power of the members concerned in the context of the establishment or maintenance of this business relationship.

More specifically, the Board examined the situation of Mr. Maurice Lévy, who meets all the independence criteria required by the Afep-Medef Code as of June 1, 2022. However, in view of his many years of experience within the

Groupe, his iconic status as a former executive of the Company, the Supervisory Board, on the recommendation of the Nominating Committee, chose to maintain his status as a non-independent member.

The Supervisory Board re-examined the position, as of December 31, 2023, of Mrs. Marie-Josée Kravis, who completed her 12th year on the Board on June 1, 2022, with regard to the sixth criterion of the Afep-Medef Code.

The Committee is fully aware that the purpose of this criterion is to determine whether the time spent causes the person concerned to lose his or her independence of judgment and critical spirit with regard to the Groupe's management. However, the Committee considered that failure to comply with this criterion alone would not automatically result in the loss of independent status for any of its members, and that the position of each member should be assessed on a case-by-case basis, taking into account the particular circumstances of each member and the specificities of the Groupe.

In the case of Mrs. Marie-Josée Kravis, the Committee considered that the influence of the time spent was not likely to affect her independence. The analysis carried out by the Nominating Committee takes into account her professional and personal situation. Mrs. Marie-Josée Kravis is an American economist specializing in the analysis of public policy and strategic planning. The areas in which she works include philanthropy, art, culture and medicine, which do not interfere with her term of office within Publicis Groupe.

The Committee took care to discuss and evaluate in substance her ability to form her own opinion and to fully exercise her control over the members of the Management Board. She has demonstrated a sense of ethics and a remarkable freedom of speech recognized by her peers.

As a result, the Supervisory Board, on the recommendation of the Nominating Committee, confirmed the status of Mrs. Marie-Josée Kravis as an independent member as of December 31, 2023.

As of December 31, 2023, the Supervisory Board comprised seven independent members out of 11 (excluding Board members representing employees in accordance with paragraph 10.3 of the Afep-Medef Code), *i.e.* a proportion of 64%.

3.1.1.2 Conflicts of interest, family ties and service contracts

The Supervisory Board has set out strict rules on conflicts of interest in its internal rules and regulations: each member of the Supervisory Board must be able to perform his or her duties independently of the other members of the Supervisory Board and the Management Board. In addition, each member undertakes to inform the Board of any actual or potential conflict of interest as soon as they become aware of it. In the event of an occurrence of such conflict of interest, the interested member refrains from discussing, or voting on, the decision on the subject in question.

To the best of the Company's knowledge, the only family ties between the Company's corporate officers are those between Mrs. Élisabeth Badinter - (daughter of Mr. Marcel Bleustein-Blanchet, founder of Publicis Groupe) - her son, Mr. Simon Badinter and her niece, Mrs. Sophie Dulac.

To the Company's knowledge, there are no potential conflicts between the interests of the members of the Supervisory Board of the Company and their duties towards the Company.

Moreover, there is no undertaking or agreement by the Company or its subsidiaries with members of the Company's Supervisory Board providing for benefits to be paid upon termination of their roles, nor any other agreement between the Company, its subsidiaries and these persons, other than those described in Sections 3.3 and 3.5.

Except as may be described otherwise in Section 3.5, no appointment as member of the Supervisory Board has been made pursuant to an undertaking made to a major shareholder, client or a supplier of the Company.

3.1.1.3 No conviction for fraud

To the best of the Company's knowledge, over the past five years:

- no member of the Company's Supervisory Board has been convicted of fraud;
- no member of the Supervisory Board has been involved in a bankruptcy or been subject to receivership or liquidation;
- no indictment and/or official public sanction has been pronounced against these people by statutory or regulatory authorities or professional organizations;
- no member of the Supervisory Board of Publicis Groupe SA has been banned by a court of law from being a member of a corporate body, Management or Supervisory Board of an issuer, nor from taking part in the management or business operations of an issuer.

3.1.1.4 Upcoming changes in the composition of the Supervisory Board

The terms of office as members of the Supervisory Board of Mrs. Sophie Dulac, Mrs. Marie-Josée Kravis, Mr. Thomas H. Glocer and Mrs. André Kudelski will expire at the end of the next General Shareholders' Meeting on May 29, 2024.

On the recommendation of the Nominating Committee, the Supervisory Board decided to submit to the vote of the shareholders at the next Annual General Shareholders' Meeting, the renewal of the terms of office as a member of the Supervisory Board of Mrs. Sophie Dulac, Mrs. Marie-Josée Kravis, Mr. Thomas H. Glocer and Mr. André Kudelski, only if the change of management structure to a company with a Board of Directors is not approved by the General Shareholders' Meeting. These renewals will be proposed for a period of four years expiring at the end of the Annual Ordinary General Shareholders' Meeting called to approve the financial statements for the 2027 financial year.

These proposals were made in consideration of the individual profiles and skills of each member, compared with the overall composition of the Supervisory Board. They reflect the desire of the Supervisory Board to maintain a diversified and balanced composition and to perpetuate the quality of the Publicis Groupe's governance for the benefit of the Groupe's employees, shareholders and stakeholders.

Mrs. Sophie Dulac, granddaughter of the founder of the Publicis Groupe and niece of Mrs. Élisabeth Badinter, contributes to the stability of governance by maintaining the family shareholding on the Board. She brings all her expertise in communications, the professional sector in which she practices, and in CSR matters to the Board's ESG Committee on which she sits.

Mr. Thomas H. Glocer brings all his expertise in financial matters and new technologies. He is a very active member, present on three of the five Specialized Committees of the Board, and has been steering the Board assessment process for six years.

Mrs. Marie-Josée Kravis brings all her expertise to the Board on issues relating to the international economic situation, particularly in the United States. She also has a very good knowledge of the functioning and governance of listed companies in France. Her skills have enhanced discussions within the Board and the Committees of which she is a member, in particular the Strategy and Risk Committee, which she chairs.

Mr. André Kudelski plays an essential role as Chair of the Compensation Committee. In this capacity, he oversaw significant work on the compensation of the Groupe's corporate officers and employees.

The table below summarizes the changes planned for 2024 in the composition of the Supervisory Board if the change of management structure is not adopted:

Member of the Supervisory Board	Departure	Renewal	Appointment	Nationality
Sophie Dulac		May 29, 2024		French
Thomas H. Glocer		May 29, 2024		American
Marie-Josée Kravis		May 29, 2024		American
André Kudelski		May 29, 2024		Swiss

Should the change to a company with a Board of Directors be approved by the General Shareholders' Meeting of May 29, 2024, the terms of office of the current members of the Supervisory Board will expire at the end of this General Shareholders' Meeting, which will have to decide on the future composition of the Board of Directors as described in Section 3.2.1 of this document.

3.1.2 Operation of the Supervisory Board and its Specialized Committees

The organization and operation of the Supervisory Board are governed by law, the Company's Articles of Incorporation and the Supervisory Board's internal rules and regulations.

Legal provisions

Articles L. 225-68 *et seq.* and L. 22-10-18 *et seq.* of the French Commercial Code set out the general rules governing the composition, operation and powers of the Supervisory Board.

Company Articles of Incorporation

The Company's Articles of Incorporation, adopted by the General Shareholders' Meeting, set out in articles 13 to 17 the specific rules applicable to the Company in terms of the composition, operation and powers of the Supervisory Board.

Internal rules and regulations of the Supervisory Board

The Supervisory Board's internal rules and regulations detail the statutory provisions set out in the Articles of Incorporation, in particular those relating to the practical procedures for the Board's operation, and provide a framework for its relations with the Management Board, as well as setting out ethical rules such as those relating to the independence of its members, conflicts of interest, confidentiality and insider information.

Pursuant to the last paragraph of article 16 II of the Company's Articles of Incorporation, the Supervisory Board has set up five Specialized Committees which prepare the Board's work and make recommendations regarding certain decisions: a Nominating Committee, separate from the Compensation Committee, a Strategy and Risk Committee, separate from the Audit Committee, thereby going beyond the recommendations of the Afep-Medef Code, and an ESG Committee, created in 2021, dedicated to environmental, social and corporate governance issues.

These internal rules and regulations are regularly reviewed to adapt to legislative and regulatory changes and to take into account the recommendations of the AMF and the Afep-Medef Code. In this sense, it was updated at the Board meeting of September 13, 2023.

The full text of the Supervisory Board's internal rules and regulations is available with each update on the Publicis Groupe website. The current version is available at the following address:

https://www.publicisgroupe.com/en/investors/investors-analysts/regulatory-information

3.1.2.1 Operation of the Supervisory Board

The Supervisory Board meets as often as is necessary and its meetings are called by the Chairman or, in his absence, the Vice-Chair, with a minimum of four meetings per year, one of which is to approve the annual financial statements. The meetings are held in French. Simultaneous interpretation into English is available. In order to facilitate participation by members, particularly those who live overseas, the Supervisory Board has included provisions in its internal rules and regulations to allow members to participate in Supervisory Board meetings by video-conference or other mode of telecommunication, in accordance with the law and regulations in force. Prior to meetings, the Management Board provides the members of the Supervisory Board with the documents and information needed for the performance of their duties. The documents required to examine the items on the agenda are sent to members of the Supervisory Board a few days in advance.

When reviewing the quarterly and half-yearly financial statements, the Supervisory Board reviews the Management Board's management report on the Groupe's activities, key figures, the macroeconomic environment, the Groupe's CSR policy, corporate acquisitions and disposals, the financial position and results of the Groupe and of the Company, along with future prospects, and provides its comments.

Outside of Supervisory Board meetings, the Management Board provides the Supervisory Board with all relevant information concerning the Company and the Groupe if the importance or urgency of the information so requires.

The Supervisory Board may invite the members of the Management Board to its meetings. In any event, deliberations on the compensation of the members and the Chairman of the Management Board take place without their presence. Meetings may be organized at the initiative of the Chairman of the Board and, where applicable, at the request of the members of the Supervisory Board, with Groupe executives, in particular to review the strategic action plans put in place.

To prevent insider trading, the Management Board established rules regulating the conduct of the Groupe's insiders, defining the periods in which trading in Company shares is permitted, which also applies to members of the Supervisory Board.

The Supervisory Board met seven times in 2023.

3.1.2.2 Attendance of members of the Supervisory Board at Board meetings and Committee meetings in 2023

	Supervisory Board		Audit Committee		Nominating Committee		Compensation Committee		Strategy and Risk Committee		ESG Committee	
	Attendance/ number of sessions*	Attendance rate	Attendance/ number of sessions	Attendance rate	Attendance/ number of sessions	Attendance rate	Attendance/ number of sessions	Attendance rate	Attendance/ number of sessions	Attendance rate	Attendance/ number of sessions	Attendance rate
Maurice Lévy *Chairman of the Board*	7/7	100%			3/3	100%	5/5	100%	2/2	100%		
Élisabeth Badinter *Vice-Chair of the Board*	7/7	100%			3/3	100%						
Simon Badinter	7/7	100%							1/2	50%		
Jean Charest	6/7	86%	6/6	100%	3/3	100%						
Sophie Dulac	7/7	100%									1/2	50%
Thomas H. Glocer	7/7	100%	6/6	100%			5/5	100%	2/2	100%		
Marie-Josée Kravis	7/7	100%			3/3	100%			2/2	100%		
André Kudelski	7/7	100%	6/6	100%	3/3	100%	5/5	100%				
Suzan LeVine	7/7	100%	6/6	100%	3/3	100%					2/2	100%
Antonella Mei-Pochtler	7/7	100%					5/5	100%	2/2	100%	2/2	100%
Tidjane Thiam	7/7	100%	6/6	100%					2/2	100%		
Pierre Pénicaud *Member representing employees*	7/7	100%							2/2	100%		
Patricia Velay-Borrini *Member representing employees*	7/7	100%					5/5	100%			2/2	100%
Overall attendance rate		**99%**		**100%**		**100%**		**100%**		**93%**		**88%**

Independent members

3.1.2.3 Responsibilities of the Chairman and Vice-Chair of the Supervisory Board

Responsibilities of the Chairman of the Supervisory Board

Mr. Maurice Lévy, Chairman of the Supervisory Board, organizes the Supervisory Board's work so that it can fulfill its role in overseeing the Management Board's management of the Company. In 2023, he prepared, chaired and directed the discussions at seven Supervisory Board meetings. He has actively participated in the work of the committees to which he belongs. He also organized presentations for the Board from the Groupe's executives on business-related topics and key market trends in 2023.

The Chairman of the Supervisory Board also actively assists the Management Board, though without operating responsibility, insofar as is required, by responding to requests for advice from the Management Board on all major events affecting the Company. He thus ensures a balance between the governing bodies. He maintains strong relationships with major Groupe clients, which he has built over decades, coordinates public affairs in the countries in which Publicis operates and provides the Groupe with his wealth of experience. He also provides support to Publicis Groupe in the application of key management principles and the definition and supervision of the implementation of strategies for the future. He participates in three Supervisory Board committees: Nominating Committee, Compensation Committee and Strategy and Risk Committee.

As part of shareholder dialogue, the Chairman of the Supervisory Board participates as needed in discussions with shareholders and investors. Depending on the topics discussed, the members of the Supervisory Board may be involved in these discussions. The Chairman of the Supervisory Board reports on these discussions to all members of the Supervisory Board.

Responsibilities of the Vice-Chair of the Supervisory Board

Mrs. Élisabeth Badinter, long-standing and important shareholder of Publicis Groupe SA, is the Vice-Chair of the Supervisory Board.

In the absence of the Chairman of the Supervisory Board, the Vice-Chair convenes the Supervisory Board and chairs its discussions. She also plays a key role as a guarantor of the Groupe's good governance, helping to maintain a balance between management and supervisory powers.

3.1.2.4 Supervisory Board missions and activities

Missions of the Supervisory Board

The Supervisory Board has the responsibility of exercising ongoing supervisory authority over the Management Board, in the interest of all stakeholders and, in particular, of shareholders. To this end, it may carry out, at any time of the year, the checks and controls it deems appropriate and may request any documents it deems useful for the performance of its mission.

In addition, the Supervisory Board is authorized to appoint and dismiss members of the Management Board.

The Supervisory Board ensures that there are systems to prevent and identify corruption and influence peddling and that the Management Board has implemented a non-discrimination and diversity policy within the governing bodies. The Management Board provides it with all necessary information to this effect.

Transactions subject to prior authorization by the Supervisory Board

Pursuant to the Company's Articles of Incorporation and article 2 of its internal rules and regulations, the Supervisory Board determines, at the meeting for which the agenda includes approval of the annual financial statements for the previous financial year, the thresholds above which its prior approval is required.

Pursuant to the Board's decisions taken at its meeting of February 7, 2024 and its internal rules and regulations, the Management Board seeks the prior approval of the Supervisory Board to carry out the following transactions:

- the acquisition or disposal of property;
- the total or partial acquisition and disposal of equity investments exceeding 5% of the Company's shareholders' equity;
- the creation of securities, as well as sureties and guarantees;
- any loan, issue of bonds or shares exceeding 5% of the Company's shareholders' equity;
- any change in the Company's share capital, with the exception of those resulting from transactions that have already been authorized by the Supervisory Board;
- any significant transaction outside the strategy announced by the Company.

The Supervisory Board may also decide that specific financial transactions be subject to its prior approval.

Supervisory Board activities in 2023

The main points examined by the Supervisory Board at its meetings during 2023 were as follows:

	Main points examined in 2023:
Activity and results	The Board was regularly informed of the results and activity of Publicis Groupe and its subsidiaries. It examined the management reports of the Management Board as well as the consolidated financial statements on a quarterly, half-yearly and annual basis, as well as the management forecasts documents, pursuant to the applicable regulations. The presentations relating to the activity and results were accompanied by more specific points relating to the analysis of revenue and results by sector and by region, the analysis of organic growth, a competitive watch and regular discussions on growth outlook and forecasts for the past financial year. The Board was also informed of significant new contracts for the Groupe. The Board examined the main budgetary principles for the 2023 financial year and gave its approval to the Management Board on the 2023 budget. The Board approved the Management Board's proposal to pay a dividend of euro 2.90 per share for the 2022 financial year.
Corporate governance	The Supervisory Board reviewed its composition and that of its committees on the recommendation of the Nominating Committee, taking into account the objectives of gender balance and diversity within the Board in all its dimensions, as well as the balance between independent and non-independent members. In particular, it proposed to renew the terms of office on the Supervisory Board of Mrs. Suzan LeVine and Mrs. Antonella Mei-Pochtler to the General Shareholders' Meeting of May 31, 2023. The Board examined and confirmed the independence of its members for the 2023 financial year. The Board acknowledged the process and the very satisfactory result of the self-assessment of its members for the 2022 financial year. The Board determined the limits on the powers applicable to the members of the Management Board and set the budget granted to the Management Board for sureties or guarantees in the name of the Company. It acknowledged the list of guarantees given by the Company for the commitments of its subsidiaries. The Board also reviewed the composition of the Management Board. On the recommendation of the Nominating Committee, it decided to appoint Mr. Loris Nold as a member of the Management Board, replacing Mr. Michel-Alain Proch, after the financial statements for the 2023 financial year have been approved and presented, for the remainder of the latter's term. Pursuant to applicable regulations, the Board assessed related-party agreements and arm's length agreements relating to day-to-day transactions. The Board approved the recommendations of the Audit Committee on the replacement of Ernst & Young et Autres, Statutory Auditors, whose term of office expires at the 2025 General Shareholders' Meeting for the financial statements ended December 31, 2024. The Board acknowledged all the new recommendations and best practices in corporate governance and updated its internal rules and regulations accordingly.

	Main points examined in 2023:
Risk management and strategy	The Board was regularly informed by the Management Board and the Strategy and Risk Committee of the impacts of the macroeconomic, technological and geopolitical context on the activity of the Groupe and its clients. The Board was made aware of the main risk areas specific to the Groupe's activities as well as the remediation action plans planned by the Management Board. The Board acknowledged the work to update the risk mapping, with a focus on the quantification of cybersecurity risks. The Board examined the strategic challenges in terms of artificial intelligence and was informed of the ongoing work to support the Groupe's transformation.
Gender balance within governing bodies	Each year, the Supervisory Board devotes an agenda item to gender balance within the governing bodies. It was informed of all applicable regulations on the issue of gender balance in management bodies. A more specific point was made on the change in the situation in terms of the Groupe's headcount and the Executive Committees of the main countries/regions. The Management Board presented a progress report on the achievement of targets for the representation of women in key leadership positions and on the cross-functional initiatives implemented across the Groupe to reach the target of 45% by 2025.
Compensation of corporate officers and Groupe employees	The Supervisory Board, on the recommendation of the Compensation Committee, examined and approved the components of the compensation of the Chairman of the Management Board, the members of the Management Board, the Chairman of the Supervisory Board and the members of the Supervisory Board for the 2022 financial year, as well as the compensation policy applicable to them for the 2023 financial year. The Board examined the conditions for granting shares to members of the Management Board under the LTIP 2023 plan. It is specified that the discussions and votes on the compensation of the Chairman of the Management Board, the members of the Management Board and the Chairman of the Supervisory Board took place without the presence of the members concerned. The Board, on the recommendation of the Compensation Committee, approved the Management Board's proposal to increase the variable compensation package for Groupe employees. The Board was informed of the compensation policy applicable to the Groupe's main talents. The Board was informed of the results of the calculation of the equity ratio. The Board took into consideration the expectations of shareholders and proxy advisory firms to continually improve the compensation policy to be submitted for approval at the next General Shareholders' Meeting. The Board discussed the ongoing work within the Groupe on the concept of a living wage as well as on the benefits granted to all Groupe employees.
Human Resources	The Supervisory Board is regularly informed of the Groupe's workforce and attrition rate and, more generally, of all the actions implemented to monitor and manage the Groupe's talent. The Board was made aware of the actions taken by the Groupe in terms of diversity, equity and inclusion.

	Main points examined in 2023:
Corporate social, environmental and climate responsibility (CSR)	The Board was informed of important CSR issues by its ESG Committee and the Management Board. It reviewed the CSR risk mapping and discussed the related risks and opportunities. It was informed of the relevant policies, action plans and indicators implemented at Groupe locally for each of the risks identified. The Board monitored changes in the Publicis Groupe's CSR ratings. The Board reviewed the main pillars of the Groupe's CSR strategy (diversity & inclusion, responsible marketing and business ethics, fight against climate change). In particular, the Management Board presented actions to the Board aimed at helping reduce carbon emissions. The Board examined the advisability of presenting a "say on climate" resolution to its shareholders. The Board was informed of the stages of deployment of the #WorkingWithCancer initiative as well as the actions carried out within and outside the Groupe. The Board acknowledged the conclusions of the audit by the independent third party of the Groupe's Declaration of Non-Financial Performance. The Board and its Committees have initiated a process of reflection on collaboration between the various Committees related to CSR considerations. The Board was informed of regulatory changes, and more specifically of the provisions of the Corporate Sustainability Reporting Directive. In this context, it reviewed the Audit Committee's proposals for the appointment of a sustainability auditor.
General Shareholders' Meeting of May 31, 2023	The Supervisory Board reviewed and approved the agenda and the draft resolutions submitted to the vote of the General Shareholders' Meeting of May 31, 2023. It reviewed the various reports and approved the corporate governance report. As every year, the Board devoted an agenda item to the conclusions to be drawn from the previous General Shareholders' Meeting, and in particular considered the questions and comments from investors.
Ethics & compliance	The Supervisory Board was informed through its Audit Committee of whistleblowing cases processed by the Internal Audit Department or Legal Department and controls carried out under the French "Sapin 2" anti-corruption law. It noted that no case of corruption had been confirmed. The Board monitored the most sensitive disputes and litigation, in particular the discussions between Publicis Health and an Executive Committee representing the US states. The Board was informed of the implementation of the Publicis Groupe's anti-corruption program. The Board acknowledged the monitoring of the Duty of Care Plan implementation within the Groupe.
Operational presentations	The Supervisory Board benefited from several presentations by external and internal stakeholders, including: ■ a presentation on artificial intelligence and its challenges by Mr. Antoine Bordes, Vice-President of Artificial Intelligence at Helsing; ■ a presentation on the Groupe's strategy and results of mergers and acquisitions over the last ten years by Mr. Stéphane Estryn, Groupe Head of Mergers and Acquisitions; ■ a presentation on the strategic issues and the business model in the United Kingdom by the local teams on the occasion of the Supervisory Board meeting in London in September 2023; ■ a presentation on the work of the Groupe's agencies in the field of artificial intelligence by Mr. Nigel Vaz, CEO of Publicis Sapient.

3.1.2.5 Assessment of the Supervisory Board

Assessment process

Pursuant to article 11.3 of the Afep-Medef Code, the Supervisory Board conducts an annual self-assessment of its work, reviews the summary and draws conclusions. This assessment is carried out after the end of the financial year in question. Each member of the Supervisory Board completes a personal questionnaire, with the possibility of having an individual meeting with the Chairman of the Supervisory Board or the member of the Supervisory Board responsible for overseeing the assessment.

This assessment aims to:

- review the operation of the Supervisory Board and its Committees during the past financial year;
- ensure that important issues are properly prepared and discussed;
- assess the effective contribution of each member to the work of the Board.

The results are summarized and then commented on during the meeting. Mr. Thomas H. Glocer, an independent member, in direct contact with members of the Supervisory Board, conducted individual interviews with any Board member who so wished and carried out this assessment for the 2022 financial year with the support of the Secretary General and the Legal Department.

In addition, the Chairman and Vice-Chair of the Supervisory Board discussed the contributions of all Board members. The results of this assessment may be the subject of informal meetings, in addition to an annual agenda item at a meeting of the Supervisory Board.

It is specified that the assessment for the 2023 financial year is conducted in early 2024. The results of this assessment will be reported in the 2024 Universal Registration Document.

Analysis of assessment results

Responses were examined in detail and compared with the responses given by the same member the previous year. An analysis of the conclusions of the 2022 assessment was presented at the Supervisory Board meeting of March 8, 2023 and the Board led a discussion on areas for improvement. The general finding is positive, with an average of 3.9 out of 4, an increase compared to the previous two years.

The members of the Board were particularly satisfied with the good dynamics of the Board and the constructive discussions within it as well as the overall operation of the Board (frequency, duration of meetings, quality of documents). They expressed their appreciation of the quality of relations with the Management Board, with which they maintain the open and constant dialogue. They also appreciated the training provided to them on CSR issues.

The members are also satisfied with the operation and the quality of the work carried out within the Committees as well as the reports made to the Board. They appreciate the good collaboration between the Committees.

Areas for improvement

Among the areas for improvement, the members of the Board expressed the wish to have more information on the Groupe's medium- and long-term strategy, as well as on acquisitions.

Regarding the composition of the Board, the members suggest strengthening skills in technology and artificial intelligence.

Action plan

The Board took note of the areas for improvement expressed. During 2023, the members of the Supervisory Board benefited from in-depth presentations:

- in terms of CSR, and more specifically, the WorkingWithCancer initiative;
- on the strategic issues of the British market, which is the Groupe's second most important country;
- on the Groupe's mergers & acquisitions activities;
- on artificial intelligence and its challenges for the Groupe.

3.1.2.6 On-boarding and training of members of the Supervisory Board

All new members of the Supervisory Board are informed of their obligations. A welcome and induction program for all new members of the Supervisory Board was proposed. On this occasion, personalized meetings with the Chairman of the Supervisory Board, the Management Board and the Legal and Finance Departments are proposed to familiarize the new member with the organization and its internal practices, as well as with the Groupe's business sectors. The new member receives documentation to help accomplish his or her mission. Where appropriate, site visits may be planned with the managers of subsidiaries.

Each Board member has access, should they so wish, to additional training, including on the particularities of the Company, its business lines, industry and the Company's corporate and social responsibility challenges.

Moreover, any Board member representing employees has, pursuant to the law, access to special training on the performance of their role and time allocated to allow them to fulfill their duties under the best possible conditions.

3.1.2.7 Procedure for assessing agreements

Ordinary ongoing arm's length agreements (so-called ordinary agreements)

Pursuant to article L. 22-10-29 of the French Commercial Code, the Supervisory Board meeting of September 11, 2019 established, on the proposal of the Audit Committee, a procedure for assessing ordinary ongoing arm's length agreements.

The procedure for checking the classification and evaluation applies to all new agreements as well as any subsequent amendments (in particular renewal and extension), or when there are certain indications that an agreement or a certain type of agreement no longer fully qualifies as an ordinary agreement.

The Legal Department is informed of agreements typically classified as related-party agreements or ordinary agreements at Publicis Groupe SA by the person directly or indirectly concerned who is aware of a draft agreement and, more broadly, by any Groupe body that is aware of a draft agreement.

An agreement's ordinary and arm's length classifications are considered on a case-by-case basis by the Legal Department with the support of the Finance, Accounting, Real Estate and Internal Control Departments with reference to the study published by *Compagnie Nationale des Commissaires aux Comptes* in February 2014 on related-party and ordinary agreements. If, following analysis, it appears that the agreement cannot be classified as an ordinary arm's length agreement, it will be subject to the procedure for assessing related-party agreements.

Any person directly or indirectly concerned with an ordinary agreement is not involved in its evaluation.

The Audit Committee looks at existing agreements as well as the criteria allowing the classification of ordinary arm's length agreements. It informs the Supervisory Board of the follow-up and outcomes of this procedure in the meeting on the annual review of the agreements entered into and approved in prior financial years that are still in effect.

The Supervisory Board expresses a view on changes to the procedure it feels are necessary and on the exclusion, or inclusion, of certain agreements in the category of ordinary arm's length agreements.

Related-party agreements

Pursuant to article L. 225-86 of the French Commercial Code, any agreement entered into directly or through an intermediary between the Company and:

- one of the members of the Management Board;
- one of the members of the Supervisory Board;
- a shareholder holding a percentage of voting rights greater than 10%, or, if it is a shareholder company, the company controlling it within the meaning of article L. 233-3 of the French Commercial Code, must be subject to the prior authorization of the Supervisory Board.

These provisions are applicable to agreements in which one of these persons is indirectly interested.

Agreements between the Company and a company are also subject to prior authorization if one of the members of the Management Board or Supervisory Board is the owner, a partner with unlimited liability, a manager, a director, a member of the Supervisory Board or, in general, an executive officer of that company.

Under the terms of article L. 225-88 of the French Commercial Code, the person directly or indirectly interested in the agreement is required to inform the Board as soon as he/she is aware of an agreement to which article L. 225-86 is applicable. If he/she sits on the Board, he/she may not take part in the discussions or vote on the authorization requested.

The foregoing provisions are not applicable either to agreements relating to day-to-day operations and entered into under normal conditions, or to agreements entered into between two companies, one of which holds, directly or indirectly, all of the share capital of the other, as the case may be, less the minimum number of shares required by law.

Pursuant to the provisions of article L. 225-86 of the French Commercial Code, the Supervisory Board's authorization decisions since August 1, 2014 are all justified.

No agreements were entered into or continued in application of the provisions applicable to related-party agreements during the 2023 financial year.

3.1.2.8 Observations of the Supervisory Board on the Management Board report and the financial statements for the 2023 financial year

The Management Board presented its management report at the Supervisory Board meeting of February 7, 2024, as well as the annual and consolidated financial statements for the 2023 financial year. The Supervisory Board examined them, took note of the opinion of the Audit Committee on the closing of the financial statements, and had a discussion with the Statutory Auditors. After having received all the relevant and necessary information, the Supervisory Board had no comments to make.

3.1.2.9 The Supervisory Board's Specialized Committees

The Specialized Committees set up within the Supervisory Board are as follows:

- the Audit Committee;
- the Nominating Committee;
- the Compensation Committee;
- the Strategy and Risk Committee; and
- the ESG (Environmental, Social and Governance) Committee.

The detail of the operating conditions for the five Committees is indicated in Title II "Specialized Committees" in the Supervisory Board's internal rules and regulations. This document is available for consultation on the Publicis Groupe website (www.publicisgroupe.com).

Each Committee comprises at least three members, natural persons who are members of the Supervisory Board. The Board appoints the members of the Committees.

Each member is chosen on the basis of his or her skills and expertise in the Committee's area of work. The Board appoints a Chair for each Committee from among its members, whose role is to direct the work of the Committee and report on it to the Supervisory Board. The Committees may appoint an external expert, either temporarily or on a permanent basis, whose compensation will be determined by the Committee in question.

The five Specialized Committees assist the Supervisory Board in the performance of its duties and thus contribute to the improvement of corporate governance within the Groupe. The Committees, each in its own area of expertise, prepare the work of the Supervisory Board and issue recommendations and opinions to help the Board make decisions. The Committees may carry out or commission any studies likely to inform the deliberations of the Supervisory Board. They may be assisted by external consultants when they deem it necessary.

Committee members shall be appointed for the duration of their term of office as Supervisory Board members, and shall be eligible for reappointment under the same conditions as those laid down in article 13 of the Articles of Incorporation.

Committee members may be dismissed *ad nutum* at the discretion of the Supervisory Board, without any need for justification. At least half of the members of the Committees must be present for the Committees to validly deliberate. A member may not participate by proxy.

On the recommendation of the Nominating Committee, the Supervisory Board, meeting following the General Shareholders' Meeting of May 31, 2023, maintained the composition of the Committees unchanged. The composition of the five Committees ensures a diversified and balanced representation in terms of diversity, independence, skills, experience and nationalities.

Upon decision by the Chairs of the Committees concerned, joint meetings between the Committees may be organized on topics of common interest, in particular on CSR topics. These meetings are co-chaired by the Committee Chairs. In general, Publicis' governance promotes collaborative work between the members of the Supervisory Board. Discussions were held during the 2023 financial year to organize the work of the Committees in terms of CSR.

Audit Committee

Composition of the Audit Committee as of the date of this document

Pursuant to article 17.1 of the Afep-Medef Code, the Audit Committee does not include any executive corporate officers. It is composed entirely of independent members. They all have financial and/or accounting skills due to their professional experience, described in their biographies in Section 3.1.1.1 of this document.

SITUATION IN 2023	Name	Personal information			Independent member(2)	Year(s) on the Board	Attendance
		Age(1)	Gender	Nationality			
5 **Members**	Jean Charest *(Chair)*	65	M	Canadian	Yes	10	100%
6 **Meetings**	Thomas H. Glocer	64	M	American	Yes	7	100%
100% **of independent members**	André Kudelski	63	M	Swiss	Yes	7	100%
100% **attendance**	Suzan LeVine	54	F	American	Yes	4	100%
20% **women** 80% **men**	Tidjane Thiam	61	M	French and Ivorian	Yes	1	100%

(1) As of December 31, 2023.
(2) With regard to the independence criteria set out in the Afep-Medef Code. M: male – F: female

It is specified that Mr. Jean-Michel Étienne assists the Audit Committee as a standing expert. He brings his knowledge of Publicis Groupe and his expertise in financial and accounting matters.

No changes occurred in the composition of the Audit Committee in 2023.

Main missions and activities in 2023

The Audit Committee's missions are detailed in article 6 of the Supervisory Board's internal rules and regulations. Pursuant to article L. 823-19 of the French Commercial Code and article 17.2 of the Afep-Medef Code, the Audit Committee's missions and main work completed in 2023 are as follows:

Missions	Main work completed in 2023
Financial accounting information - Review the corporate and consolidated financial statements of the Company, as well as the financial and non-financial information issued, before their presentation to the Supervisory Board; - monitor their development process and make recommendations, where appropriate, to ensure their integrity; - ensure the relevance of accounting methods; - ensure the accuracy and fairness of the financial statements; - examine agreements that may be classified as ordinary ongoing arm's length agreements; - review risks with a financial impact and off-balance sheet commitments.	**Financial accounting information** • Review of the Groupe's annual financial statements for the 2022 financial year and half-year financial statements at June 30, 2023, as well as the related reports; • regular review of the Groupe's results with an analysis of organic growth by country/region and by business line; • monitoring of the 2022 statutory financial statements of the subsidiaries; • verification of the relevance and consistency of the accounting methods adopted for the preparation of the financial statements; • receipt of the work of the Statutory Auditors and their reports on the Groupe's financial statements; • analysis of the Groupe's cash position and future needs; • review of the Groupe's risk mapping; • assessment of ongoing ordinary arms-length agreements, in application of the verification procedure for these agreements as well as the criteria allowing this classification.

Missions	Main work completed in 2023
Internal and external control - Monitor internal control and risk management systems; - review the effectiveness of internal control and risk management systems; - oversee the organization and implementation of the Groupe's internal audit; - ensure the effectiveness of the internal audit for procedures relating to the preparation and processing of financial and non-financial accounting information; - review the internal audit plan; - issue a recommendation to the Supervisory Board on the choice of Statutory Auditors proposed for appointment or reappointment by the General Shareholders' Meeting under the conditions provided by the law; - monitor the Statutory Auditors' performance of their duties and related fees and ensure their independence; - on behalf of the Supervisory Board, give prior authorization for the provision of services not included in the missions of legal control as well as the budget to be allocated, pursuant to legal provisions; and - report on its missions to the Board and the results of the certification of the financial statements. In this context, it reports on the way in which this mission contributed to the integrity of the financial information and the role it played in this process.	**Internal and external control** ● Information on the 2022 assessment of the Groupe's internal financial control; ● review of the objectives and broad outlines of the Groupe's IT audit activities; ● review of the missions carried out by the internal audit during 2023 and monitoring of the implementation of the action plans; ● information on whistleblowing cases processed by the Internal Audit Department; ● review of reported cybersecurity cases; ● monitoring of the most sensitive fraud, litigation, investigations or lawsuits; ● review of the controls carried out under the French "Sapin 2" anti-corruption law; ● validation of the 2024 Internal Audit Plan; ● participation in the selection of new auditors to replace Ernst & Young et Autres, whose term of office expires at the General Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2024 and recommendation to the Board of Directors of a new Statutory Auditor; ● discussion with the Statutory Auditors without the members of the Management Board being present, on the Groupe's financial statements; ● review and approval of the Statutory Auditors' fees for 2023, and fees for additional missions given to them; ● monitoring of fees paid in 2023 to other audit service providers.
Non-financial information - Monitor the process of preparing non-financial CSR information; - take into account climate issues and CSR indicators in the preparation and control of non-financial information and the consistency between the non-financial and financial aspects; and - examine CSR risk factors, in collaboration with the ESG Committee and the Strategy and Risk Committee.	**Non-financial information** ● Review of the Groupe's ESG risk mapping; ● information on regulatory changes on ESG topics; and ● work on the appointment of a sustainability auditor.

Nominating Committee

Composition of the Nominating Committee as of the date of this document

Pursuant to article 18.1 of the Afep-Medef Code, the Nominating Committee does not include any executive corporate officers. It is mainly composed of independent members.

SITUATION IN 2023	Name	Personal information: Age(1)	Gender	Nationality	Independent member(2)	Year(s) on the Board	Attendance
6 Members	Élisabeth Badinter *(Chair)*	79	F	French	No	36	100%
3 Meetings	Maurice Lévy	81	M	French	No	6	100%
67% of independent members	Jean Charest	65	M	Canadian	Yes	10	100%
100% attendance	Marie-Josée Kravis	74	F	American	Yes	13	100%
50% women	André Kudelski	63	M	Swiss	Yes	7	100%
50% men	Suzan LeVine	54	F	American	Yes	4	100%

(1) As of December 31, 2023.
(2) With regard to the independence criteria set out in the Afep-Medef Code.
M: male - F: female

No changes occurred in the composition of the Nominating Committee in 2023.

Main missions and activities in 2023

The missions of the Nominating Committee are detailed in article 7 of the Supervisory Board's internal rules and regulations.

Pursuant to article 18.2 of the Afep-Medef Code, the missions of the Nominating Committee and the main work completed in 2023 are as follows:

Missions	Main work completed in 2023
- Make any appropriate observations on the composition of the Board and Management Board; - review the independence of the members; - reflect on the Board's skills needs, including CSR skills; develop an individualized presentation of Board member skills and draw consequences for the Board member selection process; - propose to the Board a selection procedure for future Board members and carry out its own reviews on potential candidates; - provide the Supervisory Board with any useful comments on the composition of the Management Board; - propose to the Supervisory Board a process for selecting members of the Management Board that ensures, until the end of the process, the presence of at least one person of each gender among the candidates; - propose to the Board candidates for corporate officers of the Company; - examine proposals for the appointment of Head Office executives, members of the Management Committee and of the Executive Committees of the major countries; - draw up a succession plan for executive corporate officers and examine, beforehand, the succession plans for all key positions; and - examine the gender balance policy applied to management bodies.	• Review of the reappointment of Supervisory Board members whose term of office ends at the 2023 General Shareholders' Meeting and recommendation to the Board in view of this Meeting; • analyze and reflect on the composition of the Supervisory Board with a view to ensuring Board member succession and skills enhancement; • review of the independence of members of the Supervisory Board; • review of the composition of the Committees following the 2023 General Shareholders' Meeting and recommendation of the renewal of the Committees as composed; and • monitoring of the selection process for a new member of the Management Board and recommendation to appoint Mr. Loris Nold to replace Mr. Michel-Alain Proch as Groupe Chief Financial Officer and member of the Management Board, whose term of office expires following the approval and presentation of the financial statements for the 2023 financial year.

Compensation Committee

Composition of the Compensation Committee as of the date of this document

Pursuant to article 19.1 of the Afep-Medef Code, the Compensation Committee does not include any executive corporate officers. It is mainly composed of independent members. Following the recommendations of the Afep-Medef Code, Mr. André Kudelski, Chair of this committee, is independent and Mrs. Patricia Velay-Borrini, member representing employees, is a member of the Compensation Committee.

SITUATION IN 2023	Name	Personal information			Independent member[2]	Year(s) on the Board	Attendance
		Age[1]	Gender	Nationality			
5 **Members[3]**	André Kudelski *(Chair)*	63	M	Swiss	Yes	7	100%
5 **Meetings**	Maurice Lévy	81	M	French	No	6	100%
75% **of independent members**	Thomas H. Glocer	64	M	American	Yes	7	100%
100% **attendance**	Antonella Mei-Pochtler	65	F	Italian	Yes	4	100%
25% **women** 75% **men**	Patricia Velay-Borrini *(Member representing employees)*	55	F	French	n/a	3	100%

(1) As of December 31, 2023.
(2) With regard to the independence criteria set out in the Afep-Medef Code.
(3) Including one member representing employees.

M: male - F: female
n/a: not applicable

It is specified that Mr. Michel Cicurel assists the Committee as a standing expert.

No changes occurred in the composition of the Compensation Committee in 2023.

Main missions and activities in 2023

The missions of the Compensation Committee are detailed in article 8 of the Supervisory Board's internal rules and regulations. Pursuant to article 19.2 of the Afep-Medef Code, the duties of the Compensation Committee and the main work completed in 2023 are as follows:

Missions	Main work completed in 2023
- Issue a recommendation on the amount and division of compensation allocated to members of the Supervisory Board; - review and propose to the Supervisory Board the elements of compensation and benefits to executive corporate officers in the Company, and particularly the variable compensation, as well as the attribution of stock subscription or purchase options, performance shares and all other elements of compensation (termination benefits, pension, non-compete clauses, etc.); - propose to the Supervisory Board the draft resolutions to be submitted to the General Shareholders' Meeting on the compensation policy for corporate officers, the information relating to this compensation and the elements comprising this compensation; - approve the fixed, variable and exceptional compensation conditions making up the total compensation and benefits of any kind for the Company's head office executives, members of the Management Committee and Executive Committees of the major countries; and - in general terms, approve, prior to any decision of the Management Board, the variable compensation systems, and policies in the area of compensation, awarding of stock options, free shares or performance shares, or any similar instrument.	• Review of the annual variable compensation: setting the variable compensation package for employees with respect to the 2022 financial year; • review of bonuses offered to Management Committee members and compensation revisions for 2023; • review of the performance criteria and determination of the variable and fixed compensation of the Chairman of the Management Board and the members of the Management Board in the 2022 financial year; • recommendation on the compensation policies of corporate officers for 2023; • work on the implementation of a share retention agreement for the Chairman of the Management Board; • review of the methods for granting shares to the Chairman of the Management Board under the LTIP 2023 *Président du Directoire* plan; • review of the methods for granting shares to members of the Management Board under the LTIP 2023 *Membres du Directoire* plan; • information on increases and recruitment of managers for country and regional Executive Committees; • restitution of an audit on the benefits (various benefits provided in addition to the salary) for employees; • analysis of the expectations of shareholders and proxy advisory firms to improve the compensation policy in 2024; • reflection on the share plan package for 2024; • review of employee career paths in terms of responsibilities and remuneration, which will be extended in 2024; and • analysis of the living wage within the Groupe.

Strategy and Risk Committee

Composition of the Strategy and Risk Committee as of the date of this document

The Strategy and Risk Committee is composed of a majority of independent members and is chaired by Mrs. Marie-Josée Kravis.

SITUATION IN 2023	Name	Personal information			Independent member[2]	Year(s) on the Board	Attendance
		Age[1]	Gender	Nationality			
7 **Members[3]**	Marie-Josée Kravis *(Chair)*	74	F	American	Yes	13	100%
2 **Meetings**	Maurice Lévy	81	M	French	No	6	100%
67% **of independent members**	Simon Badinter	55	M	French and American	No	24	50%
93% **attendance**	Thomas H. Glocer	64	M	American	Yes	7	100%
33% **women**	Antonella Mei-Pochtler	65	F	Italian	Yes	4	100%
67% **men**	Tidjane Thiam	61	M	French and Ivorian	Yes	1	100%
	Pierre Pénicaud *(Member representing employees)*	60	M	French	n/a	6	100%

(1) As of December 31, 2023.
(2) With regard to the independence criteria set out in the Afep-Medef Code.
(3) Including one member representing employees.

M: male - F: female
n/a: not applicable

No changes occurred in the composition of the Strategy and Risk Committee in 2023.

Main missions and activities in 2023

The missions of the Strategy and Risk Committee are detailed in article 9 of the Supervisory Board's internal rules and regulations. The missions of the Strategy and Risk Committee and the main work completed in 2023 are as follows:

Missions	Main work completed in 2023
- Examine the risks to which the Company is exposed and the policies and corrective measures to control and mitigate them; - examine the Groupe's Corporate Social and Environmental Responsibility (CSR) strategy and the options selected to implement this strategy; and - study the major strategic and development options open to the Groupe and decide on their implementation in the event of transactions that could affect the Groupe's strategy as a whole, and report to the Supervisory Board with comments.	• Review of the Groupe's strategy with regard to the global macroeconomic situation; • study of the Groupe's new boundaries, its geographical location and discussion on Publicis' identity; • review of the Groupe's risk mapping and quantification of cybersecurity risks; • regular review of talent risk and return to office; • in-depth reflection on the risks and opportunities related to the use of Artificial Intelligence; • review of ESG risk mapping; and • information on the implementation of the Groupe Duty of Care Plan and European regulatory changes on the duty of care.

3

ESG (Environmental, Social and Governance) Committee

Composition of the ESG Committee as of the date of this document

The ESG Committee is composed of a majority of independent members and is chaired by Mrs. Suzan LeVine.

SITUATION IN 2023		Personal information			Independent member[2]	Year(s) on the Board	Attendance
		Age[1]	Gender	Nationality			
4 Members[3]	Suzan LeVine *(Chair)*	54	F	American	Yes	4	100%
2 Meetings	Sophie Dulac	66	F	French	No	25	50%
67% of independent members	Antonella Mei-Pochtler	65	F	Italian	Yes	4	100%
88% attendance 100% women	Patricia Velay-Borrini *(Member representing employees)*	55	F	French	n/a	3	100%

(1) As of December 31, 2023.
(2) With regard to the independence criteria set out in the Afep-Medef Code.
(3) Including one member representing employees.

M: male - F: female
n/a: not applicable

No changes occurred in the composition of the ESG Committee in 2023.

Main missions and activities in 2023

The duties of the ESG Committee are detailed in article 10 of the Supervisory Board's internal rules and regulations. The missions of the ESG Committee and the main work completed in 2023 are as follows:

Missions	Main work completed in 2023
Social and environmental issues - Review the Groupe's CSR policy and initiate any discussions on the long-term evolution of this policy; - examine the Groupe's social policies, formulating proposals in terms of diversity and inclusion, professional equality, changes in working conditions; - prepare the work of the Board with regard to the deployment of social and environmental policies and, when they are adopted, to measure progress and the achievement of objectives; - review the Groupe's climate strategy; and - ensure compliance with the Company's Duty of Care obligations. **Governance issues** - Lead a reflection, in conjunction with all stakeholders, on the Groupe's purpose; and - conduct discussions and propose solutions aimed at taking into account the interests of stakeholders in the challenges and major strategic orientations of the Company and the Groupe. **Non-financial criteria** - Examine the non-financial reporting and control systems as well as the non-financial information published by the Groupe.	• Review of the conclusions of the audit carried out by Grant Thornton as part of the Declaration of Non-Financial Performance (DNFP); • monitoring Publicis' position in ESG rating agencies and the interest shown in Publicis by activists who are very active on these "ESG" issues; • detailed information on future ESG regulations impacting the Groupe, including the CSRD (Corporate Sustainability Reporting Directive) and the ESRS (European Sustainability Reporting Standards); • information on the dual materiality analysis being prepared and the stakeholders consulted; • review of the ESG-related responsibilities of the Audit Committee, the Strategy and Risk Committee and the ESG Committee; • review of ESG risk mapping; • monitoring of the Groupe's diversity, equity and inclusion initiatives, particularly in the United States, a component of the HR and Talent policy; • monitoring of the objective of reaching 45% women in the Groupe's key leadership positions as well as the objective to reach 100% of renewable energy; • review of the tools implemented within the Groupe in terms of responsible marketing: increasing use of the A.L.I.C.E platform (+220 customers/brands), strong investment (+50%) in the "Once And For All" coalition, multiple initiatives in inclusion and climate change; • monitoring of carbon reduction progress across activities and countries.

3.1.3 Management Board

3.1.3.1 Composition of the Management Board as of December 31, 2023

The Company's Articles of Incorporation provide that the Management Board must have between two and seven members. The members of the Management Board are appointed by the Supervisory Board for four-year terms. They may be reappointed.

The Management Board has been chaired by Mr. Arthur Sadoun since June 1, 2017. He succeeded Mr. Maurice Lévy, who became Chairman of the Supervisory Board of Publicis Groupe.

As of December 31, 2023, the Management Board was composed of three members: Mr. Arthur Sadoun (Chairman), Mrs. Anne-Gabrielle Heilbronner and Mr. Michel-Alain Proch.

The table below provides a summary of the Management Board's composition as of December 31, 2023:

	Personal information			Experience		Position within the Management Board			Meeting Attendance
	Age[1]	**Gender**	**Nationality**	**Number of Publicis Groupe SA shares held[1]**	**Total number of offices held in listed companies**	**First appointment**	**Years on the Management Board**	**End of term of office**	**Individual attendance rate at Management Board meetings**
Arthur Sadoun *Chairman of the Management Board*	52	M	French	213,102	2	06/01/2017	6	09/14/2026	100%
Anne-Gabrielle Heilbronner	54	F	French	29,808	3	09/15/2014	9	09/14/2026	100%
Michel-Alain Proch[2]	53	M	French	25,500	2	01/15/2021	2	09/14/2026	100%

(1) As of December 31, 2023.
(2) Resigned on February 8, 2024.

M: male - F: female

Changes to the composition of the Management Board in 2023

No change occurred in the composition of the Management Board in 2023. The Management Board was reappointed by the Supervisory Board on September 14, 2022.

Thus, the term of office of Mr. Arthur Sadoun as Chairman of the Management Board and the terms of office of Mrs. Anne-Gabrielle Heilbronner and Mr. Michel-Alain Proch as members of the Management Board were renewed for a period of four years, *i.e.* until September 14, 2026.

The Supervisory Board was informed in November 2023 of Mr. Michel-Alain Proch's decision to leave Publicis Groupe in February 2024. It decided to appoint Mr. Loris Nold as Groupe Chief Financial Officer following the approval and presentation of the financial statements for the 2023 financial year and to appoint him at that date as a member of the Management Board to replace Mr. Michel-Alain Proch for the remaining term of office.

Presentation of the members of the Management Board

The profiles below present members of the Management Board, their experience and skills, and their main offices and positions over the last five years, to the Company's knowledge. The information below is as of December 31, 2023.

ARTHUR SADOUN

- Chairman of the Management Board

Born on May 23, 1971, of French nationality

First appointment: June 1, 2017

Expiry of term of office: September 14, 2026

Number of shares held: 213,102

Publicis Groupe SA
133, avenue des Champs-Élysées
75008 Paris
France

Biography

Arthur Sadoun, a graduate of the European Business School and holder of an MBA from INSEAD, the European Institute of Business Administration, started his career at the age of 21, creating his own advertising agency in Chile that he would later sell to BBDO. He joined the TBWA network (Omnicom) in 1997 and was appointed CEO of TBWA/Paris in 2003. In 2006, he joined Publicis Groupe as CEO of Publicis Conseil, the Groupe's flagship founded by Marcel Bleustein-Blanchet. He was appointed Chairman of Publicis France in 2009 then promoted to CEO of the Publicis Worldwide network in 2013. In 2015, he was appointed CEO of Publicis Communications, the creative solutions arm of Publicis Groupe. He has been Chairman of the Management Board of Publicis Groupe SA since June 1, 2017.

Arthur Sadoun was made a "*Chevalier de l'Ordre National du Mérite*" in 2014 and named "Director of the Year" by Advertising Age in 2016. He was made a "*Chevalier de la Légion d'Honneur*" in 2021.

Other offices and positions held within the Groupe

- Chairman and Chief Executive Officer: Publicis Conseil SA (France)
- Director: MMS USA Holdings, Inc. (United States)

Main offices and positions held outside the Groupe

- Independent Director: Carrefour SA, listed company (France)

Offices held outside the Groupe in the last five years

Office listed above

ANNE-GABRIELLE HEILBRONNER

- Member of the Management Board

Born on January 7, 1969, of French nationality

First appointment:
September 15, 2014

Expiry of term of office:
September 14, 2026

Number of shares held:
29,808

Publicis Groupe SA
133, avenue des Champs-Élysées
75008 Paris
France

Biography

Finance inspector and graduate of ENA, Anne-Gabrielle Heilbronner also holds degrees from ESCP and Sciences Po Paris and holds a DEA in law. She joined the Treasury Directorate in 1999. In 2000, she worked for Euris/Rallye, and became head of Corporate Finance. From 2004 to 2007, she was Cabinet Director for the Secretary of State for the Reform of the State and then advisor to the Minister for Foreign Affairs. Between 2007 and 2010, she was the Director of Internal Audit & Risk Management at the SNCF. She was Senior Banker at Société Générale Corporate & Investment banking before joining Publicis Groupe in April 2012, where she took over the functions of Secretary General. Member of the Management Board since 2014, she currently supervises the Human Resources, Legal, Audit, Risk Management and Internal Control functions, as well as Environmental and Social Responsibility. Anne-Gabrielle Heilbronner is Chair of the Women's Forum for the Economy and Society.

Other offices and positions held within the Groupe

- Secretary General: Publicis Groupe SA
- Chair: Publicis Groupe Services SAS (France), Wefcos SAS (France)
- Member of the Management Committee: Multi Market Services France Holdings SAS (France)
- Representative of Multi Market Services France Holdings on the Board of Directors of Metrobus SA (France)
- Director: Somupi SA (France), Publicis Groupe Holdings BV (Netherlands), Sapient Corporation (United States), Publicis Limited (United Kingdom)
- Chair and Director: Publicis Live SA (Switzerland), La Fondation Publicis (United States)
- Head of the key Internal Audit function of the insurance captive: Publicis Ré SA (France)

Main offices and positions held outside the Groupe

- Director and Chair of the Audit Committee: Sanef SA (France)
- Director and Chair of the Governance and CSR Committee: Orange SA, listed company (France)
- Director: Chargeurs SA, listed company (France),
- Director: Musée d'art et d'Histoire du Judaisme (association) (France)

Offices held outside the Groupe in the last five years

Offices listed above as well as the following office:

- JG Capital Management SAS (France) (term ended in 2023)

MICHEL-ALAIN PROCH

- Member of the Management Board (until February 8, 2024)

Born on April 18, 1970, of French nationality

First appointment: January 15, 2021

Expiry of term of office:
September 14, 2026

Number of shares held:
25,500

Publicis Groupe SA
133, avenue des Champs-Élysées
75008 Paris
France

Biography

Michel-Alain Proch joined Publicis Groupe in January 2021 as a member of the Management Board and took up the position of Groupe Chief Financial Officer in February 2021. He has been Vice-Chair of the Board of Directors of Maisons du Monde since March 2020. Michel-Alain Proch previously served as Chief Financial Officer of Ingenico from February 2019 until the acquisition of the company by Worldline in November 2020, and since then advised its Chair and Chief Executive Officer on the integration of the two companies. He previously held the position of Senior Executive Vice-President and Chief Digital Officer of Atos Groupe in 2018, after leading the group's operations in North America from 2015 to 2017. As Executive Vice-President and Chief Financial Officer of Atos, from 2007 to 2015, he led several major acquisitions and successfully co-piloted the IPO of Worldline. He was also named best CFO (Europe, software and IT services) by Extel for four consecutive years. He was a member of the Board of Directors of Worldline until 2016. He previously held management positions at Hermès in France and the United States for eight years. He began his career as a consultant at Deloitte & Touche in France and the United Kingdom.

Other offices and positions held within the Groupe

- Groupe Chief Financial Officer: Publicis Groupe SA
- Chair and Chair of the Executive Committee: Multi Market Services France Holdings SAS (France)
- Chair: Publicis Finance Services SAS (France)
- Chair of the Board of Directors of the insurance captive: Publicis Ré SA (France)
- Representative of Multi Market Services France Holdings SAS, Chair: Ologir SAS (France)
- Chairman and Director: MMS Canada Holdings Inc. (Canada), TMG MacManus Canada Inc. (Canada)
- Chairman of the Board of Directors: MMS Italy Holdings Srl (Italy), MMS México Holdings, S de RL de CV (Mexico), SWELG Holding AB (Sweden)
- Director: Multi Market Services Australia Holdings Pty Ltd (Australia), MMS Multi-Market Services Ireland DAC (Ireland), MMS Multi Euro Services DAC (Ireland), MMS Netherlands Holdings BV (Netherlands), Publicis Groupe Holdings BV (Netherlands), Zenith International (Media) Ltd (United Kingdom), Lion Re:Sources UK Ltd (United Kingdom), MMS UK Holdings Ltd (United Kingdom), Saatchi & Saatchi Holdings Ltd (United Kingdom), Profitero UK Ltd (United Kingdom), MMS USA Holdings, Inc. (United States)
- Co-manager: MMS Germany Holdings GmbH (Germany), Multi Market Services Spain Holdings, SLU (Spain), Lion Resources Iberia, SLU (Spain)

Main offices and positions held outside the Groupe

- Vice-Chair of the Board of Directors, independent director, Chair of the Audit Committee and member of the Nominating and Compensation Committee: Maisons du Monde SA, listed company (France)
- Member of the Supervisory Board: Iris Capital Management SAS (France)

Offices held outside the Groupe in the last five years

Office listed above as well as the following offices:

- Chairman: Banks and Acquirers International Holding SAS (France) (term ended in 2020), Ingenico Business Support SAS (France) (term ended in 2020)
- Chief Executive Officer: Banks and Acquirers International Holding SAS (France) (term ended in 2020), Ingenico Banks and Acquirers France SAS (France) (term ended in 2020), Retail International Holding SAS (France) (term ended in 2020)
- Director: Ingenico Holdings Asia II Ltd (Hong Kong) (term ended in 2019), Ingenico Holdings Asia Ltd (Hong Kong) (term ended in 2020), Ingenico Business Support Americas, S de RL de CV (Mexico) (term ended in 2019), Ingenico International Pte Ltd (Singapore) (term ended in 2019), Fujian Landi Commercial Equipment Co., Ltd (China) (term ended in 2020), Ingenico Corp. (United States) (term ended in 2020), Ingenico Inc (United States) (term ended in 2020), Ingenico Retail Enterprise US Inc (United States) (term ended in 2019), Stichting Beheer Derdengelden Ingenico Financial Solutions (Netherlands) (term ended in 2021), Bambora Top Holding AB (Sweden) (term ended in 2020)
- Member of the Supervisory Board: Global Collect Services BV (Netherlands) (term ended in 2021)

Mr. Loris Nold was appointed as a member of the Management Board, replacing Michel-Alain Proch from February 8, 2024. The information below is as of March 31, 2024.

LORIS NOLD

- Member of the Management Board (from February 8, 2024)

Born on November 10, 1970, of French nationality

First appointment: February 8, 2024

Expiry of term of office:
September 14, 2026

Number of shares held:
15,701

Publicis Groupe SA
133, avenue des Champs-Élysées
75008 Paris
France

Biography

After a career as an investment banker in New York and London, Loris Nold joined Publicis Groupe in 2003. Initially based in Paris, he started as Vice-President overseeing mergers and acquisitions and a number of other strategic initiatives. In 2010, he was appointed Executive Vice-President in charge of Emerging Markets at Publicis Worldwide. In this capacity, he oversaw the Groupe's operations in Southeast Asia, Africa, the Middle East, Israel, Turkey, Latin America, Central and Eastern Europe and the Nordic countries. In 2013, he moved to Singapore and was appointed Managing Director of Publicis Worldwide for Asia-Pacific, Africa, Israel and Turkey. In 2016, he was appointed Global Chief Operating Officer of Publicis Communications. In this role, he led Publicis Worldwide, Leo Burnett, Saatchi & Saatchi, MSL, Nurun and Prodigious for Asia-Pacific, Middle East and Africa. In 2017, he was appointed Managing Director of Publicis Groupe, APAC and MEA. He oversaw all Publicis Groupe operations in the Asia-Pacific, Middle East and Africa markets, from Publicis Communications to Publicis Media, including Publicis Sapient and Publicis Health. He built a strong infrastructure, attracting some of the best talent in the industry, while delivering excellent results. He became Groupe Chief Financial Officer in February 2024 and has been a member of the Management Board of Publicis Groupe SA since February 8, 2024. He holds an MBA from New York University's Stern School of Business.

Other offices and positions held within the Groupe

- Groupe Chief Financial Officer: Publicis Groupe SA
- Chair and Chair of the Executive Committee: Multi Market Services France Holdings SAS (France)
- Chair: Publicis Finance Services SAS (France)
- Chair of the Board of Directors of the insurance captive: Publicis Ré SA (France)
- Representative of Multi Market Services France Holdings SAS, Chair: Ologir SAS (France)
- Chairman and Director: MMS Canada Holdings Inc. (Canada)
- Chairman of the Board of Directors: MMS Italy Holdings Srl (Italy), MMS México Holdings, S de RL de CV (Mexico)
- Director: The Creative Counsel (Pty) Ltd (South Africa), Minanawe Marketing (Pty) Ltd (South Africa), POPI media Innovations (Pty) Ltd (South Africa), Empowerco Investments (South Africa), Saatchi & Saatchi South Africa (Pty) Ltd (South Africa), Saatchi & Saatchi (Pty) Ltd (South Africa), MMS Communications South Africa (Pty) Ltd (South Africa), Multi Market Services Australia Holdings (Pty) Ltd (Australia), MMS USA Holdings, Inc. (United States), Publicis West Africa Ltd (Ghana), European Advertising Organization SA (Greece), Contact 1, Customer Relationship Management Advertising Services SA (Greece), MMS Multi Euro Services DAC (Ireland), MMS Multi Market Services Ireland DAC (Ireland), Publicis Net Media Ltd (Israel), MMS Communications Israel Ltd (Israel), Super Push (Marketing Systems) Ltd (Israel), Baumann-Ber-Rivnay Ltd. (Israel), A.O.R.B.B.R (1998) Ltd. (Israel), Glickman Nettler Samsonov Advertising Co. Ltd (Israel), Like A Rainbow (Israel), Publicis Communications Malaysia Sdn Bhd (Malaysia), Publicis Groupe Holdings BV (Netherlands), MMS Netherlands Holdings BV (Netherlands), MMS UK Holdings Limited (United Kingdom), Bartle Bogle Hegarty Limited (United Kingdom), BBH Communications Limited (United Kingdom).
- Managing Director: MMS Germany Holdings GmbH (Germany)
- Co-Chairman: Multi Market services Spain Holdings, SLU (Spain)

Main offices and positions held outside the Groupe

- Member of the Supervisory Board: Iris Capital Management SAS (France)

Offices held outside the Groupe in the last five years

None

3.1.3.2 Conflicts of interest, family ties and service contracts

As of the date of preparation of this document, to the best of the Company's knowledge, there are no family ties or potential conflicts between the private interests of the members of the Management Board and their duties towards the Company. The members of the Management Board have no family ties with the members of the Supervisory Board.

Moreover, there is no undertaking or agreement by the Company or its subsidiaries with members of the Company's Management Board providing for benefits to be paid upon termination of their roles, nor any other agreement between the Company, its subsidiaries and these persons, other than those described in Sections 3.3 and 3.5. Except where stipulated otherwise in Section 3.5, no appointment as member of the Management Board has been made pursuant to an undertaking made to a major shareholder, client or a supplier of the Company.

3.1.3.3 No conviction for fraud

Over the last five years, to the best of the Company's knowledge at the date of this Corporate Governance Report:

- no member of the Company's Management Board has been convicted of fraud;
- no member of the Management Board has been involved in a bankruptcy or been subject to receivership or liquidation;
- no indictment and/or official public sanction has been pronounced against these people by statutory or regulatory authorities or professional organizations;
- no member of the Company's Management Board has been banned by a court of law from being a member of a corporate body, Management or Supervisory Board of an issuer, nor from taking part in the management or business operations of an issuer.

3.1.3.4 Upcoming changes in the composition of the Management Board

With the exception of the appointment of Mr. Loris Nold as a member of the Management Board from February 8, 2024, replacing Mr. Michel-Alain Proch, whose term of office ended on the same date, no change in the composition of the Management Board is planned for 2024.

The terms of office of the three members of the Management Board will expire on September 14, 2026. Should the change to a company with a Board of Directors be approved by the General Shareholders' Meeting of May 29, 2024, the terms of office of the current members of the Management Board will expire at the end of this General Shareholders' Meeting.

3.1.3.5 Duties and activities of the Management Board

Duties of the Management Board

The Management Board is the body that manages the Company.

Pursuant to the law and article 12 of the Company's Articles of Incorporation, the Management Board is broadly empowered to act in all circumstances on behalf of the Company. These powers may only be exercised within the limit of the corporate purpose and subject to the powers that are by law reserved for the Supervisory Board and General Shareholders' Meetings. As part of the exercise of its powers, the Management Board meets as often as the interests of the Company so require and at least once a month.

The Management Board determines the Company's and Groupe's business strategies and ensures their implementation, pursuant to its corporate interest, in particular by considering the social and environmental issues of its activity. In particular, the Management Board defines a strategy in terms of social, environmental and climate responsibility and regularly reports on its implementation to the Supervisory Board.

The Management Board is always available to provide clarifications or additional information to any member of the Supervisory Board. The Management Board informs the Supervisory Board of market developments, the competitive environment, strategy and the main challenges facing the Groupe, including in terms of CSR. When reviewing the quarterly and half-yearly financial statements of the Supervisory Board, the Management Board presents its management report on the Groupe's activities, key figures, the macroeconomic environment, the Groupe's CSR policy, corporate acquisitions and disposals, the financial position and results of the Groupe and of the parent company, along with future prospects, and acknowledges comments made by the Supervisory Board.

Pursuant to the law, the Articles of Incorporation and the Supervisory Board's internal rules and regulations, the Management Board must obtain the prior approval of the Supervisory Board to approve the transactions indicated in Section 3.1.2.

Activities of the Management Board in 2023

During 2023, the Management Board met 16 times, with an overall attendance rate of its members of 100%.

Its work focused on:

- the review and approval of the 2022 consolidated and annual financial statements, the 2023 budget, the 2023 half-year financial statements and the revenue for Q1 and Q3 2023;
- the review and approval of the provisional management documents as of December 31, 2022 and June 30, 2023;
- the Groupe's financial position;
- the Groupe's cash position and the 2024 budget;
- the proposed allocation of net income for 2023;

- the Groupe's financial communication;
- the preparation of activity reports to the Supervisory Board;
- the Groupe's strategy and positioning compared to its competitors;
- the performance of Groupe companies;
- the approval of financial transactions for the benefit of subsidiaries not wholly owned and of financial guarantees for the benefit of the Groupe's subsidiaries;
- the HR policy, key HR performance indicators, diversity and gender balance within management bodies and within the Groupe;
- the implementation and monitoring of the management of share plans;
- the resolutions to be put to the vote of the General Shareholders' Meeting of May 31, 2023, the preparation of the Management Board's reports on the resolutions, the stock option and free share plans and the convening of the General Shareholders' Meeting;
- the implementation of a share buyback program;
- the mapping of the Company's risks and its social and environmental challenges;
- the implementation of voluntary carbon credit plans to better offset carbon emissions related to air travel;
- the option for the Groupe to join a pooled carbon fund in order to anticipate its future needs and avoid exposure to inflation/market fluctuations;
- the call for tenders to replace Ernst & Young et Autres, whose term as Statutory Auditor expires in May 2025; and
- the 2024 Internal Audit Plan.

3.1.4 Directoire+

On the proposal of Mr. Arthur Sadoun, the Directoire+ was created in 2022 to strengthen the management team and prepare for the Groupe's future. This management team is composed of highly qualified individuals who have demonstrated great leadership and expertise in the operations for which they are responsible. This management team has the role of making the "Power of One" work in an even deeper, broader and more demanding way, with the integration of e-commerce functions now inseparable from all dimensions of marketing and business transformation.

As of December 31, 2023, the Directoire+ was composed of four members, with a 50% proportion of women.

Member	Gender	Position
Agathe Bousquet	F	Chair Publicis France
Dave Penski	M	Chief Executive Officer Publicis Media US
Carla Serrano	F	Director of Strategy at Publicis Groupe
Nigel Vaz	M	Chief Executive Officer Publicis Sapient

The members of the Directoire+ are not members of the Management Board. They attend Management Board meetings when they are invited to do so and participate, in an advisory capacity, in the discussions and work of this body. As a result, they do not vote on the decisions of the Management Board.

When they are invited to a Management Board meeting, they must treat all information during these meetings as strictly confidential.

The members of the Directoire+ strive to maintain their independence of analysis and judgment in all circumstances; they are required to inform the Management Board of any conflict of interest, whether direct or indirect, even potential, arising from the other positions and responsibilities they otherwise perform within or outside the Groupe. Should such a situation arise, they would abstain from participating in the Management Board's discussions and work on the issue in question.

3.1.5 Management Committee

The Management Board is assisted by the Management Committee, which is responsible for the Groupe's operations and the execution of its strategy.

As of December 31, 2023, the Management Committee had 22 members, including the three members of the Management Board and the four members of the Directoire+, with 41% women (nine women out of 22 members).

As of December 31, 2023, the members of the Management Committee, excluding members of the Management Board and Directoire+, were as follows:

Member	Gender	Position
Emmanuel André	M	Chief Talent Officer Publicis Groupe
Gerry Boyle	M	Global Chief Media Officer Publicis Groupe, Chief Executive Officer Publicis Groupe Western Europe
Andrew Bruce	M	Chief Executive Officer Publicis Groupe Canada
Magnus Djaba	M	Global Chief Client Officer Publicis Groupe
Stephane Estryn	M	Director M&A
John Giuliani	M	Executive Chair Epsilon
Amy Hadfield	F	Director of Global Communications Publicis Groupe
Demet Ikiler	F	Chief Operating Officer Publicis Groupe EMEA
Tim Jones	M	Chief Operating Officer Publicis Groupe Marketing Services US
Steve King	M	Chair Publicis Groupe Europe
Jane Lin-Baden	F	Chief Executive Officer APAC
Loris Nold	M	Chief Executive Officer Publicis Groupe EMEA
Sylvie Ouziel	F	Chief Executive Officer Shared Platforms
Talia Raviv	F	Chief Executive Officer of PMX Global Media Operation
Alexandra von Plato	F	Chief Executive Officer Publicis Health

M: male - F: female

3.1.6 Gender balance within governing bodies

Publicis Groupe is committed to respecting gender equality and has been involved for many years in promoting women's rights in civil society and in the workplace (see Section 4.2.4 "The five pillars of the Diversity, Equity and Inclusion (DEI) policy").

Publicis Groupe ensures a balanced representation of women and men up to the highest levels of responsibility. Balanced gender representation on the Supervisory Board was practiced long before it became a legal requirement, making Publicis Groupe SA one of the first groups to apply gender parity to its Board.

As of 2018, Publicis Groupe set itself a gender diversity target of 40% women in key management positions by 2020, a target that was achieved (see Section 4.2.4 "The five pillars of the Diversity, Equity and Inclusion (DEI) policy").

Pursuant to the recommendations of the Afep-Medef Code, the Management Board, after consulting the Supervisory Board, has adopted a policy of gender diversity within the governing bodies.

In addition to the statutory governance bodies, Publicis has defined a group of "key management positions" made up of all members of the Management Board, the Directoire+, the Management Committee and the Executive Committees of the main countries and regions. Apart from the Supervisory Board, whose gender balance is governed by article L. 225-69-1 of the French Commercial Code, these are the bodies with the most responsibility within the Groupe.

The gender balance of the governing bodies is included as a performance criterion in the annual and long-term variable compensation of the members of the Management Board, with the target of having 45% women among key management positions by 2025.

/ Position as of December 31, 2023

	Percentage of women	Objective by 2025
Global workforce	51.1%	
Management Board	33%	
Directoire+	50%	
Management Committee	40.9%	
Key management positions	43.0%	45%

Methods of implementation

In order to achieve this objective, Publicis is continuing its gender diversity policy, which has been in place for several years (see Section 4.2.4 "The five pillars of the Diversity, Equity and Inclusion (DEI) policy"). Special attention has been paid in recent years to the promotion and career development of women within the Groupe. An action plan is implemented by the Chief Talent Officers to ensure that there is an equal number of female and male candidates in both recruitments and promotions, including in the final short-list phase. A more specific plan has been drawn up for countries or jobs where there are fewer women in order to act promote gender equality from the recruitment of junior profiles. Finally, arrangements are made to promote the retention of female talent in order to allow them flexibility in organizing their professional and personal lives, which is also granted to men. The 2023 data can be found in Section 4.2.4, and the history is publicly available on the Publicis Groupe website, in the CSR Smart data section.

Results achieved during the past year

The results show a steady progression, with the target of 40% having been achieved in 2020 for women among the key management positions, which made it possible to raise the target to 45% for 2025.

This is a very ambitious target. The Groupe's development in technological professions where women are often less well represented is a new challenge in terms of improving gender balance, particularly among managers.

The Management Board has implemented cross-functional actions to achieve the target of 45% women among key executives by 2025, in particular:

- take this objective into consideration in the CSR criteria included in the variable compensation of the members of the Management Board, as well as in the LTI criteria for the Groupe's executives;
- monitor key indicators on a quarterly basis for the Management Board and on a monthly basis in the countries;
- pay rigorous attention to appointments and promotions in order to have a mix in the profiles proposed and selected;
- retain women in long-term compensation programs;
- include more women in training programs for the leaders of tomorrow.

In addition, for more than ten years, Publicis Groupe has voluntarily chosen to publish interim indicators specific to the Company and its occupations, such as the percentage of women on the Executive Committees of agencies or the percentage of women CEOs of an agency, data supplemented in recent years by the percentage of women leading the Creative, Media, Data and Tech teams, corresponding to the Company's major business lines (see Section 4.2.4 "The five pillars of the Diversity, Equity and Inclusion (DEI) policy"). The VivaWomen! internal network plays an important role in agencies, particularly with younger women, as a space for dialogue, meeting, inspiration and support. The Women's Forum, a subsidiary of Publicis Groupe, continues through its events and publications to promote the voice and contribution of women to equality issues as well as to the main global social and economic challenges. The missions and activities of VivaWomen! and the Women's Forum are detailed in the Chapter 4 of this Universal Registration Document.

3.1.7 Application of the Afep-Medef Code: implementation of the “comply or explain” rule

Within the framework of the “comply or explain” rule specified in article L. 22-10-10 4° of the French Commercial Code and referred to in article 28.1 of the Afep-Medef Code, the Company considers that its practices comply with the recommendations of the Afep-Medef Code. However, certain provisions were set aside for the reasons explained hereafter:

Recommendations of the Afep-Medef Code	Position
Article 10.5.6 – independence criteria “Not to have been a director of the Corporation for more than 12 years.”	The Supervisory Board, re-examined the position as of December 31, 2023 of Mrs. Marie-Josée Kravis, who completed her 12th year on the Board on June 1, 2022, with regard to the sixth criterion of the Afep-Medef Code. The Committee is fully aware that the purpose of this criterion is to determine whether the time spent causes the person concerned to lose his or her independence of judgment and critical spirit with regard to the Groupe’s management. However, the Committee considered that failure to comply with this criterion alone would not automatically result in the loss of independent status for any of its members, and that the position of each member should be assessed on a case-by-case basis, taking into account the particular circumstances of each member and the specificities of the Groupe. In the case of Mrs. Marie-Josée Kravis, the Committee considered that the influence of the time spent was not likely to affect her independence. The analysis carried out by the Nominating Committee takes into account her professional and personal situation. Mrs. Marie-Josée Kravis is an American economist specializing in the analysis of public policy and strategic planning. The areas in which she works include philanthropy, art, culture and medicine, which do not interfere with her term of office within Publicis Groupe. The Committee took care to discuss and evaluate in substance her ability to form her own opinion and to fully exercise her control over the members of the Management Board. She has demonstrated a sense of ethics and a remarkable freedom of speech recognized by her peers. As a result, the Supervisory Board, on the recommendation of the Nominating Committee, confirmed the status of Mrs. Marie-Josée Kravis as an independent member as of December 31, 2023.
Article 27.2 – Annual information (information on ratios) “Corporations which have no or not many employees in relation to the global workforce in France must take into account a more significant perimeter in relation to the wage bill or the workforce in France of the corporations over which they have exclusive control within the meaning of article L. 233-16 II of the French Commercial Code.”	As Publicis Groupe SA has a single employee, it has decided to publish the ratios as provided for in 6° of article L. 22-10-9 of the French Commercial Code on a scope representative of the Groupe’s business in France, to which have been added the workforce of all Groupe companies in the United States and the United Kingdom. This scope is a more valid financial comparison insofar as it represents the bulk of the Groupe’s revenues (74%) and of its payroll (72%), the remainder being spread across other countries worldwide. This scope was preferred to a scope limited to France, which only represents 6% of Groupe revenues and Groupe payroll and is not representative of Groupe operations (see Section 3.3.2.8 of this Universal Registration Document). It should be noted that the ratios at Publicis Groupe SA level are also indicated pursuant to the law (see Section 3.3.2.8 “Scope” of this Universal Registration Document).

3.1.8 Code of Conduct and Ethics

Groupe Code of Conduct and Ethics

The Groupe has a set of rules governing its behavior and ethics under the name "Janus." It is applicable to all of the Groupe's hierarchical levels and sets out the rules of conduct for operations: "The Publicis way to behave and to operate." It is regularly updated, circulated across all networks and is available in seven languages.

Janus includes the rules and principles related to ethics, corporate social responsibility, compliance with regulatory and legal frameworks, governance, communication, conducting business and client relations, human resource management, protecting the Groupe's brand names, intellectual property and financial and accounting management, as well as rules governing mergers and acquisitions, investments, restructuring and purchasing policies.

The guidelines include a Code of Conduct and Ethics applying to all Groupe employees with specific rules for members of the Management Board and other main executives. The values embodied by Publicis are clearly outlined there, starting with respect for individuals and their diversity.

The aim of these rules of conduct is to provide the Groupe with strict rules and procedures for running our business worldwide in all fields: human management, business ethics, financial management, individual responsibility. This includes encouraging diversity and preventing discriminatory conduct. They are meant to prevent any illegal activity, in particular by ensuring that Groupe employees comply with laws and regulations in carrying out the Groupe's business. The Groupe's rules of conduct are also meant to prevent favoritism, misappropriation of funds, breach of trust, corruption, conflicts of interest or other misconduct and subject the Groupe and its employees to the highest standards in terms of integrity, ethics and compliance. They are designed to protect the Groupe's data and know-how by establishing strict guidelines regarding confidentiality and good faith. They establish procedures for control and reporting by management of the Groupe and of the various networks of any breach of these policy rules. The policies have also been made public.

A new version of this Code was published on May 25, 2022. Regular updates are planned (once or twice a year). The last update was made in February 2024.

This Code is available on the Groupe's website (www.publicisgroupe.com) in the "Corporate Social Responsibility" section, under "Library" then "Code of Conduct and Ethics."

The Groupe undertakes to provide a copy of its Code of Conduct and Ethics free of charge to any person upon request. A request may be made directly to the Groupe's Legal Department by telephone at +33 (0)1 44 43 70 00 or by mail to 133, avenue des Champs-Élysées, 75008 Paris, France.

Stock market ethics

Janus provides detailed rules on stock market ethics in a specific chapter. The Groupe's objective is to ensure compliance with the laws and regulations in force, as well as the recommendations issued by the AMF, in the area of risk management related to the holding, disclosure or possible use of insider information.

The purpose of the code is to:

- define insider information and the related general rules of its use;
- determine the specific rules applicable to persons holding insider information;
- specify the administrative and/or criminal penalties applicable to a breach of the obligations related to holding insider information; and
- detail the preventive measures.

These rules apply to any employee or executive corporate officer of the Company who has insider information, to their spouses and children, as well as to any person living in their household, until the information is publicly disclosed.

In addition, the Groupe has drawn up a list of employees and executive corporate officers with regular or occasional access to insider information and has set blackout periods during which these persons, and persons closely related to them, are prohibited from, on their own behalf or on behalf of the account of a third party, directly or indirectly, any transaction involving the Company's securities, derivatives or other related financial instruments (unless authorized by the Company, pursuant to the regulations in force).

This specific chapter is regularly reviewed to adapt to legislative and regulatory changes and to take into account the recommendations of the AMF.

3.2 EVOLUTION OF THE PROPOSED GOVERNANCE

At the General Shareholders' Meeting on May 29, 2024, shareholders will be asked to approve a change in the Company's management structure, with the creation of a Board of Directors governed by articles L. 225-17 to L. 225-56 of the French Commercial Code in place of the current Management Board and Supervisory Board.

On the decision of the Board of Directors, whose members' appointment is submitted to this General Shareholders' Meeting, it is envisaged that Mr. Arthur Sadoun will be appointed Chair and Chief Executive Officer, and that Mr. Maurice Lévy will be appointed Honorary Chair so that the Company can continue to benefit from his talent, energy and experience.

This change, proposed by Mr. Maurice Lévy, will reconcile three major requirements for the Company and its stakeholders: first, that of a controlled transition; then, that of continuity; and finally, effective and balanced governance.

The proposed change in management method marks the culmination of a successful transition. Mr. Arthur Sadoun succeeded Mr. Maurice Lévy as Chairman of the Management Board in 2017, with Mr. Maurice Lévy becoming Chairman of the Supervisory Board. Since then, the Groupe has continued its successful development and accelerated its transformation under the combined leadership of Mr. Maurice Lévy and Mr. Arthur Sadoun.

The Supervisory Board's recommendation is to entrust Mr. Maurice Lévy with the role of Honorary Chairman, inviting him to take part in Board and Committee meetings and to continue to make his contribution to the Groupe under terms to be decided by the future Board of Directors.

The proposed organization enables us to maintain the partnership formed by Mr. Maurice Lévy and Mr. Arthur Sadoun, a key ingredient in the Company's success.

Lastly, this change will be accompanied by the implementation of balanced governance. Combining the functions of Chair and Chief Executive Officer seems to be the most appropriate organizational method for the Groupe’s current situation, its agility, its business sector, its geographical location and the challenges it faces.

The balance of power will be ensured by maintaining the position of Vice-Chairman, and by strengthening the organization of Board committees to enable them to monitor company policies more closely. A Lead Director position will be set up in order to better organize dialogue with and within the Board of Directors, in particular through executive sessions, and to be able to deal with any conflicts of interest.

3.2.1 Composition of corporate bodies

3.2.1.1 The Board of Directors

On the recommendation of the Nominating Committee, the Supervisory Board has decided to submit to the vote of shareholders at the General Shareholders' Meeting of May 29, 2024 the appointment of all current members of the Supervisory Board, with the exception of Mr. Maurice Lévy, who did not wish to be elected to the Board, as Directors with effect from the close of the General Shareholders' Meeting. Mr. Arthur Sadoun will also be proposed as a Director of the Company. For members representing employees, the renewal of their term of office as Director representing employees will be submitted to the Groupe Works Council.

These proposals were made in consideration of the individual profiles and skills of each employee, compared with the overall composition of the Board of Directors. They reflect the Supervisory Board's determination to maintain a diversified and balanced composition, and to perpetuate the quality of the Publicis Groupe's governance for the benefit of the Groupe's employees, shareholders and stakeholders.

The profiles of the current members of the Supervisory Board whose appointment is planned are further detailed in Section 3.1.1.1 of this Universal Registration Document. The profile of Mr. Arthur Sadoun appears in Section 3.1.3.1 of this Universal Registration Document.

3.2.1.2 Chair and Chief Executive Officer

As part of the change in management, the Supervisory Board recommended, at its meeting of April 17, 2024, the adoption of a Board of Directors structure in which Mr. Arthur Sadoun would serve as Chair and Chief Executive Officer. This decision is the responsibility of the new Board of Directors, which will be appointed by the General Shareholders' Meeting of May 29, 2024.

3.2.2 Operation of the future Board of Directors

The Board of Directors is a collegial body which determines the Company's business orientations and oversees their implementation in accordance with its corporate interests, taking into account the social, environmental, cultural and sporting challenges of its activity.

Subject to the powers expressly granted to General Shareholders' Meetings and within the limits of the corporate purpose, it considers all matters concerning the smooth running of the Company and settles its business affairs through its deliberations.

At its meeting of April 17, 2024, the Supervisory Board already recommended that four Specialized Committees be set up to act in an advisory capacity and prepare for certain Board deliberations in order to issue proposals, recommendations and opinions in their respective areas of competence:

- an Audit and Financial Risks Committee;
- a Nominating Committee;
- a Compensation Committee;
- a Strategy, Environmental and Social Committee.

The Board of Directors, at its first meeting following the General Shareholders' Meeting of May 29, 2024, will decide whether to set up these Committees, their composition, and will set their powers and the compensation awarded to members in accordance with the compensation policy.

The Supervisory Board recommended the appointment of Mr. Maurice Lévy as Honorary Chairman of the Board of Directors so that the Board of Directors could benefit from his experience, expertise, intimate knowledge of the Groupe and his privileged relations with the Groupe's key contacts in France and around the world. This decision also falls within the remit of the new Board of Directors.

At the same time, in order to benefit from his talents, expertise and relationships, it is recommended that Mr. Maurice Lévy enters into a service agreement with the Company, the terms of which may be defined by the Board of Directors who will implement it.

Lastly, the Supervisory Board recommended the appointment of a Lead Director, given the planned combined roles of Chairman and Chief Executive Officer. The main duties of the Lead Director would be to assist the Chair in his duties with regard to the proper functioning of the Company's governance bodies, to examine situations of conflicts of interest and to supervise the Board's assessment process.

The operation of the Board of Directors will be detailed in the internal rules that will be adopted at its first meeting at the end of the General Shareholders' Meeting of May 29, 2024 and made public on the Company's website. It will be further described in the next Universal Registration Document.

3.3 COMPENSATION OF CORPORATE OFFICERS

Pursuant to applicable legal and regulatory provisions, this section sets out the compensation policy for corporate officers for the 2024 financial year or, as the case may be, until the adoption of the change in governance structure, as well as the items of compensation for corporate officers for the 2023 financial year.

3.3.1 Compensation policy for corporate officers for the 2024 financial year

Pursuant to article L. 22-10-26, II of the French Commercial Code, the General Shareholders' Meeting of May 29, 2024 will be asked to approve the compensation policy for corporate officers for the 2024 financial year. To this end, four resolutions are presented for, respectively, the Chairman of the Supervisory Board, the members of the Supervisory Board, the Chairman of the Management Board and the members of the Management Board. Pursuant to the law, the General Shareholders' Meeting will be asked to vote on this policy at least once a year as well as whenever there is a major change to the compensation policy.

In exceptional circumstances, the Supervisory Board may derogate from the compensation policy where this is temporary, in the best interests of the Company and necessary to ensure the Company's long-term future and viability.

3.3.1.1 Principles applicable to all corporate officers

General principles and Governance

The compensation policy for corporate officers is determined by the Supervisory Board on the basis of proposals from the Compensation Committee.

The Compensation Committee plays a key role in determining the compensation policy and the individual decisions. In this regard, the Compensation Committee meets at least once a year to review the compensation policy for corporate officers, confirm the performance results for the financial and non-financial objectives from the previous year and determine the new performance criteria and objectives for the current year. To this end, the Compensation Committee relies in particular on the elements prepared and presented by the Secretary General and also on the analyses carried out by independent compensation experts. It specifically looks at past practices in terms of the compensation of corporate officers, looks at external benchmarks as well as the terms and conditions of compensation and employment of employees and other executives within the Groupe. In addition, the Compensation Committee takes various measures to avoid or manage conflicts of interest. Chaired by an independent member and composed of 75% independent members in 2023 (see Section 3.1.2.9 "Specialized Committees of the Supervisory Board"), it ensures the application of the Supervisory Board's internal rules, notably by asking its members to report any conflicts of interest and, if such a conflict arises, by verifying that the persons concerned abstain from participating in debate or the vote on the matter, that they do not request or communicate any information relating thereto, or that they resign from their position (see Section 3.1.1.2 "Conflicts of interest, family ties and service contracts"). The resulting policy is then submitted to the Supervisory Board before being voted on by the General Shareholders' Meeting.

This policy is adopted once the Supervisory Board has ensured that, on one hand, it is in line with the corporate interest of Publicis Groupe while ensuring that it is attractive and competitive to make it possible to attract and retain top talent, and, on the other hand, that it will contribute to the Groupe's long-term future, while at the same time serving the commercial strategy set out in Section 1.3.3 of this document. In this regard, the compensation policy is built on a fair balance between the items of compensation (fixed compensation, target annual variable compensation and target long-term variable compensation, in particular using performance shares) to reflect market practices and incorporate the Groupe's performance criteria over the medium to long term.

In this respect, the variable compensation of the members of the Management Board includes a preponderant portion of financial criteria based on targets communicated to the market. They are supplemented by criteria linked to the individual responsibilities of each employee and by criteria reflecting the Groupe's ambitions in terms of Corporate Social Responsibility (CSR), also publicly communicated. These varied and measurable criteria are relevant, verifiable and transparent to support both short- and long-term performance.

The performance criteria are all quantifiable, measurable, set in advance and validated by the Compensation Committee on the basis of a clear and pre-determined scale and calculations in conformity with the resolutions adopted.

Terms of the compensation policy applicable to all corporate officers

Generally speaking, Publicis Groupe has introduced a stringent compensation policy designed to motivate employees so that they make their best contribution to the achievement of the Groupe's strategic objectives and to ensure long-term performance. The compensation structure is communicated to employees, shareholders and investors in a clear and transparent manner. Publicis Groupe refers to the recommendations of the Afep-Medef Corporate Governance Code.

The compensation policy for corporate officers is based on the same principles as those applicable to employees: clarity, competitiveness (*vis-à-vis* competitors and in the markets in which Publicis Groupe operates), internal fairness, performance incentives and gender equality. The structure of compensation is based on the position and responsibilities within the Groupe and combines the following elements: the base salary (reflecting experience and responsibilities), the variable compensation (which remunerates performance during the year) and awards of performance shares, in particular (recognizing and encouraging the contribution to the Groupe's medium- and long-term performance on the basis of measurable criteria).

The compensation policy sets out the measurement methods to be applied to corporate officers to determine the extent to which they have satisfied the performance criteria specified for variable compensation and share-based compensation. To determine the extent to which corporate officers have satisfied these performance criteria, the Supervisory Board draws on the proposals and work of the Compensation Committee, which prepares and checks, with the support in particular of the Secretary General and of the Groupe Chief Financial Officer, the performance of each officer on each of the criteria in relation to the objectives set. These checks are documented and made available to the members of the Supervisory Board.

The criteria used to distribute the annual fixed sum allocated by the General Shareholders' Meeting to members of the Supervisory Board are set out in Section 3.3.1.2 of this document.

The principles of the compensation policy applicable to corporate officers, subject to approval by the General Shareholders' Meeting on May 29, 2024, are also intended to apply to newly-appointed corporate officers or those who are reappointed at the General Shareholders' Meeting. For the latter, the Supervisory Board is nevertheless authorized to temporarily decide certain adjustments in order to take into account, in particular, their profile and their experience. The Supervisory Board will decide on the advice of the Compensation Committee to the extent strictly required by the situation and only with respect to those points of the current compensation policy that are clearly inappropriate to the situation of the newly appointed executive.

Changes to the compensation policy

Pursuant to the decisions of the Supervisory Board, the following change will be proposed to the General Shareholders' Meeting of May 29, 2024 concerning the compensation policy previously approved by shareholders at the last General Shareholders' Meeting on May 31, 2023:

- on November 22, 2023, the Supervisory Board resolved to appoint Mr. Loris Nold to the Groupe Management Board, replacing Mr. Michel-Alain Proch, whose term of office ended on February 8, 2024. Mr. Loris Nold, who held the position of CEO EMEA Operations, was appointed Groupe Chief Financial Officer, replacing Mr. Michel-Alain Proch. The compensation policy applicable to Mr. Loris Nold is described in Section 3.3.1.8 of this document;
- if the change in governance were adopted:
  - the compensation policy for the Chairman of the Supervisory Board would apply until May 29, 2024,
  - the compensation policy for the members of the Supervisory Board would be applied *mutatis mutandis* to the members of the future Board of Directors, with the exception of the Lead Director, who would benefit from an additional fixed portion,
  - the compensation policy for the Chairman of the Management Board would be applied *mutatis mutandis* to that of the future Chair and Chief Executive Officer. The future Chair and Chief Executive Officer would also be remunerated as a director of the future Board of Directors,
  - the compensation policy for the other members of the Management Board would apply until May 29, 2024.

The changes are described in Section 3.4 of this document.

3.3.1.2 Compensation policy applicable to members of the Supervisory Board

The compensation policy for members of the Supervisory Board includes, on one hand, the items common to all corporate officers as presented in Section 3.3.1.1, and on the other, the specific items described below.

The compensation policy for members of the Supervisory Board of Publicis Groupe SA aims to reward the expertise and involvement of its members, against the backdrop of their ever-increasing commitment.

Overall amount of compensation

The overall annual amount of compensation awarded to members of the Supervisory Board is voted on by the General Shareholders' Meeting of Publicis Groupe SA.

As a reminder, the General Shareholders' Meeting of May 25, 2022 set an annual budget of euro 1.5 million for the compensation of the members of the Supervisory Board.

Within the overall compensation amount approved by the General Shareholders' Meeting, each member of the Supervisory Board receives fixed compensation of euro 10,000 per year (increased by euro 7,500 for chairing a committee) plus euro 6,000 for actual attendance at a meeting of the Supervisory Board and the Committee in which he/she participates (euro 7,500 per meeting for the Chair of a committee) to take into account the preparatory and monitoring work that he/she is required to do.

	Board member	**Committee member**	**Committee Chairman (additional compensation for the chaired committee)**
Annual fixed compensation	€10,000	-	+€7,500
Compensation paid per meeting	€6,000	€6,000	+€1,500

Under this compensation policy, each member of the Supervisory Board would receive annual fixed compensation of euro 10,000 and euro 6,000 for each Board meeting attended. A Board member who also participates in a Committee would receive euro 6,000 for each Committee meeting attended. A Board member that is also Chair of a Committee would receive fixed compensation of euro 10,000, increased by euro 7,500 for chairing a Committee, and compensation per meeting of euro 6,000 increased by euro 1,500 for attendance at the Committee meeting he/she chairs and euro 6,000 per Board meeting or any other Committee meeting he/she attends.

For reference, 80.90% of the compensation budget authorized for members of the Supervisory Board was used for 2023.

The payment of items of compensation for a financial year takes place the following year.

Exceptional compensation

Pursuant to article 17 III of the Company's Articles of Incorporation, the Supervisory Board may grant, in accordance with applicable laws, exceptional compensation for specific missions and duties entrusted to its members.

This compensation shall be determined by the Supervisory Board by taking into account the length and complexity of the mission after obtaining the Compensation Committee's opinion.

For information, this option was not used in the 2023 financial year.

Compensation of the Vice-Chairwoman

Aside from her compensation as a member of the Supervisory Board, Mrs. Élisabeth Badinter does not receive any specific compensation in respect of her position as Vice-Chairwoman of the Supervisory Board. Mrs. Élisabeth Badinter does not have an employment contract with Publicis Groupe SA or any of its subsidiaries.

The compensation policy for members of the Supervisory Board in respect of the 2024 financial year or, as the case may be, until the adoption of the change in governance structure, will be subject to approval by the General Shareholders' Meeting of May 29, 2024 in its twelfth resolution pursuant to article L. 22-10-26, II of the French Commercial Code.

3.3.1.3 Compensation policy for the Chairman of the Supervisory Board

The compensation policy of the Chairman of the Supervisory Board is based on the same principles as all corporate officers set out in Section 3.3.1.1, the items applicable to members of the Supervisory Board presented in Section 3.3.1.2, as well as the specific items submitted below.

Pursuant to article 17 I of the Company's Articles of Incorporation, the Chairman may, aside from compensation as a member of the Supervisory Board, receive specific compensation in his role as Chairman. The amount of this compensation is determined by the Supervisory Board, taking into account the tasks that are allocated to him, upon the Compensation Committee's proposal.

The compensation awarded, if applicable, is a fixed amount and excludes variable elements, additional benefits and share-based compensation.

As Chairman of the Board, Mr. Maurice Lévy is responsible for facilitating dialogue between the Supervisory Board and the Management Board and ensures the effective exercise of supervisory powers by the Supervisory Board. The balance and fluidity of the dialogue between the supervisory body and the management body of Publicis Groupe result, in particular, from the in-depth knowledge that Mr. Maurice Lévy has of the Groupe. It reflects the trust placed in him by both the Supervisory Board and the Management Board and makes the Groupe's Governance exemplary.

In addition, Mr. Maurice Lévy provides support to Publicis Groupe on a few key elements, such as the monitoring of a few large clients with which Mr. Maurice Lévy has forged links over the years, the application of major management principles, the definition and supervision of the implementation of future strategies and in particular discussions on technology, digital and data.

On March 6, 2024, the Supervisory Board, on the proposal of the Compensation Committee, proposed to maintain Mr.

Maurice Lévy's annual compensation at euro 1,300,000 per year. It should be noted that, at the beginning of his new role, his annual salary was euro 2,800,000 and, at his request, was reduced to euro 1,900,000 in 2020 and then to euro 1,300,000 in 2021. It has been maintained at this level since then.

It should be noted that the compensation policy for Mr. Maurice Lévy as Chairman of the Supervisory Board for the 2023 financial year, as well as the vote on the elements paid or granted to Mr. Maurice Lévy in 2022, were approved by 87.08% and 87.07% of the votes at the General Shareholders' Meeting of May 31, 2023 (eighth and thirteenth resolutions) pursuant to, respectively, articles L. 22-10-26 II and L. 22-10-34 II of the French Commercial Code (*ex ante* and *ex post* vote).

Mr. Maurice Lévy does not have an employment contract with Publicis Groupe SA or any of its subsidiaries and does not receive any other compensation from Publicis Groupe SA or any of its subsidiaries.

The compensation policy for the Chairman of the Supervisory Board in respect of the 2024 financial year or, as the case may be, until the adoption of the change in governance structure, will be subject to approval by the General Shareholders' Meeting of May 29, 2024 in its eleventh resolution, pursuant to article L. 22-10-26 II of the French Commercial Code.

3.3.1.4 Compensation policy for the members of the Management Board

The compensation policy for the members of the Management Board is based on the same items as those for all corporate officers set out in Section 3.3.1.1 and includes the specific items submitted below.

Pursuant to article 10 IV of the Company's Articles of Incorporation, compensation for the Chairman and members of the Management Board is set by the Supervisory Board and reviewed on the recommendation of the Compensation Committee. For members of the Management Board other than the Chairman, the Chairman of the Management Board shall make proposals to the Compensation Committee.

The compensation policy of Publicis Groupe's Management Board aims to align the interests of the Groupe's executives with those of the Company and its shareholders by establishing a strong link between performance and compensation. Within this context, its essential purpose is to encourage the achievement of ambitious objectives and create value on a long-term basis, by setting stringent performance criteria.

In order to do so, the compensation structure of the Publicis Groupe executives is based on fixed compensation and on annual and multi-year variable compensation directly linked to their individual performance, as well as their contribution to Groupe performance.

Furthermore, it is based on an analysis (using the services of external consultants where necessary) of market trends observed in France and abroad, both in comparable major French companies in general and, more specifically, in the companies competing with Publicis Groupe both in terms of business and talent in the United Kingdom and the United States. Comparability with Publicis Groupe's competitors is playing an increasingly important role in the analyses carried out, with Publicis Groupe now ranking second in the industry against competitors based mainly in the United States and the United Kingdom, and first in terms of market capitalization. The United States and the United Kingdom represent Publicis Groupe's largest market shares, at 59% for the American market (1st) and 9% for the British market (2nd) respectively.

3

This compensation policy is based on the following objectives:

- attract, develop, retain and motivate the most talented individuals in a business sector/industry fundamentally based on the quality of employees, and where competition for talent is particularly fierce, especially in the context of the digital transformation, underway throughout the industry and taking place in an extremely competitive general and international environment;
- encourage management to achieve a level of performance which is high, growing and long-lasting within an increasingly competitive environment, where new players from consulting or technological firms have become direct competitors of Publicis Groupe.

It is guided by three principles:

- competitive and coherent compensation packages with regard to market trends;
- internal equity, based on individual and collective performance, in order to ensure fair and balanced compensation, reflecting the level of individual success of each person, and the contribution to common projects, measured both quantitatively and qualitatively;
- achieving all the short-, medium- and long-term financial and operating results directly linked with the Groupe's strategic objectives and for the benefit of our clients, our employees, our shareholders and all stakeholders.

It should be noted that these principles apply to all Groupe executives and are adapted based on the geographical location of the individuals, taking into consideration the differences in terms of regulations, market practices and competitive environment.

Employment contract

Members of the Management Board, with the exception of the Chairman of the Management Board, may have an employment contract with a Groupe company.

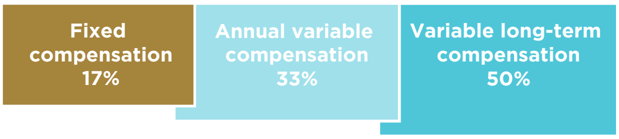
Changes in the composition of the Management Board

In the event that a new Management Board is appointed, or a new member joins the Management Board, the compensation policy applicable to members of the Management Board described in this section will apply to them. The Supervisory Board will nevertheless be authorized to decide temporarily on certain adjustments to take into account, in particular, the profile or experience of the new member(s). Where a member of the Management Board has been hired from outside the Groupe, the Supervisory Board may decide to compensate, in whole or in part, the benefits forgone on leaving the previous employment. The Supervisory Board will decide on the advice of the Compensation Committee to the extent strictly required by the situation and only with respect to those points of the current compensation policy that are clearly inappropriate to the situation of the newly appointed executive.

Components of the compensation of the members of the Management Board

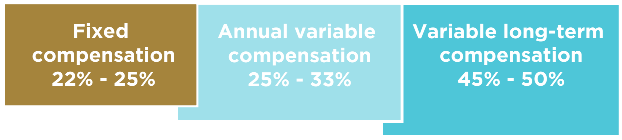
Compensation of the members of the Management Board comprises (i) a fixed portion, as well as (ii) a substantial variable portion, primarily based on performance and alignment of their interests with those of the Company and its shareholders. This variable compensation is made up of annual variable compensation and long-term variable compensation in the form of performance shares and/or stock options. This compensation structure applicable to the members of the Management Board is in line with that proposed to the Groupe's top executives.

STRUCTURE OF THE TARGET COMPENSATION OF THE CHAIRMAN OF THE MANAGEMENT BOARD*



(*) To which are added peripheral elements (collective health and welfare insurance plans, other benefits in kind such as security services), as well as the five-year retention contract.

STRUCTURE OF THE TARGET COMPENSATION OF THE MEMBERS OF THE MANAGEMENT BOARD*



(*) To which are added the peripheral elements (collective health and welfare insurance plans, pension benefits, unemployment insurance for corporate officers, company car, other benefits in kind)

Fixed compensation

The fixed compensation is determined by taking into account:

- the scope of responsibility and the complexity of tasks;
- the career path and experience of the person holding the position;
- consistency compared to the other Groupe functions (internal equity);
- market practice for identical or comparable positions (external competitiveness).

The level of fixed compensation is reviewed every two years for members of the Management Board and other Groupe executives in order to regularly assess its relevance and competitiveness.

Compensation of the members of the Management Board is generally reassessed at relatively long intervals, pursuant to the Afep-Medef Corporate Governance Code recommendations, and when such a revision is justified, for example in the event of a change in scope or an adjustment relative to market practices or internal practices.

Annual variable compensation

The annual variable compensation is intended to represent a substantial, but not predominant, portion (from 25% to 33%) of the total annual compensation of the Chairman and members of the Management Board, if objectives set are achieved. It encourages outperformance, as they are rewarded when their objectives are exceeded.

Annual variable compensation is subject to measurable and verifiable performance conditions for both financial and non-financial objectives.

No minimum amount is guaranteed. Annual variable compensation is calculated, if applicable, on a *pro rata* basis for the year of the start of the term of office to the year of the end of the term of office.

It is based on several criteria whose performance is measurable. These criteria are assessed separately and take into account:

- the Groupe's overall performance (organic growth and operating margin) and/or the performance of the network to which the executive belongs;
- the achievement of objectives related to Corporate Social Responsibility (CSR);
- the achievement, where applicable, of the executive's individual objectives, assessed *a posteriori* by taking into account the quantitative results and the context in which the performance was achieved.

These parameters are determined in advance for each financial year and proposed by the Compensation Committee to the Supervisory Board for approval.

Detailed elements of annual variable compensation for the 2024 financial year are explained in Section 3.3.1.5 for the Chairman of the Management Board and Sections 3.3.1.6 to 3.3.1.8 for the other members of the Management Board.

Adjustment option

In addition to the possible derogation provided for in paragraph 2 of article L. 22-10-26, III of the French Commercial Code and to ensure that the application of the compensation policy reflects both the performance of the Chairman and the members of the Management Board as well as the Groupe, the Supervisory Board, upon the recommendation of the Compensation Committee, may take into account, if applicable, certain unpredictable and specific circumstances that may affect the assessment of the performance of the Chairman and the members of the Management Board, such as, for example, a substantial change to the Groupe's scope or the missions entrusted to a top executive, a major event affecting the markets or structural changes affecting our industry.

In this context and on an exceptional basis, the Supervisory Board reserves the right to decide on a specific and discretionary adjustment to the performance criteria (weighting, trigger thresholds, targets, objectives, etc.) attached to the annual variable compensation, both upwards and downwards, and within the limit of the ceiling set for these components in the compensation policy. It is stipulated that the Supervisory Board shall take into account in its assessment the actual performance of the Chairman or the members of the Management Board concerned, in view of the favorable or unfavorable impact on the Groupe's overall performance, the Groupe's relative positioning compared to its competitors and the payments made to shareholders and employees over the period.

In the assumption that the Supervisory Board uses this adjustment clause, it will communicate all useful information on the proposed adjustment. This information would also be included in the corporate governance report that will be presented to the General Shareholders' Meeting.

Finally, it should be noted that whenever this adjustment clause is implemented regarding a variable or exceptional item, the payment of the corresponding amounts will in any event be subject to a positive *ex post* vote of the General Shareholders' Meeting.

Variable long-term compensation

The share-based compensation program is meant to incentivize on a long-term basis. It is subject to stringent performance conditions to develop loyalty and encourage the organization's key talent over the long-term and common interests with Publicis Groupe SA shareholders (see Section 6.6, Note 32 to the consolidated financial statements).

Grant of performance shares

The performance shares are not only intended to incentivize executive corporate officers over the long-term but also to retain them and to help align their interests with the best interests of the Company and shareholders.

The members of the Management Board may therefore receive compensation in the form of Publicis Groupe shares, specifying that the shares granted are subject to performance and continued presence conditions to be met over a period generally set at three years.

Since 2021, the members of the Management Board benefit from a regular performance share plan ("LTIP"). An initial grant of shares is made each year, but they only vest after three years, and then only in accordance with the achievement of stringent objectives. The value of performance shares granted under the LTIP represents, at the time of the grant, 200% of the fixed compensation for members of the Management Board. In order to bring the Chairman of the Management Board's multi-year variable compensation more in line with that of our peers, particularly in the United Kingdom and the United States, the value of the performance shares granted to the Chairman of the Management Board represents, at the time of the grant, 300% of his fixed compensation (and up to 350% of his fixed compensation in the event of outperformance since 2023). The vesting of Publicis Groupe shares is subject to performance criteria that are measured following a three-year period, such that the total number of shares delivered will depend on the level of achievement of financial performance objectives, namely achieving a certain rate of weighted organic growth and an operating margin compared to a reference group of companies competing with Publicis Groupe. Since 2019, part of the Publicis Groupe shares granted are also subject to a condition based on criteria relating to Corporate Social Responsibility. From 2022, part of the performance shares granted to the Chairman of the Management Board are also subject to a relative TSR criterion (Total Shareholder Return). The number of shares actually awarded is determined in accordance with the level of attainment of these performance targets. Moreover, the vesting of the performance shares is also subject to a presence condition during the three-year vesting period.

The Supervisory Board, on the recommendation of the Compensation Committee, decided to grant the following performance shares to the members of the Management Board as part of the "LTIP 2024 Président du Directoire" and "LTIP 2024 Membres du Directoire" plans.

LTIP 2024 Président du Directoire LTIP 2024 Membres du Directoire	Date of grant	Vesting date(1)	Number of performance shares granted(2)	% of the share capital
Arthur Sadoun, Chairman	March 15, 2024	March 15, 2027	41,598	0.016%
Anne-Gabrielle Heilbronner	March 15, 2024	March 15, 2027	12,190	0.005%
Loris Nold	March 15, 2024	March 15, 2027	14,221	0.006%

(1) Performance conditions described below.
(2) Number of shares granted based on the opening share price on the day of the Management Board meeting of March 15, 2024.

The characteristics of unvested plans granted to the Chairman of the Management Board are as follows:

Type of plan	LTIP Président du Directoire			
Performance conditions	Organic growth rate of Publicis Groupe compared to the weighted average of the reference group	Consolidated operating margin of Publicis Groupe compared to the reference group	TSR (Total Shareholder Return)	CSR
Type of performance conditions	Relative performances compared to the reference group Omnicom, WPP, IPG, Publicis Groupe		Compared to the median of the CAC 40 (groups present over the three-year period)	Internal objectives communicated each year
Weighting	35% of shares awarded	35% of shares awarded	15% of shares awarded	15% of shares awarded (equally weighted for each criterion)
Vesting in the LTIP 2022 Président du Directoire	• ≥ the weighted average of the reference group: 100% of shares delivered • Between 80% and 100%: the number of shares awarded is reduced by 5% for each 1% of performance recorded below 100% • < 80% of the reference group average: no shares delivered	• Highest operating margin rate compared to the reference group: 100% of the shares delivered • Margin in 2nd position: 80% of the shares delivered • Margin in 3rd or 4th position: no shares delivered	• ≥ upper quartile of the CAC 40: 100% of shares delivered • Ranking between the median and the upper quartile: straight-line acquisition between 50% and 100% of the shares delivered • Below the median: no shares delivered	• 100% of the shares delivered if the trajectory on the following priorities is met: - Diversity, equity and inclusion (45% of women holding key management positions by 2025, with an indicative checkpoint of 44% by the end of 2024) - Combating climate change (100% renewable energy by 2030, with an indicative checkpoint of 60% in 2024) - Measurable criterion related to Talent management: Top 1,000 retention rate > the Groupe average

Type of plan	**LTIP Président du Directoire**			
Vesting in the LTIP 2023 Président du Directoire	• 1st in the reference group: 124% of shares delivered • ≥ the weighted average of the reference group: 100% of shares delivered • Between 80% and 100%: the number of shares awarded is reduced by 5% for each 1% of performance recorded below 100% • < 80% of the reference group average: no shares delivered	• Highest operating margin rate and +x bp of the Objective [1]: 124% of shares delivered • Highest operating margin rate compared to the reference group: 100% of the shares delivered • Margin in 2nd position: 80% of the shares delivered • Margin in 3rd or 4th position: no shares delivered	• ≥ upper quartile of the CAC 40: 100% of shares delivered • Ranking between the median and the upper quartile: straight-line acquisition between 50% and 100% of the shares delivered • Below the median: no shares delivered	• 100% of the shares delivered if the trajectory on the following priorities is met: - Diversity, equity and inclusion (45% of women holding key management positions by 2025) - Combating climate change (100% renewable energy by 2030, with an indicative checkpoint of 65% in 2025).
Vesting in the LTIP 2024 Président du Directoire	*Same*	*Same*	*Same*	• Diversity, equity and inclusion: 46% women in the most important Executive Committees by end-2026 • Combating climate change: same, with an indicative checkpoint of 85% in 2026
Performance period	Following a three-year period at the end of which performance is calculated			

3

(1) Strategic and confidential information that may not be disclosed.
For the operating margin, the maximum is at least aligned with the market guidance for each performance year.

The characteristics of unvested plans granted to members of the Management Board are as follows:

Type of plan	LTIP Membres du Directoire		
Performance conditions	Organic growth rate of Publicis Groupe compared to the weighted average of the reference group	Consolidated operating margin of Publicis Groupe compared to the reference group	Two CSR criteria
Type of performance conditions	Relative performances compared to the reference group Omnicom, WPP, IPG, Publicis Groupe		Internal objectives communicated each year
Weighting	45% of shares awarded	45% of shares awarded	10% of shares awarded (5% for each criterion)
Vesting in the LTIP 2022 Membres du Directoire	• ≥ the weighted average of the reference group: 100% of shares delivered • Between 80% and 100%: the number of shares delivered is reduced by 5% for each 1% of performance recorded below 100% • < 80% of the reference group average: no shares delivered	• Highest operating margin rate compared to the reference group: 100% of the shares delivered • Margin in 2nd position: 50% of the shares delivered • Margin in 3rd position: 15% of the shares delivered • Margin in 4th position: no shares delivered	100% of the shares delivered if the trajectory on the following priorities is met: • Diversity, equity and inclusion (45% of women holding key management positions by 2025, with an indicative checkpoint of 44% by the end of 2024); and • Combating climate change (100% renewable energy by 2030, with an indicative checkpoint of 60% in 2024)
Vesting in the LTIP 2023 Membres du Directoire	*Same*	*Same*	• Diversity, equity and inclusion: same, with a target of 45% by the end of 2025 • Combating climate change: same, with an indicative checkpoint of 65% in 2025
Vesting in the LTIP 2024 Membres du Directoire	*Same*	*Same*	• Diversity, equity and inclusion: 46% women in the most important Executive Committees by end-2026 • Combating climate change: same, with an indicative checkpoint of 85% in 2026
Performance period	Following a three-year period at the end of which performance is calculated		

Stringent criteria

Publicis Groupe strives to use appropriate, transparent, verifiable and ambitious criteria. These criteria are based on a quantifiable, performance-related assessment (encouraging Publicis Groupe management to deliver the best results in the market) as well as complete transparency, the results being measured against public data. These decisions turn the plans into a tool for motivating and retaining Publicis Groupe management. The historic rates of achievement of performance conditions for the various plans that have been established show how relevant and extremely ambitious the criteria used are, making it possible to align Groupe and shareholder interests over the long term.

As an illustration, the rates of achievement of performance conditions for plans awarded in 2013, 2016, 2019 and 2021 demonstrate that grants are based on strict performance conditions and their achievement is aligned with both shareholders' interests and the long-term performance of Publicis Groupe. The latest performance of the plans reflects the excellent results of Publicis Groupe compared to competitors.

Plan	2013-2015 LionLead2	LTIP 2013-2015 Directoire	LTIP 2016-2018 Directoire	2016-2018 LionLead3	LTIP 2019-2021 Directoire	LTIP 2021 Directoire
Achievement rate	50%	53.2%	50%	75%	68.5%	100% (1)

The shares of the LTIP 2022 Membres du Directoire, LTIP 2022 Président du Directoire, LTIP 2023 Membres du Directoire, LTIP 2023 Président du Directoire, LTIP 2024 Membres du Directoire and LTIP 2024 Président du Directoire plans will be delivered, subject to final validation and external appraisal of the performance conditions, on March 19 and May 26, 2025 for the LTIP 2022 Membres du Directoire and LTIP 2022 Président du Directoire, on March 17 and June 1, 2026 concerning the LTIP 2023 Membres du Directoire and LTIP 2023 Président du Directoire and on March 16, 2027 concerning the LTIP 2024 Membres du Directoire and LTIP 2024 Président du Directoire plans.

Stability of the performance conditions

The Supervisory Board considers that consistency in the performance conditions helps to create long-term value. This is why the performance criteria concerning organic revenue growth and operating margin have been used since 2003 in long-term compensation programs and for annual variable portions. The Supervisory Board has chosen to use these two criteria, which are essential in the sector, to underline the importance of these priority indicators and drivers of the Groupe's financial viability and profitability. This is to ensure that short-term gains are not made to the detriment of long-term results. For the Chairman of the Management Board, the TSR criterion (Total Shareholder Return), in line with shareholders' expectations, was removed from the annual variable compensation objectives in order to be included in 2022 in the LTIP objectives and assessed over a period of three years against CAC 40 companies.

Ahead of the Afep-Medef Corporate Governance Code revised in December 2022, Corporate Social Responsibility (CSR) criteria have been introduced since 2019, including one related to the combating climate change. In 2022 only, in the context of the "Great Resignation," a criterion related to Talent management was introduced in the LTIP objectives of the Chairman of the Management Board in addition to the CSR criteria, given the strategic and material nature of this issue for Publicis Groupe.

Uniqueness of the performance conditions

In order to align the interests of the entire management team with the Groupe's strategic objectives, the performance conditions used are the same for all the Groupe's long-term compensation programs, whether they concern members of the Management Board or other executives.

In addition, to encourage the Chairman of the Management Board to create long-term value through the Groupe's strategy and thus align with the interests of shareholders, the long-term compensation of the Chairman of the Management Board is also subject to a TSR (Total Shareholder Return) performance criterion.

Vesting period

In order to promote the retention of members of the Management Board, no shares are vested by the beneficiaries before the end of a period of presence in the Groupe, and subject to the performance conditions being satisfied. This vesting period is three years.

Continued presence condition

Except in the specific case of death, disability or retirement, or in exceptional circumstances explained by the Supervisory Board and made public, the acquisition of shares is subject to compliance with the presence condition for members of the Management Board until the end of the vesting period.

This condition may only be waived by a substantiated decision of the Supervisory Board after obtaining the opinion of the Compensation Committee.

(1) See details of the performance results of the LTIP 2021 Directoire in Table 8.

Maximum share grant level

Publicis Groupe share awards to members of the Management Board are limited to 0.3% of the Company's share capital, a ceiling that also applies to stock options. For information, this ceiling is a long way from being reached. The total number of shares granted before performance under the authorization granted by the General Shareholders' Meeting of May 26, 2021 in its twenty-second resolution currently represents 0.24% of share capital (including the awards carried out in March 2024).

Mandatory holding

The Supervisory Board has decided that, in addition to plan-specific rules, members of the Management Board must maintain ownership of at least 20% of the shares they were awarded, in registered form, throughout their terms of office. In addition, pursuant to the Afep-Medef Corporate Governance Code, members of the Management Board undertake not to use hedging instruments on shares to be received or shares received but which are non-transferable.

Stock option plan

The Management Board reserves the right to grant stock options.

In this case, stock options would be subject to at least two performance conditions and measured over three years. The subscription or purchase price of the shares would not be lower than the average of the opening prices of Publicis Groupe shares on the regulated market of Euronext Paris over the 20 trading days preceding the date on which the options are granted, rounded down to the nearest euro, nor, for stock purchase options, the average purchase price of the Company's treasury shares, rounded down to the nearest euro.

These awards are limited to 0.3% of the Company's share capital, a ceiling that also applies to performance shares.

The Groupe has not granted any stock options since 2013. For information, pursuant to the compensation policy applicable to the Chairman and members of the Management Board for 2024, no stock options will be granted to them in 2024.

Peripheral elements

Collective health and welfare insurance and pension plans

Members of the Management Board may benefit from collective health and welfare insurance plans based on applicable local regulations.

Members of the Management Board in France who are subject to an employment contract and are covered by the French social security system may benefit from these plans under the same conditions as employees in France.

Unemployment insurance for corporate officers

Private insurance coverage under the French plan was offered to the members of the Management Board who cannot benefit from the compulsory unemployment insurance for employees.

Severance payment

The members of the Management Board may be entitled to severance payment in case of imposed departure, granted in accordance with current law and the Afep-Medef Corporate Governance Code. Pursuant to said code, the cumulative amount of the severance payment and non-compete compensation may not exceed 24 months of total compensation (annual fixed and variable compensation).

Detailed elements of severance payments are explained in Section 3.3.1.5 for the Chairman of the Management Board and Sections 3.3.1.6 and 3.3.1.8 for the other members of the Management Board.

Non-compete agreement

The members of the Management Board may be bound by a non-compete agreement and, in consideration, benefit from non-compete compensation in accordance with current legislation and the Afep-Medef Corporate Governance Code. The Supervisory Board reserves the right to forgo this commitment. Pursuant to said code, the cumulative amount of the severance payment and non-compete compensation may not exceed 24 months of total compensation (annual fixed and variable compensation). It should also be recalled that, in accordance with article R. 22-10-18, III of the French Commercial Code, the payment does not apply when the interested party is retiring.

Other benefits

The members of the Management Board may receive benefits in line with local compensation regulations and practices, such as, for example, the provision of a car, payment of cab fares, unemployment insurance and security services.

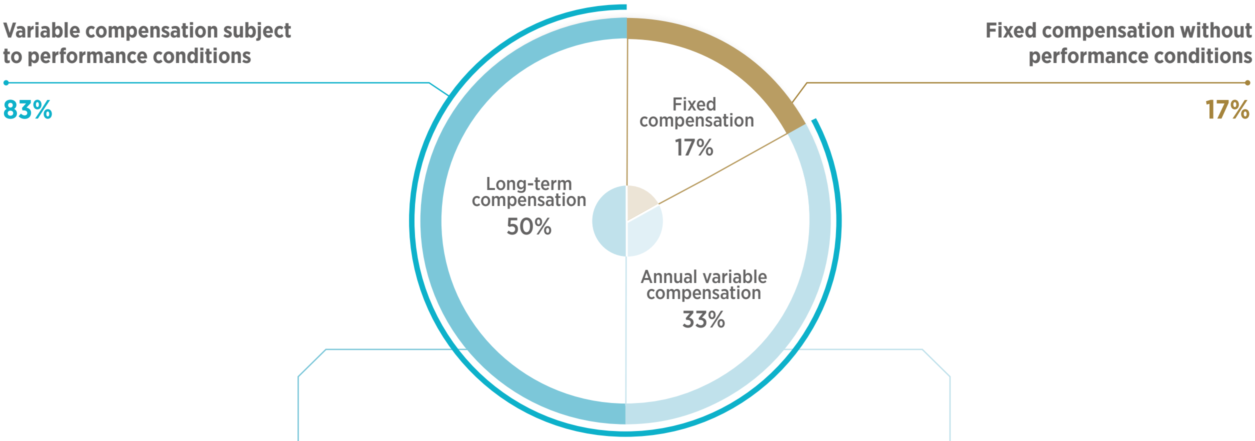
Detailed quantified elements of the compensation policy are explained in Section 3.3.1.5 for the Chairman of the Management Board and in Sections 3.3.1.6, 3.3.1.7 and 3.3.1.8 for the other members of the Management Board.

3.3.1.5 Compensation policy for the Chairman of the Management Board

The compensation policy for the Chairman of the Management Board is based on the same items as those for all corporate officers set out in Section 3.3.1.1 and includes the items applicable to members of the Management Board presented in Section 3.3.1.4 as well as the specific items detailed below.

Arthur Sadoun, Chairman of the Management Board

Structure of the 2024 target compensation (1)



PERFORMANCE CONDITIONS
Measured over 3 years

85% OF RELATIVE FINANCIAL CRITERIA:
- 35% Organic growth
- 35% Operating margin
- 15% TSR

15% OF NON-FINANCIAL CONDITIONS:
- 7.5% Diversity, equity and inclusion
- 7.5% Fight against climate change

PERFORMANCE CONDITIONS

80% OF ABSOLUTE FINANCIAL CRITERIA:
- 40% Organic growth
- 40% Operating margin

20% OF NON-FINANCIAL CONDITIONS:
- 10% Diversity, Equity and Inclusion
- 10% Fight against climate change

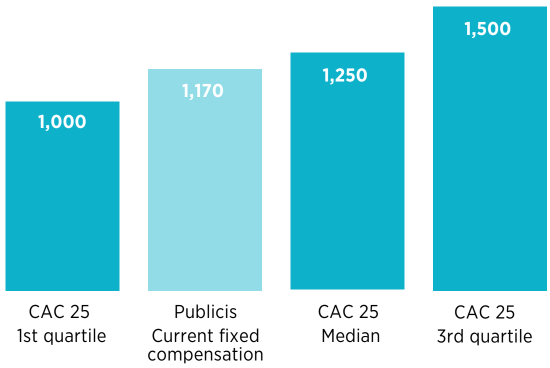
Fixed compensation

The Chairman of the Management Board receives fixed compensation in consideration for his role.

The gross annual fixed compensation of Mr. Arthur Sadoun as Chairman of the Management Board of Publicis Groupe SA amounts to euro 1,170,000 per year since January 1, 2022.

The analysis of Mr. Arthur Sadoun's fixed compensation in comparison with that of peers in the CAC 25 (2) (as illustrated below), as well as that of the executives of Publicis Groupe's main competitors, *i.e.* WPP, Omnicom and IPG, shows that his fixed compensation remains below the median of the CAC 25 and that of the group of comparable companies (*i.e.* WPP, Omnicom and IPG).

It is proposed to be left unchanged.



(1) To which are added peripheral elements (collective health and welfare insurance plans, other benefits in kind), as well as the five-year retention contract.

(2) The companies selected for the reference group (CAC 25) are Air Liquide, Alstom, Bouygues, Capgemini, Carrefour, Danone, Dassault Systèmes, Engie, EssilorLuxottica, Kering, Legrand, L'Oréal, LVMH, Orange, Pernod Ricard, Renault, Safran, Saint Gobain, Sanofi, Schneider Electric, Teleperformance, TotalEnergies, Veolia, Vinci and Vivendi. This panel of companies was defined by excluding financial services, groups based abroad, small groups, companies where the compensation policy is influenced by the State and companies with specific governance.

Annual variable compensation

In order for the variable portion of Mr. Arthur Sadoun's compensation to better motivate good performance and more strongly penalize under-performance, objectives are set in scales (between scales, on a proportional basis):

- if the first scale was not reached, the corresponding portion of the annual variable compensation would be zero;
- at the first scale, the corresponding portion of the annual variable compensation would be 80%;
- at the second scale, the corresponding portion of the annual variable compensation would be 100%;
- if the third scale is reached or exceeded, the corresponding portion of the annual variable compensation would be 150%.

Thus, the annual variable compensation, the target of which is 200% of the annual fixed compensation, may be 300% in the best case. *A contrario*, in case of underperformance, the annual variable compensation would be significantly negatively impacted and could be zero.

On the recommendation of the Compensation Committee, the Supervisory Board retained demanding performance criteria to determine Mr. Arthur Sadoun's variable compensation which, for the 2024 financial year, is based on:

- two financial criteria accounting for 80% of the overall weighting of the criteria, *i.e.* organic growth of the Groupe's revenue and the Groupe's operating margin.

  These absolute criteria were chosen by the Supervisory Board, following the proposal of the Compensation Committee, because they are demanding and best express the quality of the Company's performance. These criteria provide an incentive to overperform, since variable compensation may be increased if the objectives are exceeded, with, however, a cap of 50% on each of these two criteria.

  The option to compensate outperformance is aligned with the Groupe's mechanisms for annual variable compensation;
- a non-financial quantifiable individual criterion of 20% of the overall weighting based on Corporate Social Responsibility (CSR). To accelerate the achievement of our CSR commitments, the variable compensation in respect of this criterion could be increased by 50% if the objectives are exceeded and reach the next year's indicative checkpoint one year early.

  If all the criteria are met and the margin and growth targets are exceeded, as well as those relating to CSR commitments, the annual variable compensation of Mr. Arthur Sadoun may represent a maximum of 150% of his target annual variable compensation, *i.e.* 300% of his annual fixed compensation.
  All these criteria, set in advance, are based on quantified, measurable objectives that are made public, with the exception of those that are of a strategic and confidential nature. All these criteria are proposed by the Compensation Committee and validated by the Supervisory Board.

  The Committee assesses, in the finest detail, the performance for each objective and each criterion.

		Level of achievement of the performance			Acquisition scale (straight-line between the threshold and the maximum)		
Performance criteria	**Weight**	**Threshold***	**Target**	**Maximum**	**Threshold***	**Target**	**Maximum**
Organic growth of the Groupe's revenue	**40%**						
• Organic growth of the Groupe's revenue based on the Objective validated by the Supervisory Board in March 2024		Objective -x bp(1)	Objective(1)	Objective +y bp(1)	80%	100%	150%
Operating margin	**40%**						
• Groupe operating Margin based on the Objective validated by the Supervisory Board in March 2024		Objective -x' bp(2)	Objective(2)	Objective +y' bp(2)	80%	100%	150%
CSR – the assessment of the progress of the CSR policy is carried out with regard to the following priorities:	**20%**						
• Diversity, equity and inclusion: the trajectory aims for 45% women in the most important Executive Committees in 2025 with an indicative checkpoint of 44% at the end of 2024	10%	Objective 2024	Objective 2024	Objective 2025	100%	100%	150%
• Combating climate change: the trajectory aims for 100% of energy from direct renewable sources by 2030 with an indicative checkpoint of around 65% at the end of 2024	10%	Objective 2024	Objective 2024	Objectives 2025	100%	100%	150%
TOTAL	**100%**			**TOTAL**	**84%**	**100%**	**150%**

(*) If the threshold is not reached, the applicable portion of variable compensation is reduced to zero.
(1) Strategic and confidential information that may not be disclosed. The target and the maximum are aligned with the guidance given to the market on February 8, 2024.
(2) Strategic and confidential information that may not be disclosed. The target is aligned with the guidance given to the market on February 8, 2024.

Long-term variable share-based compensation

The Chairman of the Management Board receives annual variable share-based compensation subject to the achievement of the objectives set as follows.

Publicis Groupe decided to set up a share plan each year for management and certain key employees of the Groupe. As Chairman of the Management Board, Mr. Arthur Sadoun has been eligible for this plan since 2021.

The number of shares that may be delivered at the end of a three-year vesting period (except in the event of death or disability), *i.e.* in March and May 2025 under the "LTIP 2022 Président du Directoire," in March and June 2026 under the "LTIP 2023 Président du Directoire" and in March 2027 under the "LTIP 2024 Président du Directoire," will depend on:

- for 35% of the shares granted, the organic growth compared to a reference group composed of Publicis Groupe and the other three main global communications groups, namely WPP, Omnicom and IPG, over a three-year period (2022-2024 under the "LTIP 2022 Président du Directoire", 2023-2025 under the "LTIP 2023 Président du Directoire" and 2024-2026 under the "LTIP 2024 Président du Directoire");
- for 35% of the shares granted, the operating margin compared to a reference group composed of Publicis Groupe and the other three main global communications groups, namely WPP, Omnicom and IPG, over a three-year period (2022-2024 under the "LTIP 2022 Président du Directoire", 2023-2025 under the "LTIP 2023 Président du Directoire" and 2024-2026 under the "LTIP 2024 Président du Directoire");
- for 15% of the shares granted, the TSR (Total Shareholder Return) compared to the median of the CAC 40 over a three-year period (2022-2024 under the "LTIP 2022 Président du Directoire," 2023-2025 under the "LTIP 2023 Président du Directoire" and 2024-2026 under the "LTIP 2024 Président du Directoire");
- for 15% of the shares granted, conditions related to Corporate Social Responsibility.

Since 2023, in order to strengthen the link between Mr. Arthur Sadoun and the Groupe and to provide an incentive for outperformance, the grant of performance shares may be increased by an additional number of shares if the objectives are exceeded. In this case, the long-term variable compensation in shares may represent up to 350% of his annual fixed compensation if only the organic growth and operating margin criteria are exceeded.

In each of these plans, assuming the performance conditions are met, entitlement to receive shares is subject to a presence condition until the end of the vesting period. Details of these plans are presented in Section 3.3.1.4.

In the event of forced departure or a departure due to a change in control or strategy, and except in the event of serious or gross misconduct, shares awarded may be retained *pro rata temporis*, subject to performance conditions.

In the event of retirement, he may, at the end of the vesting period and upon a decision of the Supervisory Board, pursuant to the compensation policy approved by shareholders and applicable at that time, receive the shares granted to him *pro rata temporis*.

Retention contract

The Groupe has this singularity that, in almost a hundred years of existence, it only had three operating Chief Executive Officers:

- the founder, Mr. Marcel Bleustein-Blanchet, for 60 years;
- Mr. Maurice Lévy, for 30 years, and;
- Mr. Arthur Sadoun, since 2017.

The duration of exercise of such CEO responsibilities is undoubtedly one of the Groupe's key success factors. In the unstable landscape in which we operate and in light of the accute war for talent in our industry - even more so for profiles as visible as Mr. Arthur Sadoun, whose performance is highly recognized - it was essential for the Supervisory Board, in the interest of the Groupe and all stakeholders, to secure the services of Mr. Arthur Sadoun as Chairman of the Management Board on the long term.

To this end, and in accordance with the compensation policy approved by the General Shareholders' Meeting of May 31, 2023, a retention contract was put in place during the 2023 financial year, the terms and conditions of which are presented in Section 3.3.2.4.

Benefits in kind

Mr. Arthur Sadoun benefits from the use of a taxi firm and gets reimbursed for his taxis and entertainment expenses. In addition, Mr. Arthur Sadoun will benefit from a security service to ensure his safety and that of his family at his home.

Collective health and welfare insurance plans

Mr. Arthur Sadoun benefits from the coverage applicable to executives at his level under the French system.

Supplementary pension plan

The Chairman of the Management Board does not currently benefit from a supplementary pension plan.

Employment contract

The Chairman of the Management Board cannot have an employment contract with the Company.

Mr. Arthur Sadoun's employment contract with Publicis Conseil dated December 5, 2006 was terminated when he was appointed Chairman of the Management Board.

Severance payment

In the event of a forced departure or due to a change in control or strategy and except in the event of serious or gross misconduct, Mr. Arthur Sadoun will be entitled to a severance payment.

The amount of the payment would be equal to one year of total gross compensation (fixed and variable portion paid) calculated using the average of the last 24 months of compensation.

He would also have the right to exercise the options to subscribe to and/or to purchase the shares that have been awarded to him, and to retain *pro rata temporis* the right to performance shares already granted to him, subject to the performance conditions set out in the regulations for the plan in question being satisfied (pursuant to the Supervisory Board decision of November 25, 2020).

In addition, this payment will be subject to a performance condition: the amount of the severance payment will only be payable in full if the average annual amount of the variable compensation vested by Mr. Arthur Sadoun for the three years preceding the termination is at least equal to 75% of his "target variable compensation." If the average annual amount is less than 25% of the "target variable compensation," no sum or benefits will be due. If the average annual amount is between 25% and 75% of the "target variable compensation," payments and benefits will be calculated on a proportional basis between 0% and 100% using the rule of three.

The severance payment may only be paid after the determination by the Supervisory Board that the performance conditions had been achieved at the date on which his term as a member of the Management Board ended.

In the event of a forced departure or a change in control or strategy, Mr. Arthur Sadoun will not be subject to a non-compete or non-solicitation obligation.

For information, note that these commitments had been authorized by the Supervisory Board on September 12, 2018 and approved by the General Shareholders' Meeting of May 29, 2019 in its fifth resolution, for commitments formerly subject to the procedures on related-party agreements.

Non-compete agreement

The Chairman of the Management Board may be subject to a non-compete obligation in return for financial consideration.

The Supervisory Board accordingly decided to subject Mr. Arthur Sadoun, in the event of his resignation, to a non-compete agreement and an agreement not to solicit personnel during the two years following the termination of his position as Chairman of Publicis Groupe SA's Management Board.

In return for compliance with this non-compete commitment, Mr. Arthur Sadoun will receive a payment (payable monthly in advance), the amount of which will be equal to two years of total gross compensation (fixed part and target variable part) calculated on the average of the last 24 months of compensation.

The Supervisory Board may waive this clause.

Mr. Arthur Sadoun will not be subject to a non-compete obligation in the event of a forced departure. Thus, in any event, Mr. Arthur Sadoun may not receive both a severance payment and a non-compete indemnity.

It is also recalled that, pursuant to article R. 22-10-18, III of the French Commercial Code, the payment of this indemnity is excluded if Mr. Arthur Sadoun retires and claims his pension rights.

In its twenty-first resolution, the General Shareholders' Meeting of May 31, 2017 approved this non-compete indemnity in respect of the commitments subject to the related-party agreements procedure.

It should be noted that the compensation policy for Mr. Arthur Sadoun as Chairman of the Management Board in respect of the 2023 financial year as well as the items paid or granted in 2022 to him were approved by 74.31% and 81.81% of the votes at the General Shareholders' Meeting of May 31, 2023 (tenth and fourteenth resolutions) pursuant to, respectively, articles L. 22-10-26 II and L. 22-10-34 II of the French Commercial Code (*ex ante* and *ex post* vote).

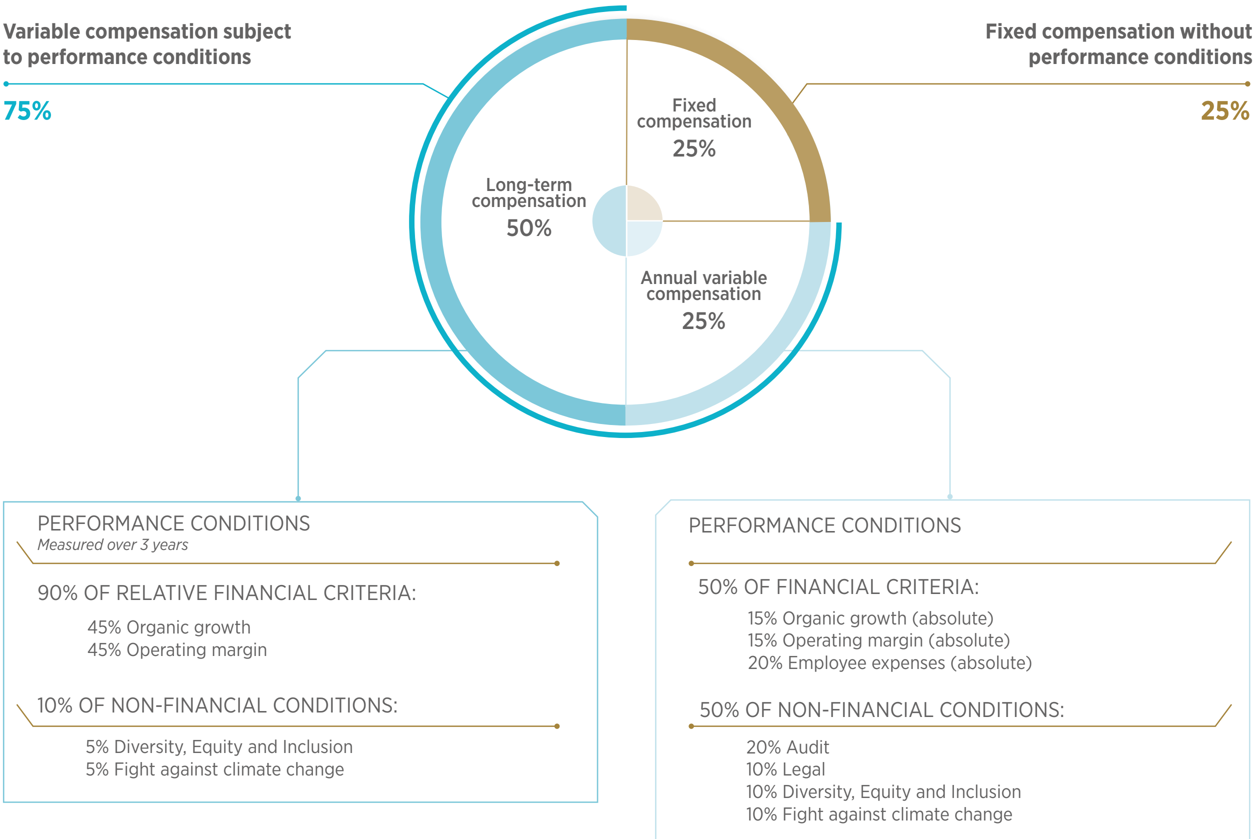
The compensation policy for the Chairman of the Management Board in respect of the 2024 financial year or, as the case may be, until the adoption of the change in governance structure, will be subject to approval by the General Shareholders' Meeting of May 29, 2024 in its thirteenth resolution pursuant to article L. 22-10-26 II of the French Commercial Code.

3.3.1.6 Compensation policy for Mrs. Anne-Gabrielle Heilbronner, member of the Management Board

The compensation policy for Mrs. Anne-Gabrielle Heilbronner is based on the same items as those for all corporate officers set out in Section 3.3.1.1 and includes the items applicable to members of the Management Board presented in Section 3.3.1.4 as well as the specific items presented below.

Anne-Gabrielle Heilbronner, member of the Management Board

Structure of the 2024 target compensation (1)



(1) To which are added peripheral elements (collective health and welfare insurance plans, pension benefits, unemployment insurance for company directors, other benefits in kind).

Annual fixed compensation

The gross annual fixed compensation of Mrs. Anne-Gabrielle Heilbronner amounts to euro 600,000, unchanged from 2016.

The Supervisory Board, on the Compensation Committee's recommendation, had approved this compensation in line with:

- the scope of responsibilities of Mrs. Anne-Gabrielle Heilbronner as Secretary General of the Groupe, which includes in particular the legal, Compliance and Governance function, human resources, internal audit, internal control, risk management and Corporate Social Responsibility (CSR);
- the market practices in compensation observed for this level of responsibility in France and for this level of international responsibility in Publicis Groupe's business sector.

Annual variable compensation

The Supervisory Board, on the recommendation of the Compensation Committee, approved the criteria for the variable compensation of Mrs. Anne-Gabrielle Heilbronner for the 2024 financial year.

The target variable compensation of Mrs. Anne-Gabrielle Heilbronner, which may represent up to 100% of her fixed compensation, is based on the following for the 2024 financial year:

- two financial criteria related to the Groupe's financial performance, each being taken into account on an equal basis, for 30% of variable compensation, *i.e.* organic growth and operating margin. To reconcile the terms and conditions of variable compensation for other Groupe executives, the variable compensation for the two criteria relating to organic growth and operating margin could be increased if the objectives are exceeded, with a cap of 20% on each of these two criteria;
- four quantifiable individual financial and non-financial criteria, in line with main areas of responsibility, accounting for 70% of variable compensation:
  - audit: 20%, execution of the annual audit plan submitted to the Audit Committee,
  - personnel costs: 20%, based on the Objective of "fixed personnel costs and freelance costs/revenue" in the annual budget approved by the Supervisory Board in March 2024,
  - legal: 10%, training of employees in Compliance and positive financial impact of the Legal Department on litigation, and
  - CSR: 20%, fight against climate change and Diversity, equity and inclusion.

If all the criteria are met and the margin and growth objectives are exceeded, the annual variable compensation of Mrs. Anne-Gabrielle Heilbronner may represent a maximum of 106% of her target annual variable compensation.

All these criteria, set in advance, are based on quantified, measurable objectives that are made public, with the exception of those that are of a strategic and confidential nature. All these criteria are proposed by the Compensation Committee and validated by the Supervisory Board.

The Committee assesses, in the finest detail, the performance for each objective and each criterion.

		Level of achievement of the performance			Acquisition scale (straight-line between the threshold and the maximum)		
Performance criteria	**Weight**	**Threshold***	**Target**	**Maximum**	**Threshold***	**Target**	**Maximum**
Organic growth of the Groupe's revenue based on the Objective validated by the Supervisory Board in March 2024	**15%**	Objective -x bp[(1)]	Objective[(1)]	Objective +y bp[(1)]	80%	100%	120%
Groupe **Operating margin** based on the Objective validated by the Supervisory Board in March 2024	**15%**	Objective -x' bp[(2)]	Objective[(2)]	Objective +y' bp[(2)]	80%	100%	120%
Audit – execution of the plan approved by the Audit Committee in November 2023: 50 audit missions planned (entity-level audits; IT; works; in compliance with IFACI rules)	**20%**	80% of the Objective	Objective	Objective	80%	100%	100%
Personnel costs – based on the Objective of "fixed personnel costs and freelance costs/revenue" in the annual budget approved by the Supervisory Board in March 2024	**20%**	Objective -x" bp[(3)]	Objective[(3)]	Objective[(3)]	80%	100%	100%
Legal	**10%**						
• Number of people trained in Compliance	5%	80% of the Objective	Objective	Objective	80%	100%	100%
• Positive financial impact of the Legal Department on litigation (difference between amounts paid plus legal fees and amounts claimed)	5%	Objective[(3)]	Objective[(3)]	Objective[(3)]	100%	100%	100%
CSR – the assessment of the progress of the CSR policy is carried out with regard to the following priorities:	**20%**						
• Diversity, equity and inclusion: the trajectory aims for 45% women in the most important Executive Committees in 2025 with an indicative checkpoint of 44% at the end of 2024	10%	Objective	Objective	Objective	100%	100%	100%
• Combating climate change: the trajectory aims for 100% of energy from direct renewable sources by 2030 with an indicative checkpoint of around 65% at the end of 2024	10%	Objective	Objective	Objective	100%	100%	100%
TOTAL	**100%**			**TOTAL**	**85%**	**100%**	**106%**

(*) If the threshold is not reached, the applicable portion of variable compensation is reduced to zero.
(1) Strategic and confidential information that may not be disclosed. The target and the maximum are aligned with the guidance given to the market on February 8, 2024.
(2) Strategic and confidential information that may not be disclosed. The target is aligned with the guidance given to the market on February 8, 2024.
(3) Strategic and confidential information that may not be disclosed.

Long-term variable share-based compensation

Publicis Groupe decided to set up a share plan each year for management and certain key employees of the Groupe. As a member of the Management Board, Mrs. Anne-Gabrielle Heilbronner has been eligible for this plan since 2021. Under this plan, the number of shares that may be delivered at the end of a three-year vesting period (except in the event of death or disability), *i.e.* in March 2025 for the “LTIP 2022 Membres du Directoire” and March 2026 for the “LTIP 2023 Membres du Directoire” plan and in March 2027 for the “LTIP 2024 Membres du Directoire” plan, will depend – for 90% of the shares awarded – on Publicis Groupe’s average financial performance over a three-year period (2022-2024 for the “LTIP 2022 Membres du Directoire” plan, 2023-2025 for the “LTIP 2023 Membres du Directoire” plan and 2024-2026 for the “LTIP 2024 Membres du Directoire” plan) as compared with the financial performance of a reference group comprising WPP, Omnicom, IPG and Publicis Groupe, plus two conditions relating to Corporate Social Responsibility for 10% of the shares awarded.

In each of these plans, assuming the performance conditions are met, entitlement to receive shares is subject to a presence condition until the end of the vesting period. Details of these plans are presented in Section 3.3.1.4.

In the event of forced departure or a departure due to a change in control or strategy, and except in the event of serious or gross misconduct, shares awarded may be retained *pro rata temporis*, subject to performance conditions.

In the event of retirement, she may, at the end of the vesting period and upon approval by the Supervisory Board, pursuant to the compensation policy approved by shareholders and applicable at that time, receive the shares granted to her *pro rata temporis*.

Benefits in kind

Use of a company car.

Moreover, Mrs. Anne-Gabrielle Heilbronner is covered by the unemployment insurance taken out by Publicis Groupe for its corporate officers, as the French unemployment office (Pôle Emploi) does not cover this.

Collective health and welfare insurance and pension plans

Mrs. Anne-Gabrielle Heilbronner benefits from the coverage applicable to executives under the French system. Mrs. Anne-Gabrielle Heilbronner may benefit from the PERECO and PER O plans open, subject to conditions, to all Groupe employees in France with an employment contract.

Employment contract

Mrs. Anne-Gabrielle Heilbronner continues to benefit from an employment contract with one of the Groupe’s subsidiaries.

Severance payment

The current commitments to Mrs. Anne-Gabrielle Heilbronner provide that in the event of a forced departure due to a change in control or strategy, and other than in the case of serious or gross misconduct, Mrs. Anne-Gabrielle Heilbronner would be entitled to a severance payment.

Provided that Mrs. Anne-Gabrielle Heilbronner does not continue to be employed by Publicis Groupe, the amount of the severance would be equal to one year’s total gross compensation (fixed and variable compensation paid). She would also have the right to exercise the options to subscribe to and/or to purchase the shares that have been awarded to her, and to retain, *pro rata temporis*, the performance shares already granted to her, subject to the performance conditions set out in the regulations for the plan in question (pursuant to the decision of the Supervisory Board of November 25, 2020).

In addition, the payment of the severance amount would be subject to a performance condition: the severance amount would only be due in its full amount if the average annual amount of the variable compensation acquired by Mrs. Anne-Gabrielle Heilbronner for the three years prior to the termination of her duties is equal to at least 75% of her “target variable compensation.” If the average annual amount is less than 25% of the “target variable compensation,” no sum or benefits will be due. If the average annual amount is between 25% and 75% of the “target variable compensation,” payments and benefits will be calculated on a proportional basis between 0% and 100% using the rule of three.

The severance amount may only be paid after the determination by the Supervisory Board that the performance condition had been achieved at the date on which her term as a member of the Management Board ended.

The combined severance payment and any compensation in respect of the employment contract may not exceed two years of total compensation (fixed and variable compensation paid).

For information, note that these commitments had been authorized by the Supervisory Board on September 12, 2018 and approved by the Combined General Shareholders’ Meeting of May 29, 2019 in its seventh resolution for commitments formerly subject to the procedures on related-party agreements.

Non-compete agreement

Mrs. Anne-Gabrielle Heilbronner is subject to a non-compete clause in her employment contract concluded on her arrival at Publicis Groupe in 2012, *i.e.* before her appointment as a member of the Management Board. This non-compete clause is valid for a maximum of two years and provides a maximum financial compensation to be paid equal to 30% of the gross salary, excluding variable elements. Publicis Groupe may waive this clause.

It should also be recalled that, in accordance with article R. 22-10-18, III of the French Commercial Code, the payment of this compensation does not apply when Mrs. Anne-Gabrielle Heilbronner is retiring.

It is recalled that the compensation policy for members of the Management Board for the 2023 financial year, as well as the items paid or granted to Mrs. Anne-Gabrielle Heilbronner in 2022, were approved (91.88% and 95.47% positive votes, respectively) by the General Shareholders' Meeting of May 31, 2023 (eleventh and fifteenth resolutions) pursuant to articles L. 22-10-26, II and L. 22-10-34, II of the French Commercial Code (*ex ante* and *ex post* votes) respectively.

The compensation policy of Mrs. Anne-Gabrielle Heilbronner for the 2024 financial year or, as the case may be, until the adoption of the change in governance structure, will be submitted for approval to the General Shareholders' Meeting of May 29, 2024 in its fourteenth resolution pursuant to article L. 22-10-26, II of the French Commercial Code.

3.3.1.7 Compensation policy for Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024

The compensation policy for Mr. Michel-Alain Proch is based on the same principles as those for all corporate officers set out in Section 3.3.1.1 and includes the items applicable to members of the Management Board presented in Section 3.3.1.4 as well as the specific items presented below.

Mr. Michel-Alain Proch's term of office as a member of the Management Board ended on February 8, 2024. He retained his salaried positions until the expiry date of the notice period under the employment contract, *i.e.* February 14, 2024.

Annual fixed compensation

The gross annual fixed compensation of Mr. Michel-Alain Proch has been euro 720,000 gross since January 1, 2023. The annual fixed compensation, calculated on a *pro rata* basis over the period from January 1 to February 8, 2024, date of the end of his term of office, amounts to euro 77,143.

Annual variable compensation

Mr. Michel-Alain Proch will not be entitled to any annual variable compensation for the 2024 financial year.

Long-term variable share-based compensation

Publicis Groupe decided to set up a share plan each year for management and certain key employees of the Groupe. As a member of the Management Board, Mr. Michel-Alain Proch has been eligible for this plan since 2021.

Failing compliance with the presence condition stipulated in the various current plans (LTIP 2021 Directoire, LTIP 2022 Membres du Directoire and LTIP 2023 Membres du Directoire), all the shares granted to Mr. Michel-Alain Proch were canceled.

Benefits in kind

Use of a company car.

In addition, without coverage by Pôle Emploi (French unemployment agency), Mr. Michel-Alain Proch benefited from the unemployment insurance taken out by Publicis Groupe for corporate officers until the end of his employment contract.

Collective health and welfare insurance and pension plans

Mr. Michel-Alain Proch benefited from the coverage applicable to executives under the French system until the expiry date of his employment contract. Mr. Michel-Alain Proch could benefit from the PERECO and PER O plans open, under certain conditions, to Groupe employees in France with an employment contract.

Employment contract

Mr. Michel-Alain Proch had an employment contract with one of the Groupe's subsidiaries until February 14, 2024.

Severance payment

The commitments in force with Mr. Michel-Alain Proch provided that, in the event of a forced departure solely due to a change in control or strategy, and except in the event of serious or gross misconduct, he was entitled to a severance payment.

In the absence of a "forced departure," Mr. Michel-Alain Proch is not entitled to any severance payment.

Non-compete agreement

A non-compete clause had been agreed with Mr. Michel-Alain Proch when he joined Publicis Groupe, as part of his employment contract. This non-compete clause, valid for a maximum of two years, provided a maximum financial compensation to be paid equal to 30% of the most recent gross monthly salary, excluding variable items, received by Mr. Michel-Alain Proch prior to his departure from the Groupe, calculated on the average of the last 12 months preceding his departure. Publicis Groupe may waive this clause.

As Mr. Michel-Alain Proch joined LSEG (London Stock Exchange Group), it was decided to waive the non-compete clause in his employment contract. He will therefore not receive any financial compensation in this respect.

It is recalled that the compensation policy for the members of the Management Board for the 2023 financial year as well as the items paid or granted in 2022 to Mr. Michel-Alain Proch were approved by 91.88% and 95.53% of the votes at the General Shareholders' Meeting of May 31, 2023 (eleventh and seventeenth resolutions) pursuant to, respectively, articles L. 22-10-26 II and L. 22-10-34 II of the French Commercial Code (*ex ante* and *ex post* vote).

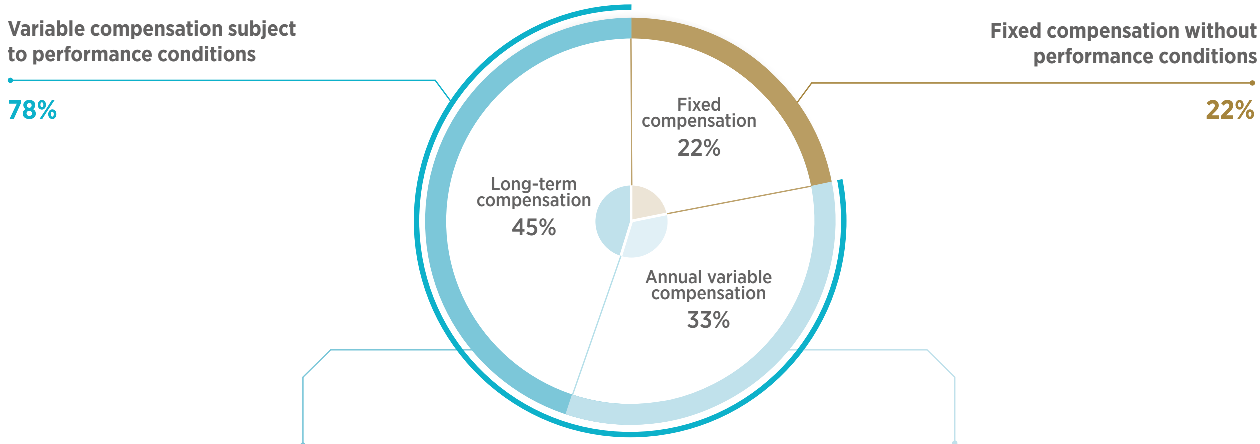
The compensation policy for Mr. Michel-Alain Proch as a member of the Management Board until February 8, 2024 for the 2024 financial year will be subject to approval of the General Shareholders' Meeting of May 29, 2024 in its fourteenth resolution pursuant to article L. 22-10-26 II of the French Commercial Code.

3.3.1.8 Compensation policy of Mr. Loris Nold, member of the Management Board from February 8, 2024

The compensation policy applicable to Mr. Loris Nold is based on the same principles as those for all corporate officers set out in Section 3.3.1.1 and includes the items applicable to members of the Management Board presented in Section 3.3.1.4 as well as the specific items presented below.

Loris Nold, member of the Management Board

Structure of the 2024 target compensation (1)



PERFORMANCE CONDITIONS
Measured over 3 years

90% OF RELATIVE FINANCIAL CRITERIA:

- 45% Organic growth
- 45% Operating margin

10% OF NON-FINANCIAL CONDITIONS:

- 5% Diversity, equity and inclusion
- 5% Fight against climate change

PERFORMANCE CONDITIONS

90% OF FINANCIAL CRITERIA:

- 20% Organic growth (absolute)
- 15% Operating margin (absolute)
- 10% TSR (absolute)
- 10% Cash flow management (absolute)
- 5% Debt Management (absolute)
- 20% Employee expenses (absolute)
- 10% G&A (absolute)

10% OF NON-FINANCIAL CONDITIONS:

- 5% Diversity, Equity and Inclusion
- 5% Fight against climate change

Annual fixed compensation

On November 22, 2023, the Supervisory Board, on the proposal of the Compensation Committee, decided to retain the gross annual fixed compensation of Mr. Loris Nold as set prior to assuming his duties as a member of the Management Board, *i.e.* euro 700,000 from April 1, 2023.

Annual variable compensation

On the recommendation of the Compensation Committee, the Supervisory Board approved the criteria for the variable compensation of Mr. Loris Nold for the 2024 financial year.

The variable compensation of Mr. Loris Nold, as set since January 1, 2023 and prior to his appointment as a member of the Management Board, and whose target is 150% and maximum is 200% of annual fixed compensation, is based, for the 2024 financial year on:

- three financial and stock market criteria for 50% of the variable portion, namely organic growth, operating margin and TSR (Total Shareholder Return);
- four quantifiable individual financial and non-financial criteria, for 50% of the variable part:
  - personnel costs: 20%, based on the Objective of "fixed personnel costs and freelance costs/revenue" in the annual budget validated by the Supervisory Board in March 2024,
  - cash flow and debt management: 10% based on the Objective validated by the Supervisory Board in March 2024,
  - the achievement of the G&A objectives (10%), and
  - Corporate Social Responsibility (CSR) for 10%.

To bring it into line with the variable remuneration arrangements for the Groupe's other managers, and to encourage outperformance, variable remuneration for all criteria could be increased if targets are exceeded, subject to a ceiling of one third for each criterion.

If all the criteria are exceeded, the annual variable compensation of Mr. Loris Nold may represent a maximum of 133.33% of his target annual variable compensation, *i.e.* 200% of his annual fixed compensation.

All these criteria, set in advance, are based on quantified, measurable objectives that are made public, with the exception of those that are of a strategic and confidential nature. All these criteria are proposed by the Compensation Committee and validated by the Supervisory Board.

The Committee assesses, in the finest detail, the performance for each objective and each criterion.

(1) To which are added peripheral elements (collective health and welfare insurance plans, pension benefits, unemployment insurance for company directors, other benefits in kind).

		Level of achievement of the performance			Acquisition scale (straight-line between the threshold and the maximum)		
Performance criteria	**Weight**	**Threshold***	**Target**	**Maximum**	**Threshold***	**Target**	**Maximum**
Organic growth of the Groupe's revenue based on the Objective validated by the Supervisory Board in March 2024	**20%**	Objective -x bp(1)	Objective(1)	Objective +y bp(1)	80%	100%	133.33%
Groupe **Operating margin** based on the Objective validated by the Supervisory Board in March 2024	**15%**	Objective -x' bp(2)	Objective(2)	Objective +y' bp(2)	80%	100%	133.33%
TSR (Total Shareholder Return)	**10%**	Objective	Objective	Objective +≥ the top quartile of the CAC 40	100%	100%	133.33%
Personnel costs – based on the Objective of "fixed personnel costs and freelance costs/revenue" in the annual budget validated by the Supervisory Board in March 2024	**20%**	Objective -x'' bp(3)	Objective(3)	Objective +y'' bp(3)	80%	100%	133.33%
Cash flow and debt management based on the Objective validated by the Supervisory Board in March 2024	**15%**						
• Cash flow management	10%	Objective -x''' €M(1)	Objective(1)	Objective +y''' €M(1)	80%	100%	133.33%
• Debt management	5%	Objective -x'''' €M(3)	Objective(3)	Objective +y'''' €M(3)	80%	100%	133.33%
Achievement of the G&A objectives – based on the Objective validated by the Supervisory Board in March 2024	**10%**	Objective -x''''' bp(3)	Objective(3)	Objective +y'''''(3)	80%	100%	133.33%
CSR – the assessment of the progress of the CSR policy is carried out with regard to the following priorities:	**10%**						
• Diversity, equity and inclusion: the trajectory aims for 45% women in the most important Executive Committees in 2025 with an indicative checkpoint of 44% at the end of 2024	5%	Objective 2024	Objective 2024	Objective 2025	100%	100%	133.33%
• Combating climate change: the trajectory aims for 100% of energy from direct renewable sources by 2030 with an indicative checkpoint of around 65% at the end of 2024	5%	Objective 2024	Objective 2024	Objective 2025	100%	100%	133.33%
TOTAL	**100%**			**TOTAL**	**84%**	**100%**	**133.33%**

* If the threshold is not reached, the applicable portion of variable compensation is reduced to zero.

(1) Strategic and confidential information that may not be disclosed. The target and the maximum are aligned with the guidance given to the market on February 8, 2024.

(2) Strategic and confidential information that may not be disclosed. The target is aligned with the guidance given to the market on February 8, 2024.

(3) Strategic and confidential information that may not be disclosed.

Long-term variable share-based compensation

Publicis Groupe decided to set up a share plan each year for management and certain key employees of the Groupe. As an employee of the Groupe and then a member of the Management Board from February 8, 2024, Mr. Loris Nold is eligible for this plan since 2021 under the same conditions as for the Groupe's management and certain key employees.

Under this plan implemented for members of the Management Board, the number of shares that may be delivered at the end of a three-year vesting period (except in the event of death or disability), *i.e.* in March 2027 for the "LTIP 2024 Membres du Directoire" will depend – for 90% of the shares awarded – on Publicis Groupe's average financial performance over a three-year period (2024-2026) as compared with the financial performance of a reference group comprising WPP, Omnicom, IPG and Publicis Groupe, plus two conditions relating to Corporate Social Responsibility for 10% of the shares awarded.

Assuming the performance conditions are met, entitlement to receive shares is subject to a presence condition until the end of the vesting period. Details of these plans are presented in Section 3.3.1.4.

In the event of forced departure or a departure due to a change in control or strategy, and except in the event of serious or gross misconduct, shares awarded may be retained *pro rata temporis*, pursuant to a reasoned decision of the Supervisory Board and subject to performance conditions.

In the event of retirement, he may, at the end of the vesting period and pursuant to a decision of the Supervisory Board, in accordance with the compensation policy approved by shareholders and applicable at that time, receive the shares granted to him *pro rata temporis*.

Benefits in kind

Use of a company car.

In addition, without coverage by Pôle Emploi (French unemployment agency), Mr. Loris Nold will benefit from unemployment insurance taken out by Publicis Groupe for the benefit of corporate officers.

Collective health and welfare insurance and pension plans

Mr. Loris Nold benefits from the coverage applicable to executives under the French system. Mr. Loris Nold may benefit from the PERECO and PER O plans open, subject to conditions, to all Groupe employees in France with an employment contract.

Employment contract

Mr. Loris Nold has an employment contract with one of the Groupe's subsidiaries.

Severance payment

The commitments in force with Mr. Loris Nold provide that, in the event of a forced departure solely due to a change in control or strategy, and except in the event of serious or gross misconduct, he would be entitled to a severance payment.

Provided that Mr. Loris Nold does not hold salaried positions within Publicis Groupe, the amount of the payment would be equal to one year's total gross compensation (fixed and variable compensation paid), calculated using the average of the last 24 months of compensation.

He would also have the right to exercise the options to subscribe to and/or to purchase the shares that have been awarded to him, and to retain the performance shares already granted to him *pro rata temporis*, subject to the performance conditions set out in the regulations for the plan in question.

In addition, this payment will be subject to a performance condition: the amount of the severance payment will only be payable in full if the average annual amount of the variable compensation vested by Mr. Loris Nold for the three years preceding his termination is at least equal to 75% of his "target variable compensation." If the average annual amount is less than 25% of the "target variable compensation," no sum or benefits will be due. If the average annual amount is between 25% and 75% of the "target variable compensation," payments and benefits will be calculated on a proportional basis between 0% and 100% using the rule of three.

The severance payment may only be paid after the determination by the Supervisory Board that the performance conditions had been achieved at the date on which his term as a member of the Management Board ended.

The severance payment and any compensation in respect of the employment contract may not exceed two years of total compensation (fixed and variable compensation paid).

Non-compete agreement

A non-compete clause had been agreed with Mr. Loris Nold as part of his employment contract. This non-compete clause, valid for a maximum of two years, provides a maximum financial compensation, payable monthly, equal to 30% of the most recent gross monthly salary, excluding variable items, received by Mr. Loris Nold prior to his departure from the Groupe, calculated on the average of the last 12 months preceding his departure. Publicis Groupe may waive this clause.

The compensation policy for Mr. Loris Nold as a member of the Management Board in respect of the 2024 financial year or, as the case may be, until the adoption of the change in governance structure, will be subject to approval by the General Shareholders' Meeting of May 29, 2024 in its fourteenth resolution pursuant to article L. 22-10-26, II of the French Commercial Code.

3.3.2 Compensation of corporate officers for the 2023 financial year

Pursuant to article L. 22-10-34, I of the French Commercial Code, the General Shareholders' Meeting deliberates on the disclosures mentioned in article L. 22-10-9 I of the French Commercial Code. The General Shareholders' Meeting of May 29, 2024 will thus be asked to vote on these disclosures in a resolution referenced below.

Should the General Shareholders' Meeting of May 29, 2024 not approve said resolution, the Supervisory Board will be required to submit a revised compensation policy, taking into account the shareholders' vote, for approval at the next General Shareholders' Meeting.

The disclosures mentioned in article L. 22-10-9, I of the French Commercial Code on the compensation of corporate officers in respect of the 2023 financial year will be subject to the approval of the General Shareholders' Meeting of May 29, 2024 in its sixth resolution.

3.3.2.1 Compensation of members of the Supervisory Board

The total compensation, including all benefits of any kind awarded or paid during the financial year ended December 31, 2023 to each member of the Supervisory Board, both by the Company and by the companies controlled by the Company as defined by article L. 233-16 of the French Commercial Code, is indicated hereafter.

Since 2022, the compensation of the members of the Supervisory Board in respect of their term of office (former attendance fees) consists of the fixed annual compensation of the members of the Supervisory Board plus compensation for each meeting of the Supervisory Board and committee on which they participate, with the exception of the compensation paid to the Chairman (see Section 3.3.2.2) and the exception of the salaries paid by a Groupe subsidiary to Mr. Pierre Pénicaud and Mrs. Patricia Velay-Borrini in respect of their salaried positions in 2023 (see Table 3). Where applicable, the amount of compensation paid to the Chairman and that related solely to his status as a member of the Supervisory Board included in the total compensation is reported. Total compensation is expressed in euros. The amounts indicated are gross amounts before deductions of taxes or social charges.

The items of compensation paid or awarded in respect of the 2022 financial year were approved by the previous General Shareholders' Meeting in its twelfth resolution. It is specified that the compensation of the members of the Supervisory Board paid or awarded in respect of the 2023 financial year complies with the compensation policy set out in Section 3.2.1.2 of the Publicis Groupe SA 2022 Universal Registration Document as widely approved by the General Shareholders' Meeting of May 31, 2023 in its ninth resolution pursuant to article L. 22-10-26, II of the French Commercial Code. The members of the Supervisory Board received fixed compensation of euro 10,000 per year (increased by euro 7,500 for those who chaired a committee), increased by euro 6,000 for Board meetings and committee meetings they attended (euro 7,500 per meeting for the Chairman of the Committee).

At their request, Mrs. Patricia Velay-Borrini and Mr. Pierre Pénicaud receive fixed compensation of euro 5,000, increased by euro 3,000 for each meeting of the Supervisory Board and each committee in which they participate, and the Company has decided to allocate an equivalent amount to charitable work.

3.3.2.2 Compensation paid or awarded to Mr. Maurice Lévy, Chairman of the Supervisory Board

Pursuant to article L. 22-10-34, II of the French Commercial Code, the General Shareholders' Meeting must vote on the fixed, variable and extraordinary items of total compensation and benefits of any kind paid during the past financial year or awarded for that financial year to the Chairman of the Supervisory Board.

The General Shareholders' Meeting of May 29, 2024 will therefore be asked to approve the items of compensation paid or awarded in respect of the 2023 financial year to Mr. Maurice Lévy, Chairman of the Supervisory Board, as described below. These items comply with the compensation policy for the Chairman of the Supervisory Board for the 2023 financial year presented in Section 3.2.1.3 of the Publicis Groupe SA 2022 Universal Registration Document as approved (87.08% positive votes) by the General Shareholders' Meeting of May 31, 2023 in its eighth resolution.

It is worth noting that components of compensation paid as from June 1, 2019 to the Chairman of the Board reflect his decision to waive one-third of his previous compensation, then his decision to reduce it to euro 1,300,000 as of 2021.

It should be noted that the variable and extraordinary items of compensation are subject to the approval of the General Shareholders' Meeting, in accordance with the provisions of article L. 22-10-34, II paragraph 2 of the French Commercial Code.

The items comprising the total compensation and benefits of any kind paid during the past financial year or awarded in respect of the same financial year to Mr. Maurice Lévy, Chairman of the Supervisory Board, are subject to the approval of the General Shareholders' Meeting of May 29, 2024 in its seventh resolution, pursuant to article L. 22-10-34, II, of the French Commercial Code.

/ Table - Items of compensation paid or awarded in 2023 to Mr. Maurice Lévy, Chairman of the Supervisory Board, subject to shareholder approval

Items of compensation subject to approval	Amounts paid in respect of the past financial year (period 2022-2023) (in €)	Amounts awarded in respect of the past financial year or accounting valuation (period 2023-2024) (in €)	Presentation
Fixed compensation	1,300,000	1,300,000	The amount awarded for 2023 is euro 1,300,000, pursuant to the compensation policy approved by the General Shareholders' Meeting of May 31, 2023 in its eighth resolution. This compensation takes into account Mr. Maurice Lévy's decision to reduce his compensation from euro 1,900,000 to euro 1,300,000 since 2021. The rules for determining the fixed compensation of the Chairman of the Supervisory Board are set out in Section 3.3.1.3 of this document.
Annual variable compensation	-	-	N/A
Multi-year variable compensation	-	-	N/A
Exceptional compensation	-	-	N/A
Stock options, performance shares or any other long-term benefit (warrants, etc.)	-	-	N/A
Compensation solely related to membership of the Supervisory Board	118,000	112,000	The rules for awarding compensation for membership of the Supervisory Board are set out in Section 3.3.1.2 of this document.
Other benefits	-	-	N/A
Indemnities when taking or leaving a function	-	-	N/A
Non-compete agreement	-	-	N/A
Supplementary pension plan	-	-	N/A
Collective health and welfare insurance plans	-	-	N/A
Compensation by the Company(ies) within the scope of consolidation as per article L. 233-16 of the French Commercial Code	-	-	N/A

3.3.2.3 Annual variable compensation to be paid in 2024 for the year 2023: common performance assessment applicable to members of the Management Board

The compensation policy adopted for the 2023 financial year was defined on the basis of performance criteria established in March 2023. The criteria and objectives have been rigorously defined, despite a particularly difficult macroeconomic context and an industry amidst a transformation. The Compensation Committee worked diligently to identify and assess individual performance objectives for the annual variable compensation of Management Board members, based on the following vesting scales.

Despite a particularly difficult macroeconomic context, and after six years of transformation, the Groupe recorded another “record” financial year in 2023 and clearly stood out from its competitors. The transition from a holding company to a platform organization has borne fruit. With organic growth in net revenue of +6.3% over the year, Publicis Groupe not only significantly outperformed the other communication groups for the fourth consecutive year, but also generated growth that was twice as fast as the main digital consulting firms. The same applies to financial indicators, whether in terms of margin or free cash flow. At a time when companies need partners who can truly help them transform in a demanding and constantly changing environment, Publicis Groupe’s unique model has made the difference, allowing the Groupe to gain market share and rank number 1 in new business for the fifth consecutive year.

With revenue of nearly euro 15 billion in 2023, up 35% compared to 2019, Publicis Groupe has established itself as the second-largest player in our industry and the leading player in terms of market capitalization (which surged by 28% year-on-year). In addition, the Groupe proposes a dividend of euro 3.40 per share for the 2023 financial year, up 17% year-on-year.

These excellent results have also enabled the Groupe to distribute to its employees a bonus package of more than euro 500 million in 2024 for the 2023 financial year.

3.3.2.4 Compensation paid or awarded to Mr. Arthur Sadoun, Chairman of the Management Board

Pursuant to article L. 22-10-34, II of the French Commercial Code, the General Shareholders’ Meeting must vote on the variable and extraordinary items of total compensation and benefits of any kind paid during the past financial year or awarded for that financial year to the Chairman of the Management Board.

The General Shareholders' Meeting of May 29, 2024 will therefore be asked to approve the items of compensation paid or awarded in respect of the 2023 financial year to Mr. Arthur Sadoun, Chairman of the Management Board, as described below. These items comply with the compensation policy for the Chairman of the Management Board for the 2023 financial year presented in Sections 3.2.1.4 and 3.2.1.5 of the Publicis Groupe SA 2022 Universal Registration Document, as approved by the General Shareholders’ Meeting of May 31, 2023 in its tenth resolution. Given the level of approval of the items of compensation at the previous General Shareholders' Meeting and the incentive to overperform on all criteria, the Compensation Committee paid close attention to the assessment of the performance criteria of the items of compensation awarded in respect of the 2023 financial year. In a particularly difficult macroeconomic context and in view of the Groupe’s exceptional results, the items of compensation paid or awarded in respect of the 2023 financial year are in line with those paid or awarded in respect of the 2022 financial year. It should be noted that the variable or extraordinary items of compensation are subject to the approval of the Ordinary General Shareholders’ Meeting, in accordance with the provisions of article L. 22-10-34, II, second paragraph, of the French Commercial Code.

The items comprising the total compensation and benefits of any kind paid during the past financial year or awarded in respect of the same financial year to Mr. Arthur Sadoun, Chairman of the Management Board, are subject to the approval of the General Shareholders' Meeting of May 29, 2024 in its eighth resolution, pursuant to article L. 22-10-34, II of the French Commercial Code.

/ Table - Items of compensation paid or awarded in 2023 to Mr. Arthur Sadoun, Chairman of the Management Board, subject to shareholder approval

Items of compensation subject to approval	Amounts paid in respect of the past financial year (in €)	Amounts awarded in respect of the past financial year or accounting valuation (in €)	Presentation
Fixed compensation	1,170,000	1,170,000	Proportion of fixed compensation (compared to the compensation paid): 31.85% The rules for determining the fixed compensation of the Chairman of the Management Board can be found in Section 3.3.1.5 of this document.
Annual variable compensation	2,503,800	3,393,000	Proportion of variable compensation (compared to the compensation paid): 68.15% Annual variable compensation to be paid in 2024 for the 2023 financial year: After reviewing the performance achieved for each of the criteria indicated below and pursuant to the compensation policy adopted by the previous General Shareholders' Meeting in the 2023 financial year, the Supervisory Board set the variable compensation of Mr. Arthur Sadoun at euro 3,393,000 gross, the payment of which will be subject to the approval of the General Shareholders' Meeting of May 29, 2024 in its eighth resolution, pursuant to article L. 22-10-34, II of the French Commercial Code. This amount results from the following facts and assessments shown below and in the table below.
Multi-year variable compensation	-	-	N/A
Exceptional compensation	-	-	N/A
Stock options, performance shares or any other long-term benefit (warrants, etc.)	711,240	3,438,003	In 2023, Mr. Arthur Sadoun exercised 35,491 stock options which were about to expire(1). The amount paid in 2023 corresponds to the realized exercise gain. Mr. Arthur Sadoun also benefited from a grant of performance shares in 2023 under the LTIP 2023 Président du Directoire as described in Section 3.3.1.4. The amount granted in 2023 corresponds to their valuation in the consolidated financial statements(2).
Retention contract		9,041,380	This amount corresponds to the valuation in the consolidated financial statements of the shares granted in 2023 to Mr. Arthur Sadoun under the Retention Contract as described in Section 3.3.1.5 and below in this section.
Other benefits	-	-	N/A
Indemnities when taking or leaving a function	-	-	No sum was awarded with respect to the past financial year. The severance payment described in Section 3.3.1.5 of this document which may be paid to Mr. Arthur Sadoun is equivalent to one year of total gross compensation (fixed and variable compensation paid) calculated on the average of the last 24 months of compensation, subject to performance conditions, *i.e.* an estimated amount of euro 3,371,900.
Non-compete agreement	-	-	No sum was awarded with respect to the past financial year. The non-compete compensation described in Section 3.3.1.5 that may be paid to Mr. Arthur Sadoun is equivalent to two years of total gross compensation (fixed compensation and target variable compensation) calculated on the average of the last 24 months of compensation, *i.e.* an estimated amount of euro 7,020,000 (not cumulative with a severance payment).

Items of compensation subject to approval	Amounts paid in respect of the past financial year (in €)	Amounts awarded in respect of the past financial year or accounting valuation (in €)	Presentation
Supplementary pension plan	-	-	N/A
Collective health and welfare insurance plans	4,957	4,957	This is the employer's contribution to the collective health and welfare insurance plans
Employment contract	No	No	N/A
Compensation by the Company(ies) within the scope of consolidation as per article L. 233-16 of the French Commercial Code	-	-	N/A

(1) See details in Table 5.
(2) See details in Table 6.

Annual variable compensation to be paid in 2024 for the 2023 financial year

The variable compensation of Mr. Arthur Sadoun, of a target amount up to 200% of his fixed compensation and a maximum of 300% of his fixed compensation, is based, for the 2023 financial year, on the one hand on financial performance criteria and, on the other hand, on quantifiable non-financial individual performance criteria considered to be important for the Groupe's development.

The compensation of the Chairman of the Management Board for 2023 is thus based on two types of criteria:

- two financial criteria, accounting for 80% of the overall weight of the criteria, taking into consideration trends in Publicis Groupe growth and profitability:
  - organic growth of the Groupe's revenue based on the Objective validated by the Supervisory Board in March 2023 for 40%,
  - Groupe operating margin based on the Objective validated by the Supervisory Board in March 2023 for 40%.

The variable compensation in respect of these criteria may only be paid if the Objective is achieved. If the Objective is exceeded, and in order to encourage outperformance, the annual variable compensation under these criteria may be increased, with a cap of 50% on each of these two criteria.

These financial criteria were chosen by the Supervisory Board, following the proposal of the Compensation Committee, because they are demanding and best express the quality of the Company's performance.

- a non-financial quantifiable individual criterion of 20% of the overall weighting based on Corporate Social Responsibility (CSR):
  - diversity, equity and inclusion: the trajectory aims for 45% women among key executives in 2025 with an indicative checkpoint of 43% at the end of 2023,
  - combating climate change: the trajectory aims for 100% of energy from direct renewable sources by 2030 with an indicative checkpoint of around 50% at the end of 2023.

    To accelerate the achievement of our CSR commitments even more quickly, the variable compensation in respect of this criterion could be increased by 50% if the objectives are exceeded and reach the next year's indicative checkpoint one year early.

Results

Criteria	Weight	Target and acquisition scale (straight-line between the threshold and the maximum)	Performance objectives	Results	Achievement rate	Amount of variable compensation to be paid
Publicis Groupe financial performance criteria						
Organic growth of the Groupe's revenue based on the Objective validated by the Supervisory Board in March 2023	**40%**	Threshold (80%) **Target (100%)** Maximum (150%)	Objective -x bp **Objective** Objective +y bp	With growth of +6.3%, the maximum Objective was exceeded.	150%	**€1,404,000**
Groupe **Operating margin** based on the Objective validated by the Supervisory Board in March 2023	**40%**	Threshold (80%) **Target (100%)** Maximum (150%)	Objective -x' bp **Objective** Objective +y' bp	With an operating margin of 18%, the maximum Objective was achieved.	150%	**€1,404,000**
Non-financial quantifiable individual criteria						
CSR – the assessment of the progress of the CSR policy is carried out with regard to the following priorities:						
• Diversity, equity and inclusion: the trajectory aims for 45% women in key management positions in 2025 with an indicative checkpoint of 43% at the end of 2023	**10%**	**Target (100%)** Maximum (150%)	**≈ 43%** ≈ 44%	With a rate of 43% women in key management positions at the end of 2023, the target Objective was achieved.	100%	**€234,000**
• Combating climate change: the trajectory aims for 100% of energy from direct renewable sources by 2030 with an indicative checkpoint of around 50% at the end of 2023 Objective	**10%**	**Target (100%)** Maximum (150%)	**≈ 50%** ≈ 60%	With an indicative checkpoint of 60% in 2023, the maximum Objective has been achieved.	150%	**€351,000**
Total (financial and non-financial criteria)	**100%**				**145%**	**€3,393,000**

Subject to approval by the General Shareholders' Meeting, the Supervisory Board, on the proposal of the Compensation Committee, approved the payment of variable compensation of euro 3,393,000 for 2023 (*i.e.* 145% of the variable compensation target of Mr. Arthur Sadoun), in view of the items detailed above and which is amply justified in view of the exceptional quality of Mr. Arthur Sadoun's work and the results obtained in 2023.

Retention contract

Under a five-year retention contract starting from January 1, 2023, on May 31, 2023, the Management Board, with the authorization of the Supervisory Board, granted 167,000 shares to Mr. Arthur Sadoun, corresponding to a value equal, on the basis of the opening share price on May 31, 2023, to two years' fixed salary per year of presence over a five-year period, *i.e.* ten years' fixed annual salary. It is specified that no other grant will be made under the retention contract.

The shares related to the retention contract will vest subject to continued presence, with Mr. Arthur Sadoun having to remain in office for the five-year retention period, *i.e.* until December 31, 2027.

If Mr. Arthur Sadoun left the Groupe before December 31, 2027, no shares would vest under the retention contract, except in the event of termination for the following reasons: illness, disability, death or change of control. If Mr. Arthur Sadoun's duties were terminated for one of these reasons, the right to receive the shares would be retained *pro rata temporis*.

As indicated in the 2023 compensation policy approved by the General Shareholders' Meeting of May 31, 2023, this is not a “departure” compensation, but on the contrary, a retention contract to induce Mr. Arthur Sadoun to remain as Groupe's Chairman of the Management Board in exchange for exceptional and specific compensation.

3.3.2.5 Compensation paid or awarded to Mrs. Anne-Gabrielle Heilbronner, member of the Management Board

Pursuant to article L. 22-10-34, II of the French Commercial Code, the General Shareholders' Meeting must vote on the variable and extraordinary items of total compensation and benefits of any kind paid during the past financial year or awarded for that financial year by means of a separate resolution for each member of the Management Board.

The General Shareholders' Meeting of May 29, 2024 will thus be asked to vote on the items of compensation paid or awarded in respect of the 2023 financial year to Mrs. Anne-Gabrielle Heilbronner, member of the Management Board, as set out below. These items comply with the compensation policy for members of the Management Board for the 2023 financial year presented in Sections 3.2.1.4 and 3.2.1.6 of the Publicis Groupe SA 2022 Universal Registration Document, as approved by the General Shareholders' Meeting of May 31, 2023 in its eleventh resolution. Given the strong approval of items of compensation at the previous General Shareholders' Meeting, the items of compensation paid or awarded in respect of the 2023 financial year are in line with those paid or awarded in respect of the 2022 financial year.

It should be noted that the variable or extraordinary items of compensation are subject to the approval of the Ordinary General Shareholders' Meeting, in accordance with the provisions of article L. 22-10-34, II, second paragraph, of the French Commercial Code.

The items comprising the total compensation and the benefits of any kind paid during the past financial year or awarded with respect to the same financial year to Mrs. Anne-Gabrielle Heilbronner, member of the Management Board, are subject to the approval of the General Shareholders' Meeting of May 29, 2024 in its ninth resolution, pursuant to article L. 22-10-34, II of the French Commercial Code.

/ Table – Items of compensation paid or awarded in 2023 to Mrs. Anne-Gabrielle Heilbronner, member of the Management Board, subject to shareholder approval

Items of compensation subject to approval	Amounts paid in respect of the past financial year (in €)	Amounts awarded in respect of the past financial year or accounting valuation (in €)	Presentation
Fixed compensation	600,000	600,000	Proportion of fixed compensation (compared to the compensation paid): 53.76%. The rules for determining fixed compensation can be found in Section 3.3.1.6 of this document.
Annual variable compensation	516,000	636,000	Proportion of variable compensation (compared to the compensation paid): 46.24% Annual variable compensation to be paid in 2024 for the 2023 financial year: After reviewing the performance achieved for each of the criteria indicated below and pursuant to the compensation policy adopted by the previous General Shareholders' Meeting during the 2023 financial year, the Supervisory Board set the variable compensation of Mrs. Anne-Gabrielle Heilbronner at euro 636,000 gross, the payment of which will be subject to the approval of the General Shareholders' Meeting of May 29, 2024 in its ninth resolution, pursuant to article L. 22-10-34, II of the French Commercial Code. This amount results from the following facts and assessments shown below and in the table below.
Multi-year variable compensation	-	-	N/A
Exceptional compensation	-	-	N/A
Stock options, performance shares or any other long-term benefit (warrants, etc.)	N/A	1,048,108	This amount corresponds to the valuation in the consolidated financial statements of the performance shares granted in 2023 to Mrs. Anne-Gabrielle Heilbronner under the LTIP 2023 Membres du Directoire as described in Section 3.3.1.4[1].
Other benefits	19,430	19,430	This amount corresponds to the coverage by Publicis Groupe of unemployment insurance and the use of a company car.
Indemnities when taking or leaving a function	-	-	No sum was awarded with respect to the past financial year. The severance payment described in Section 3.3.1.6 that may be paid to Mrs. Anne-Gabrielle Heilbronner equates to one year of total gross compensation (fixed and variable compensation paid), subject to performance conditions, *i.e.* an estimated amount of euro 1,116,000.
Non-compete agreement	-	-	No sum was awarded with respect to the past financial year. The non-compete payment described in Section 3.3.1.6 that may be paid to Mrs. Anne-Gabrielle Heilbronner under her employment contract equates to 30% of gross salary, excluding variable items, *i.e.* an estimated amount of euro 180,000.
Collective pension plan	3,519	3,519	This is the employer's contribution to the PERCO.
Collective health and welfare insurance plans	4,957	4,957	This is the employer's contribution to the collective health and welfare insurance plans.

Items of compensation subject to approval	Amounts paid in respect of the past financial year (in €)	Amounts awarded in respect of the past financial year or accounting valuation (in €)	Presentation
Compensation by the Company within the scope of consolidation as per article L. 233-16 of the French Commercial Code	-	-	Mrs. Anne-Gabrielle Heilbronner continues to benefit from an employment contract with one of the Groupe's subsidiaries. Mrs. Anne-Gabrielle Heilbronner holds other positions in Groupe subsidiaries. Compensation for offices in Groupe companies is excluded by Janus, the Publicis Groupe code of conduct. Mrs. Anne-Gabrielle Heilbronner does not receive compensation other than that detailed in this document.

(1) See details in Table 6.

Annual variable compensation to be paid in 2024 for the 2023 financial year

The variable compensation of Mrs. Anne-Gabrielle Heilbronner, with a target amount of up to 100% of her fixed compensation and a maximum amount not exceeding 106% of her fixed compensation, is based on:

- two criteria linked to the Groupe's financial performance, each counting equally, for 30% of the variable compensation:
  - organic growth of the Groupe's revenue based on the Objective validated by the Supervisory Board in March 2023 for 15%,
  - Groupe operating margin based on the Objective approved by the Supervisory Board in March 2023 for 15%.

    The variable compensation in respect of these two criteria may only be paid if the Objective is achieved. If the Objective is exceeded, and in order to encourage out performance, the annual variable compensation under these criteria may be increased, with a cap of 20% on each of these two criteria;
- four quantifiable individual financial and non-financial criteria, in line with main areas of responsibility, accounting for 70% of variable compensation:
  - audit (20%) – execution of the plan approved by the Audit Committee in November 2022: 55 audit missions planned (entity-level audits; IT; works; in compliance with IFACI rules),
  - personnel costs (20%) – based on the Objective of "fixed personnel costs and freelance costs/revenue" in the annual budget approved by the Supervisory Board in March 2023,
  - legal (10%):
    - number of people trained in Compliance,
    - positive financial impact of the Legal Department on litigation (difference between amounts paid plus legal fees and amounts claimed),
  - two CSR criteria for 20%. The assessment of the progress of the CSR policy is made regarding the following priorities:
    - Diversity, equity and inclusion: the trajectory aims for 45% women among key executives in 2025 with an indicative checkpoint of 43% at the end of 2023,
    - Combating climate change: the trajectory aims for 100% of energy from direct renewable sources by 2030 with an indicative checkpoint of around 50% at the end of 2023.

Results

Criteria	Weight	Target and acquisition scale (straight-line between the threshold and the maximum)	Performance objectives	Results	Achievement rate	Amount of variable compensation to be paid
Publicis Groupe financial performance criteria						
Organic growth of the Groupe's revenue based on the Objective validated by the Supervisory Board in March 2023	**15%**	Threshold (80%) **Target (100%)** Maximum (120%)	Objective -x bp **Objective** Objective +y bp	With growth of +6.3%, the maximum Objective was exceeded.	120%	**€108,000**
Groupe **Operating margin** based on the Objective approved by the Supervisory Board in March 2023	**15%**	Threshold (80%) **Target (100%)** Maximum (120%)	Objective -x′ bp **Objective** Objective +y′ bp	With an operating margin of 18%, the maximum Objective was achieved.	120%	**€108,000**
Individual quantifiable financial and non-financial criteria						
Audit – execution of the plan approved by the Audit Committee in November 2022: 55 audit missions planned (entity-level audits; IT; works; in compliance with IFACI rules)	**20%**	Threshold (80%) **Target (100%)**	40 **55**	With 64 missions carried out in 2023, the target Objective was achieved and exceeded.	100%	**€120,000**
Personnel costs – based on the Objective of "fixed personnel costs and freelance costs/revenue" in the annual budget approved by the Supervisory Board in March 2023	**20%**	Threshold (80%) **Target (100%)**	Objective +x″ bp **Objective**	Target Objective achieved and exceeded by 80 basis points	100%	**€120,000**
Legal						
• Number of people trained in Compliance	**5%**	Threshold (80%) **Target (100%)**	≥ 80% of the Objective **Objective**	Objective broadly exceeded with 84% of employees trained in Data Privacy and Data Security	100%	**€30,000**
• Positive financial impact of the Legal Department on litigation (difference between amounts paid plus legal fees and amounts claimed)	**5%**	Target (100%)	Positive impact	Objective broadly exceeded with a strong positive financial impact from the Legal Department on litigation (+€216 million)	100%	**€30,000**

Criteria	Weight	Target and acquisition scale (straight-line between the threshold and the maximum)	Performance objectives	Results	Achieve-ment rate	Amount of variable compensation to be paid
CSR – the assessment of the progress of the CSR policy is carried out with regard to the following priorities:						
• Diversity, equity and inclusion: the trajectory aims for 45% women in key management positions in 2025 with an indicative checkpoint of 43% at the end of 2023	10%	**Target (100%)**	≈ **43%**	With a rate of 43% women in key management positions at the end of 2023, the target Objective was achieved.	100%	**€60,000**
• Combating climate change: the trajectory aims for 100% of energy from direct renewable sources by 2030 with an indicative checkpoint of around 50% at the end of 2023 Objective	10%	**Target (100%)**	≈ **50%**	With an indicative checkpoint of 60% in 2023, the target Objective was achieved and exceeded.	100%	**€60,000**
Total (financial and non-financial criteria)	**100%**				**106%**	**€636,000**

All objectives were achieved or exceeded. Subject to the approval of the General Shareholders' Meeting, the Supervisory Board, on the recommendation of the Compensation Committee, approved the payment of variable compensation of euro 636,000 in respect of 2023 (*i.e.* 106% of the target variable compensation of Mrs. Anne-Gabrielle Heilbronner), given the items detailed above.

3.3.2.6 Compensation paid or awarded to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024

Pursuant to article L. 22-10-34, II of the French Commercial Code, the General Shareholders' Meeting must vote on the variable and extraordinary items of total compensation and benefits of any kind paid during the past financial year or awarded for that financial year by means of a separate resolution for each member of the Management Board.

The General Shareholders' Meeting of May 29, 2024 will therefore be asked to approve the items of compensation paid or awarded in respect of the 2023 financial year to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024, as described below. These items comply with the compensation policy established for Mr. Michel-Alain Proch in respect of the 2023 financial year presented in Sections 3.2.1.4 and 3.2.1.7 of the Publicis Groupe SA 2022 Universal Registration Document as approved by the General Shareholders' Meeting of May 31, 2023 in its eleventh resolution.

It should be noted that the variable or extraordinary items of compensation are subject to the approval of the Ordinary General Shareholders' Meeting in accordance with the provisions of article L. 22-10-34, II, second paragraph, of the French Commercial Code.

The items comprising the total compensation and benefits of any kind paid during the past financial year or awarded in respect of the same financial year to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024, are subject to the approval of the General Shareholders' Meeting of May 29, 2024 in its tenth resolution pursuant to article L. 22-10-34, II of the French Commercial Code.

/ Table - Items of compensation paid or awarded in 2023 to Mr. Michel-Alain Proch, member of the Management Board, subject to shareholder approval

Items of compensation subject to approval	Amounts paid in respect of the past financial year (in €)	Amounts awarded in respect of the past financial year or accounting valuation (in €)	Presentation
Fixed compensation	720,000	720,000	Proportion of fixed compensation (compared to the compensation paid): 56.87% The rules for determining fixed compensation can be found in Section 3.3.1.7 of this document.
Annual variable compensation	546,000	691,200	Proportion of variable compensation (compared to the compensation paid): 43.13% Annual variable compensation to be paid in 2024 for the 2023 financial year: After reviewing the performance achieved for each of the criteria indicated below and pursuant to the compensation policy adopted by the previous General Shareholders' Meeting in the 2023 financial year, the Supervisory Board set the variable compensation of Mr. Michel-Alain Proch at euro 691,200 gross, the payment of which will be submitted to the General Shareholders' Meeting of May 29, 2024 in its tenth resolution, pursuant to article L. 22-10-34, II of the French Commercial Code. This amount results from the following facts and assessments shown below and in the table below.
Multi-year variable compensation	-	-	N/A
Exceptional compensation	-	-	N/A
Stock options, performance shares or any other long-term benefit (warrants, etc.)	N/A	1,256,717	This amount corresponds to the valuation in the consolidated financial statements of the performance shares granted in 2023 to Mr. Michel-Alain Proch in respect of the LTIP 2023 Membres du Directoire(1).
Other benefits	18,566	18,566	This amount corresponds to Publicis Groupe contributions in 2023 for unemployment insurance and the use of a company car.
Indemnities when taking or leaving a function	-	-	No sum was awarded with respect to the past financial year. The severance payment described in Section 3.3.1.7 that may be paid to Mr. Michel-Alain Proch was equivalent to one year of total gross compensation (fixed and variable compensation paid), subject to performance conditions, *i.e.* an estimated amount of euro 1,266,000.
Non-compete agreement	-	-	No sum was awarded with respect to the past financial year. The non-compete compensation described in Section 3.3.1.7 that may be paid to Mr. Michel-Alain Proch under his employment contract was equivalent to 30% of his gross salary, excluding variable items, *i.e.* an estimated amount of euro 216,000.
Collective pension plan	3,519	3,519	This is the employer's contribution to the PERCO.
Collective health and welfare insurance plans	4,957	4,957	This is the employer's contribution to the collective health and welfare insurance plans.
Compensation by the Company(ies) within the scope of consolidation as per article L. 233-16 of the French Commercial Code	-	-	Mr. Michel-Alain Proch had an employment contract with one of the Groupe's subsidiaries. Mr. Michel-Alain Proch held other offices within Groupe subsidiaries. Compensation for offices in Groupe companies is excluded by Janus, the Publicis Groupe Code of Conduct and Ethics Mr. Michel-Alain Proch did not receive any compensation other than that described in this document.

(1) See details in Table 6. As Mr. Michel-Alain Proch ended his term of office, the performance shares granted to him were canceled.

Annual variable compensation to be paid in 2024 for the 2023 financial year

The variable compensation of Mr. Michel-Alain Proch, of a target amount representing up to 100% of his fixed compensation and a maximum amount not exceeding 106% of his target variable compensation, is based on:

- three financial and Stock Exchange related criteria for 40% of the variable part:
  - organic growth of the Groupe's revenue based on the Objective validated by the Supervisory Board in March 2023 for 15%,
  - Groupe operating margin based on the Objective validated by the Supervisory Board in March 2023 for 15%,
  - TSR (Total Shareholder Return) for 10%.

The variable compensation in respect of these criteria may only be paid if the Objective is achieved. If the growth and margin objective is exceeded, and in order to encourage outperformance, the annual variable compensation in respect of these criteria may be increased, with a cap of 20% on each of these two criteria;

- four quantifiable individual financial and non-financial criteria, for 60% of the variable part:
  - personnel costs (20%) – based on the Objective of "fixed personnel costs and freelance costs/revenue" in the annual budget validated by the Supervisory Board in March 2023,
  - cash flow and debt management (20%) – based on the Objective validated by the Supervisory Board in March 2023,
  - achievement of the G&A objectives (10%) – based on the Objective validated by the Supervisory Board in March 2023,
  - two CSR criteria for 10%. The assessment of the progress of the CSR policy is made regarding the following priorities:
    - Diversity, equity and inclusion: the trajectory aims for 45% women in key management positions in 2025 with an indicative checkpoint of 43% at the end of 2023,
    - Combating climate change: the trajectory aims for 100% of energy from direct renewable sources by 2030 with an indicative checkpoint of around 50% at the end of 2023.

Results

Criteria	Weight	Target and acquisition scale (straight-line between the threshold and the maximum)	Performance objectives	Results	Achievement rate	Amount of variable compensation to be paid
Publicis Groupe financial performance and stock market criteria						
Organic growth of the Groupe's revenue based on the Objective validated by the Supervisory Board in March 2023	**15%**	Threshold (80%) **Target (100%)** Maximum (120%)	Objective -x bp **Objective** Objective +y bp	With growth of +6.3%, the maximum Objective was exceeded.	120%	**€129,600**
Groupe **Operating margin** based on the Objective approved by the Supervisory Board in March 2023	**15%**	Threshold (80%) **Target (100%)** Maximum (120%)	Objective -x' bp **Objective** Objective +y' bp	With an operating margin of 18%, the maximum Objective was achieved.	120%	**€129,600**
TSR (Total Shareholder Return)	**10%**	**Target (100%)**	**Objective**	With a TSR of 36%, the target Objective was achieved and exceeded	100%	**€72,000**

Criteria	Weight	Target and acquisition scale (straight-line between the threshold and the maximum)	Performance objectives	Results	Achievement rate	Amount of variable compensation to be paid
Individual quantifiable financial and non-financial criteria						
Personnel costs – based on the Objective of "fixed personnel costs and freelance costs/revenue" in the annual budget validated by the Supervisory Board in March 2023	**20%**	Threshold (80%) **Target (100%)**	Objective +x" bp **Objective**	Target Objective achieved and exceeded by 80 basis points	100%	**€144,000**
Cash flow and debt management – based on the Objective validated by the Supervisory Board in March 2023						
• Cash flow management	**10%**	Threshold (80%) **Target (100%)**	Objective -x''' bp **Objective**	Target Objective exceeded by €95 million	100%	**€72,000**
• Debt Management	**10%**	Threshold (80%) **Target (100%)**	Objective -x''' bp **Objective**	Objective not met	0%	**- €**
Achievement of the G&A objectives – based on the Objective validated by the Supervisory Board in March 2023	**10%**	Threshold (80%) **Target (100%)**	Objective -x'''' bp **Objective**	Objective achieved	100%	**€72,000**
CSR – the assessment of the progress of the CSR policy is carried out with regard to the following priorities:						
• Diversity, equity and inclusion: the trajectory aims for 45% women in key management positions in 2025 with an indicative checkpoint of 43% at the end of 2023	**5%**	**Target (100%)**	**≈ 43%**	With a rate of 43% women in key management positions at the end of 2023, the target Objective was achieved.	100%	**€36,000**
• Combating climate change: the trajectory aims for 100% of energy from direct renewable sources by 2030 with an indicative checkpoint of around 50% at the end of 2023 Objective	**5%**	**Target (100%)**	**≈ 50%**	With an indicative checkpoint of 60% in 2023, the target Objective was achieved and exceeded.	100%	**€36,000**
Total (financial and non-financial criteria)	**100%**				**96%**	**€691,200**

All objectives were achieved or exceeded with the exception of Debt Management. Subject to the approval of the General Shareholders' Meeting, the Supervisory Board, on the proposal of the Compensation Committee, approved the payment of variable compensation of euro 691,200 in respect of 2023 (*i.e.* 96% of the target variable compensation of Mr. Michel-Alain Proch), taking into account all the items detailed above.

3.3.2.7 Comparison of the compensation of executive corporate officers with the Company's performance and the average and median compensation of employees

Pursuant to article L. 22-10-9, I (6) and (7) of the French Commercial Code, the table below indicates the ratios of the level of compensation of the executive corporate officers to, on one hand, the average compensation on a full-time equivalent basis of employees who are not executive corporate officers and, on the other hand, the median compensation on a full-time equivalent basis of employees who are not executive corporate officers; as well as the annual evolution in the compensation of the executive corporate officers, the Company's performance, the average compensation on a full-time equivalent basis of employees who are not executive corporate officers and the aforementioned ratios, over the past five financial years.

The ratios presented below pursuant to Order no. 2019-1234 of November 27, 2019 have been calculated on the basis of the median and average compensation paid to Company employees during the 2019 to 2023 financial years.

Scope

Publicis Groupe SA currently employs only one person. In 2023, the ratio determined at the level of Publicis Groupe SA was 31 compared to the compensation of Mr. Maurice Lévy, Chairman of the Supervisory Board [(1)], 79 compared to the compensation of Mr. Arthur Sadoun, Chairman of the Management Board [(2)], 28 compared to Mr. Michel-Alain Proch [(3)] and 25 in relation to the compensation of Mrs. Anne-Gabrielle Heilbronner [(4)], members of the Management Board. Pursuant to recommendation 27.2 of the Afep-Medef Corporate Governance Code, and in line with article L. 22-10-9, I (6) and (7) of the French Commercial Code, Publicis Groupe has decided to publish in detail the ratios required by law on an expanded scope, representative of the Groupe's business in France, to which have been added the workforce of all Groupe companies in the United States and the United Kingdom. This scope is economically relevant insofar as it represents the bulk of the Groupe's payroll (72%) and Groupe revenue (74%), the remainder being spread across other countries worldwide. As a result, the publication of the ratios required on the basis of this expanded scope makes it possible to provide clear information that fully meets the objective of transparency regarding compensation gaps. A scope restricted to France has also been excluded, as it accounts for only 6% of the Groupe's revenue, 6% of the Groupe's payroll, and is not representative of its business.

Compensation items

The compensation of the executive corporate officers and employees used for the purposes of the table below includes all items of compensation (fixed and variable) and benefits of any kind paid during the 2019 to 2023 financial years. Only recurring compensation items are included in the 2023 compensation items. The method used to determine and value the items of compensation for executive corporate officers and employees is harmonized.

By analogy, share-based compensation has been taken into account at its acquisition value (*i.e.* the number of shares vested during the relevant financial year multiplied by the share price on the vesting date, less any acquisition price paid) in respect of the 2019 to 2023 financial years. For the 2023 financial year, "recurring" share-based compensation from the Publicis Sapient and Publicis Epsilon plans has been taken into account at its actual value to determine employees' total compensation in 2023.

However, for three-year plans implemented until 2019 (in particular the LTIP 2019-2021 Directoire plan), the amount of share-based compensation, although determined at its actual value upon delivery of the shares, is allocated in the amount of one third to each of the three years of the plan's performance in order to be economically relevant. Thus, the share-based compensation resulting from the LTIP 2019-2021 Directoire (vesting in 2022) was spread over the three years of this plan's performance, *i.e.* in 2019, 2020 and 2021. These valuations make it possible to reflect the strict performance conditions of our plans and the specific details of the performance shares awarded to our executive corporate officers. It should be noted that from 2021, the grant of shares to the Groupe's corporate officers will now be carried out on an annual cycle.

(1) The ratios for the previous four years are 62 for 2019, 42 for 2020, 30 for 2021 and 29 for 2022 in relation to the compensation of Mr. Maurice Lévy, Chairman of the Supervisory Board from June 1, 2017.
(2) The ratios for the previous four years are 65 for 2019, 62 for 2020, 77 for 2021 and 63 for 2022 in relation to the compensation of Mr. Arthur Sadoun, Chairman of the Management Board from June 1, 2017.
(3) The ratios for the previous four years are 41 for 2019, 41 for 2020, 38 for 2021 and 25 for 2022, compared to the compensation of Mr. Jean-Michel Etienne, member of the Management Board until December 31, 2020 and Mr. Michel-Alain Proch, member of the Management Board from January 15, 2021 to February 8, 2024
(4) The ratios for the previous four years are 28 for 2019, 27 for 2020, 30 for 2021 and 25 for 2022.

For information purposes, the table below summarizes the methodology applied for the main compensation items of corporate officers.

Recurring compensation items (1)	Base	Financial year
1. Annual fixed compensation	Total gross amount paid	Financial year Y
2. Annual variable compensation and any other exceptional compensation	Total gross amount paid	Financial year Y (in respect of Y-1)
3. Share-based compensation: • Annual LTIs (Groupe LTIP, Publicis Sapient and Epsilon plans)	• Acquisition gain *(= Market value of the shares at the date of delivery of the shares)*	• Financial year
• Three-year LTIs implemented until 2019 (LTIP 2019-2021 Directoire)	• 1/3 of the acquisition gain *(= Market value of the shares at the date of delivery of the shares divided by three)*	• Financial year Y-3 (performance year 1 of the plan) Financial year Y-2 (performance year 2 of the plan) Financial year Y-1 (performance year 3 of the plan)
4. Other obligations or benefits of any kind	Valuation of the obligation or benefit in kind	Financial year Y

Changes in aggregates

	2019	2020	2021	2022	2023
Performance of the Company					
Company net revenue (in millions of euros)	9,800	9,712	10,487	12,572	13,099
(Change compared with the previous financial year)	*+9.27%*	*-0.90%*	*+7.98%*	*+19.88%*	*+4.19%*
Compensation of employees					
Average compensation of employees (full time equivalent basis excluding executive corporate officers)	83,593	91,499	91,366	98,521	107,987
(Change compared with the previous financial year)	*+3.96%*	*+9.46%*	*-0.15%*	*+7.83%*	*+9.61%*
Median compensation of employees (full time equivalent basis excluding executive corporate officers)	65,005	74,732	71,339	76,259	84,861
(Change compared with the previous financial year)	*+4.17%*	*+14.96%*	*-4.54%*	*+6.90%*	*+11.28%*
Chairman of the Supervisory Board					
Compensation of Mr. Maurice Lévy	2,885,000	1,985,000	1,425,000	1,385,000	1,418,000
(Change compared with the previous financial year)	*+1.41%*	*-31.20%*	*-28.21%*	*-2.81%*	*+2.38%*
Ratio to average employee compensation	35	22	16	14	13
(Change compared with the previous financial year)	*-2.46%*	*-37.14%*	*-28.11%*	*-9.87%*	*-6.62%*
Ratio to median employee compensation	44	27	20	18	17
(Change compared with the previous financial year)	*-2.65%*	*-40.15%*	*-24.80%*	*-9.08%*	*-8.00%*
Chairman of the Management Board(1)					
Compensation of Mr. Arthur Sadoun	3,038,009	2,888,009	3,638,009	3,070,000	3,673,800
(Change compared with the previous financial year)	*+10.49%*	*-4.94%*	*+25.97%*	*-15.61%*	*+19.67%*
Ratio to average employee compensation	36	32	40	31	34
(Change compared with the previous financial year)	*+6.29%*	*-13.15%*	*+26.15%*	*-21.74%*	*+9.18%*
Ratio to median employee compensation	47	39	51	40	43
(Change compared with the previous financial year)	*+6.07%*	*-17.31%*	*+31.96%*	*-21.06%*	*+7.54%*

(1) The exercise of stock options carried out in 2023 is not a recurring component of compensation by its nature; the last grant was in 2013. The exercise of stock options was therefore not taken into account in the equity ratio calculations.

	2019	2020	2021	2022	2023
Member of the Management Board (Jean-Michel Etienne/Michel-Alain Proch[(1)(2)])					
Compensation	1,937,339	1,938,339	1,776,149	1,200,000	1,284,566
(Change compared with the previous financial year)	*-17.15%*	*+0.05%*	*-8.37%*	*-32.44%*	*+7.05%*
Ratio to average employee compensation	23	21	19	12	12
(Change compared with the previous financial year)	*-20.30%*	*-8.59%*	*-8.23%*	*-37.34%*	*-2.37%*
Ratio to median employee compensation	30	26	25	16	15
(Change compared with the previous financial year)	*-20.46%*	*-12.97%*	*-4.01%*	*-36.80%*	*-3.80%*
Member of the Management Board (Anne-Gabrielle Heilbronner[(1)])					
Compensation	1,305,027	1,245,027	1,425,027	1,212,857	1,135,430
(Change compared with the previous financial year)	*-9.80%*	*-4.60%*	*+14.46%*	*-14.89%*	*-6.38%*
Ratio to average employee compensation	16	14	16	12	11
(Change compared with the previous financial year)	*-13.24%*	*-12.84%*	*+14.62%*	*-21.07%*	*-14.62%*
Ratio to median employee compensation	20	17	20	16	13
(Change compared with the previous financial year)	*-13.41%*	*-17.02%*	*+19.90%*	*-20.38%*	*-15.87%*
Member of the Management Board (Steve King[(1)(3)])					
Compensation	3,257,756	2,625,591	3,306,453	3,082,913	n/a
(Change compared with the previous financial year)	*+7.98%*	*-19.40%*	*+25.93%*	*-6.76%*	*n/a*
Ratio to average employee compensation	39	29	36	31	n/a
(Change compared with the previous financial year)	*+3.86%*	*-26.37%*	*+26.12%*	*-13.53%*	*n/a*
Ratio to median employee compensation	50	35	46	40	n/a
(Change compared with the previous financial year)	*+3.66%*	*-29.90%*	*+31.92%*	*-12.78%*	*n/a*

(1) The 2019, 2020 and 2021 compensation of the Chairman and members of the Management Board has been amended to include the portion of the acquisition gain on vesting (*i.e.* 1/3 per year of performance) achieved as part of the 2019-2021 LTIP whose delivery took place in 2022.

(2) The term of office Mr. Jean-Michel Etienne as a member of the Management Board ended on December 31, 2020, and that of Mr. Michel-Alain Proch began on January 15, 2021. The compensation for 2021 therefore takes into account, on the one hand, the fixed compensation of Mr. Michel-Alain Proch paid in 2021 and, on the other hand, the variable compensation of Mr. Jean-Michel Etienne paid in 2021 (for 2020). The amount of the acquisition gain made under the 2019-2021 LTIP by Mr. Jean-Michel Etienne has been reintegrated into the CFO's compensation for 2019, 2020 and 2021 prior to the application of *pro rata temporis*.

(3) The compensation for 2022 of Mr. Steve King was annualized for the calculation of the ratios. Mr. Steve King was not replaced at the end of his term of office, which ended on September 14, 2022.

With the increase between 2022 and 2023 in the average (+10%) and median (+11%) annual compensation of the Groupe's employees, the equity ratios for the 2023 financial year are stable compared to those of 2022. The increase in Mr. Arthur Sadoun's ratio is explained by the Groupe's excellent results in 2022, which were reflected in the annual variable compensation paid in 2023 in respect of the outperformance.

3.3.2.8 Standardized presentation of compensation (AMF and Afep-Medef)

Position-recommendation 2021-02 of the AMF and the Afep-Medef Corporate Governance Code recommends a standardized presentation of the compensation of executive corporate officers of companies whose securities are traded on a regulated market.

/ Table 1 (AMF nomenclature) summary table of the compensation, options and shares awarded to each executive corporate officer *(in euros)*

	2023	2022
Management Board		
Arthur Sadoun, Chairman of the Management Board(1)		
Compensation awarded for the financial year(2)	4,563,000	3,673,800
Valuation of multi-year variable compensation granted during the financial year	-	-
Valuation of options granted during the financial year	-	-
Valuation of performance shares granted during the financial year(3)	3,438,003	2,988,082
Valuation of other long-term compensation plans	-	-
Total	**8,001,003**	**6,661,882**
Anne-Gabrielle Heilbronner, Secretary General		
Compensation granted for the financial year(2)	1,255,430	1,128,357
Valuation of multi-year variable compensation granted during the financial year	-	-
Valuation of options granted during the financial year	-	-
Valuation of performance shares granted during the financial year(3)	1,048,108	1,034,496
Valuation of other long-term compensation plans	-	-
Total	**2,303,539**	**2,162,853**
Michel-Alain Proch, Groupe Chief Financial Officer Member of the Management Board from January 15, 2021 to February 8, 2024		
Compensation awarded for the financial year(2)	1,429,766	1,157,261
Valuation of multi-year variable compensation granted during the financial year	-	-
Valuation of options granted during the financial year	-	-
Valuation of performance shares granted during the financial year(4)	1,256,717	1,034,496
Valuation of other long-term compensation plans	-	-
Total	**2,686,483**	**2,191,757**

(1) To which must be added the allocation of 167,000 shares (valued at euro 9,041,380 in the consolidated financial statements) made by the Management Board on May 31, 2023 under the five-year retention contract.
(2) See details in Table 2.
(3) See details in Table 6.
(4) See details in Table 6. As the presence condition attached to performance shares was not met, all the shares awarded to Mr. Michel-Alain Proch were canceled, including those awarded in 2023.

/ Table 2 (AMF nomenclature) summary table of the compensation for each executive corporate officer *(in euros)*

In general, the compensation paid corresponds to the fixed compensation for the specified year and the variable portion corresponds to that of the previous year.

No multi-year variable compensation, exceptional compensation or compensation awarded for serving as a director was paid to corporate officers.

	2023 – Amounts:		2022 – Amounts:	
	Awarded	Paid	Awarded	Paid
Management Board				
Arthur Sadoun, Chairman of the Management Board				
Fixed compensation	1,170,000	1,170,000	1,170,000	1,170,000
Annual variable compensation(1)	3,393,000	2,503,800	2,503,800	1,900,000
Benefits in kind(2)	-	-	-	-
Total	**4,563,000**	**3,673,800**	**3,673,800**	**3,070,000**
Anne-Gabrielle Heilbronner, Secretary General				
Fixed compensation	600,000	600,000	600,000	600,000
Annual variable compensation(3)	636,000	516,000	516,000	600,000
Benefits in kind(4)	19,430	19,430	12,357	12,357
Total	**1,255,430**	**1,135,430**	**1,128,357**	**1,212,357**
Michel-Alain Proch, Groupe Chief Financial Officer Member of the Management Board from January 15, 2021 to February 8, 2024				
Fixed compensation	720,000	720,000	600,000	600,000
Annual variable compensation(5)	691,200	546,000	546,000	600,000
Benefits in kind(4)	18,566	18,566	11,261	-
Total	**1,429,766**	**1,284,566**	**1,157,261**	**1,200,000**

(1) The criteria for variable compensation for the year 2022 and their achievement levels are presented in Section 3.2.2.4 of the 2022 Universal Registration Document. The criteria for variable compensation for 2023 and their achievement levels are presented in Section 3.3.2.4 of this document.
(2) Benefits in kind relating to the use of a Company vehicle are not noted if they are for an immaterial amount.
(3) The criteria for variable compensation for the year 2022 and their achievement levels are presented in Section 3.2.2.5 of the 2022 Universal Registration Document. The criteria for variable compensation for 2023 and their achievement levels are presented in Section 3.3.2.5 of this document.
(4) Use of a company car and subscription by Publicis Groupe of unemployment insurance for corporate officers (in the absence of coverage by France Travail)
(5) The criteria for variable compensation for the year 2022 and their achievement levels are presented in Section 3.2.2.6 of the 2022 Universal Registration Document. The criteria for variable compensation for 2023 and their achievement levels are presented in Section 3.3.2.6 of this document.

/ Table 3 (AMF nomenclature) details of compensation awarded or paid in 2022 and 2023 to members of the Supervisory Board *(gross amounts in euros before deduction of taxes or social charges)*

	2023 - Amounts[1]:		2022 – Amounts:	
	Awarded	Paid	Awarded	Paid
Maurice Lévy[2]				
Fixed compensation	1,300,000	1,300,000	1,300,000	1,300,000
Compensation solely related to membership of the Supervisory Board	112,000	118,000	118,000	85,000
Other compensation	-	-	-	-
Élisabeth Badinter[3]				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	82,000	89,500	89,500	50,000
Other compensation	-	-	-	-
Simon Badinter				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	58,000	64,000	64,000	35,000
Other compensation	-	-	-	-
Jean Charest				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	116,500	128,500	128,500	70,000
Other compensation	-	-	-	-
Sophie Dulac				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	58,000	58,000	58,000	35,000
Other compensation	-	-	-	-
Thomas H. Glocer				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	130,000	112,000	112,000	80,000
Other compensation	-	-	-	-
Marie-Josée Kravis				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	92,500	98,500	98,500	55,000
Other compensation	-	-	-	-
André Kudelski				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	151,000	151,000	151,000	100,000
Other compensation	-	-	-	-
Enrico Letta[4]				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	-	-	-	15,000
Other compensation	-	-	-	-

	2023 - Amounts[(1)]:		2022 – Amounts:	
	Awarded	Paid	Awarded	Paid
Suzan LeVine[(5)]				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	128,500	134,500	134,500	35,000
Other compensation	-	-	-	-
Antonella Mei-Pochtler				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board	106,000	106,000	106,000	55,000
Other compensation	-	-	-	-
Cherie Nursalim[(6)]				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board[(7)]	-	28,000	22,167	55,000
Other compensation	-	-	-	-
Tidjane Thiam[(8)]				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board[(7)]	100,000	58,000	53,833	-
Other compensation	-	-	-	-
Pierre Pénicaud[(9)] *Member representing employees*				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board[(10)]	32,000	32,000	37,000	20,000
Other compensation	-	-	-	-
Patricia Velay-Borrini[(11)] *Member representing employees*				
Fixed compensation	-	-	-	-
Compensation solely related to membership of the Supervisory Board [(10)]	47,000	44,000	49,000	25,000
Other compensation	-	-	-	-

(1) In respect of 2023, Mr. Jean-Michel Etienne and Mr. Michel Cicurel received euro 36,000 as expert on the Audit Committee and euro 18,000 as expert on the Compensation Committee, respectively.
(2) Start of the term of office, as Chairman of the Supervisory Board, on June 1, 2017. Compensation paid in 2022 for the period from June 1, 2021 to May 31, 2022 and, in 2023, for the period from June 1, 2022 to May 31, 2023.
(3) Chairwoman of the Supervisory Board until May 31, 2017, Vice-Chairwoman of the Supervisory Board since June 1, 2017.
(4) Mr. Enrico Letta terminated his term of office as a member of the Supervisory Board in April 2021.
(5) Pursuant to Mrs. Suzan LeVine's request, only the meetings that took place from September 2021 were remunerated.
(6) End of term of office as a member of the Supervisory Board on May 25, 2022.
(7) For the members of the Supervisory Board joining or leaving during a year, the entire fixed compensation was paid pursuant to the compensation policy. It should be noted that the fixed compensation was incorrectly reported on a pro-rated basis in Table 3 of the 2022 Universal Registration Document.
(8) Appointment as member of the Supervisory Board on May 25, 2022.
(9) Appointment as a member of the Supervisory Board representing employees on June 20, 2017.
(10) The compensation paid in 2023 for 2022 takes into account the request of the members representing employees to receive only half of their fixed compensation, *i.e.* euro 5,000 per year (increased by euro 3,000 for each Supervisory Board meeting and each Committee meeting in which they participate). The compensation awarded for the 2023 financial year takes into account the same allocation rules.
(11) Appointment as a member of the Supervisory Board representing employees on October 16, 2020.

/ Table 4 (AMF Nomenclature) stock options granted during the financial year to each executive corporate officer by the issuer and by any Groupe company

None, no stock options were granted in 2023.

/ Table 5 (AMF Nomenclature) stock options exercised during the financial year by each executive corporate officer (nominative list)

	Description and date of plan	Number of options exercised in 2023	Average exercise price (in euros)	Year granted
Management Board				
Arthur Sadoun, Chairman	2013 co-investment plan (LionLead2)	35,491	52.76	2013
Anne-Gabrielle Heilbronner		No exercise		
Michel-Alain Proch		No exercise		

/ Table 6 (AMF nomenclature) free shares granted to each executive corporate officer

					Position at December 31, 2023		
	Description of plan	Date of grant	Vesting date	Availability date	Number of shares granted in 2023	O/w subject to performance condition(1)	Valuation of shares in the consolidated financial statements *(in euros)*
Chairman of the Management Board **Arthur Sadoun**	LTIP 2023 Président du Directoire	March 16, 2023	March 16, 2026	March 17, 2026	48,655	48,655	2,929,571
		May 31, 2023	May 31, 2026	June 1, 2026	8,350	8,350	508,432
	Retention contract	May 31, 2023	December 31, 2027	January 2028(2)	167,000	-	9,041,380
Total							**12,479,383**
Member of the Management Board **Anne-Gabrielle Heilbronner**	LTIP 2023 Membres du Directoire	March 16, 2023	March 16, 2026	March 17, 2026	16,634	16,634	1,048,108
Michel-Alain Proch(3)	LTIP 2023 Membres du Directoire	March 16, 2023	March 16, 2026	March 17, 2026	16 634	16,634	1,048,108
		May 31, 2023	May 31, 2026	June 1, 2026	3,426	3,426	208,609

(1) Information on performance conditions is provided in Section 3.3.1.4.
(2) The shares will be delivered on the first trading day following the expiry of the vesting period.
(3) As the presence condition attached to performance shares was not met, all the shares awarded to Mr. Michel-Alain Proch were canceled, including those awarded in 2023.

/ Table 7 (AMF nomenclature) performance shares becoming available for each executive corporate officer

None, no shares became available in 2023.

With regard to the LTIP 2021 Directoire plan, the shares were delivered on March 18, 2024 after final validation by the Supervisory Board on March 6, 2024, and an external appraisal of the achievement of all performance criteria, taking into account the following results:

- organic growth for 45% of the shares granted: the growth rate achieved by Publicis Groupe over the 2021-2023 period (*i.e.* 28.7%) is higher than the weighted average of the reference group (*i.e.* 23.9% [(1)]). 100% of the shares vested under this criterion;
- operating margin for 45% of the shares granted: Publicis Groupe achieved the best operating margin over the period 2021-2023 [(2)]. 100% of the shares vested under this criterion;
- CSR for 10% of the shares granted:
  - 43% of women on the Groupe's Executive Committees at the end of 2023: objective achieved (43%),
  - Combating climate change with an indicative checkpoint of +50% in 2023: objective achieved (60%),

  100% of the shares vested under the CSR criterion.

The calculations are based on the results published respectively in 2024 by Omnicom on February 6, IPG on February 8 and WPP on February 22; in 2023 by Omnicom on February 7, IPG on February 9 and WPP on February 23; in 2022 by Omnicom on February 8, IPG on February 10 and WPP on February 24.

	Description of plan	Date of grant	Vesting date	Availability date	Maximum number of shares that may be granted	Performance for the period 2021-2023	Number of shares available in 2024
Arthur Sadoun, Chairman	LTIP 2021 Directoire	March 16, 2021	March 16, 2024	March 18, 2024	61,237	100%	61,237
Anne-Gabrielle Heilbronner	LTIP 2021 Directoire	March 16, 2021	March 16, 2024	March 18, 2024	24,495	100%	24,495
Michel-Alain Proch	LTIP 2021 Directoire	March 16, 2021	March 16, 2024	March 18, 2024	24,495	100%	-[(1)]

(1) As the presence condition attached to performance shares was not met, all the shares awarded to Mr. Michel-Alain Proch were canceled, including those granted in 2021.

(1) For the 2021-2023 period: Publicis Groupe 28.7%, WPP 20.9%, Omnicom 25.5%, IPG 19.6%.
(2) For the 2021-2023 period: Publicis Groupe 17.8%, WPP 13.1%, Omnicom 15.6%, IPG 16.7%.

/ Table 8 (AMF nomenclature) history of options granted over the last ten years

Date of authorization by the Extraordinary General Shareholders' Meeting (EGM)	**2013 co-investment plan (LionLead2) June 1, 2010 (24th resolution)**
Date of the Board of Directors or Management Board's Meeting	04/30/2013
Total number of stock options granted	5,949,305(1)
of which corporate officers:	198,687
• *Jean-Yves Naouri (options canceled)*	69,301
• *Jean-Michel Etienne (of which 27,916 options exercisable)*	55,832
• *Kevin Roberts (options exercised)*	73,554
Start date for exercise of the options	04/30/2016(2)/ 04/30/2017(3)
Expiry date	05/02/2023(4)
Subscription or purchase price *(in euros)*	52.76
Total adjusted number of stock options granted as of 12/31/2023	5,949,305(1)
Total number of shares subscribed or purchased as of 12/31/2023	(1,943,271)
Total number of canceled stock options as of 12/31/2023	(4,006,034)
Number of outstanding stock options as of 12/31/2023	-

(1) Conditional options, the exercise of which is contingent on the achievement of objectives under the three-year plan. The achievement level of objectives in the LionLead2 plan was measured in 2016.
(2) Concerns French employees.
(3) Concerns employees outside France.
(4) Decision of the Management Board to defer the expiry date of the 2013 co-investment plan (LionLead2) from April 30, 2023 to May 2, 2023.

/ Table 9 (AMF nomenclature) Share subscription options or share purchase options granted to the first ten employees (non-corporate officers) and options exercised by the latter

	Plan	**Number of options granted/subscribed or purchased**	**Weighted average price** (in euros)
Stock options granted between January 1 and December 31, 2023 by the issuer and by any company included in the scope of option grants to the ten employees of the issuer and of any company included in this scope whose number of options thus granted is the highest (overall information).	-	-	-
Stock options held on the issuer and the aforementioned companies exercised between January 1, and December 31, 2023 by the ten employees of the issuer and these companies, whose number of options thus purchased or subscribed is the highest (overall information).	2013 stock option co-investment plan	234,587	52.76
Total		**234,587**	**52.76**

/ Table 10 (AMF nomenclature) History of free share grants (vested and/or unvested plans in 2023)

	Sapient Plan 2019[(1)]	Special Retention Plan[(3)]	Sapient Plan 2020[(4)]	Epsilon LTI 2020[(5)]	LTIP 2021 and other specific plans[(6)]	LTIP 2021 Directoire[(7)]	Epsilon LTI 2021[(8)]	Sapient Plan 2021[(9)]	LTIP 2022 and other specific plans[(10)]
Date of authorization by the Extraordinary General Shareholders' Meeting (EGM)	**n/a[(2)]**	**05/30/2018**	**n/a[(2)]**	**n/a[(2)]**	**05/30/2018 05/26/2021**	**05/30/2018**	**n/a[(2)]**	**n/a[(2)]**	**05/26/2021**
Date of Management Board meeting	05/28/2019	11/15/2019	05/19/2020	07/20/2020	03/16/2021 09/15/2021	03/16/2021	03/16/2021	04/13/2021	03/18/2022 10/17/2022
Total number of free shares awarded	585,499	765,110	585,503	1,264,420	590,391	151,577	632,348	604,474	638,279
Total number of free shares awarded to corporate officers	-	-	-	-	-	151,577	-	-	-
Arthur Sadoun	-	-	-	-	-	61,237	-	-	-
Jean-Michel Etienne	-	-	-	-	-	-	-	-	-
Anne-Gabrielle Heilbronner	-	-	-	-	-	24,495	-	-	-
Steve King	-	-	-	-	-	41,350	-	-	-
Michel-Alain Proch	-	-	-	-	-	24,495			
Vesting date of shares	05/28/2020 05/28/2023	03/16/2024	05/19/2021 05/19/2024	03/31/2021 03/31/2023	03/16/2024 09/15/2024	03/16/2024	03/31/2022 03/31/2024	04/13/2022 04/13/2025	03/18/2025
End of retention period	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Total number of shares vested as of 12/31/2023	(391,361)	-	(411,661)	(560,499)	-	-	(348,193)	(109,004)	-
Total number of free shares canceled or lapsed as of 12/31/2023	(194,138)	(474,107)	(129,875)	(703,921)	(180,279)	(24,495)	(73,473)	(89,638)	(35,423)
Number of free shares outstanding as of 12/31/2023	-	291,003	43,967	-	410,112	127,082	210,682	405,832	602,856

(1) The Sapient Plan 2019 consisted of two different plans. One plan is subject only to a presence condition and gives rise to the delivery of one-quarter of the shares awarded on the dates of the first four anniversaries of the plan (*i.e.* in May 2020, 2021, 2022 and 2023). The second plan was subject to, in addition to the presence condition, performance conditions based on Publicis Sapient's operating margin and revenue growth budgets, such that the total number of shares delivered depended on the level of achievement of objectives for the years 2019, 2020 and 2021. The shares ultimately awarded based on the achievement of these performance targets were delivered at the end of a three-year period, *i.e.* in May 2022.

(2) Grants made outside the provisions of the French Commercial Code ("non-qualified" plans).

(3) Retention plan offered to ten Groupe top executives. The shares were subject to individualized performance conditions for 2020 to 2022. The cancellation of the Special Retention Plan was presented to the Management Board on December 16, 2020. The awards of the Special Retention Plan will be replaced by new LTIPs from 2021. The shares in the second tranche correspond to those allocated under the new LTIP 2021 plan and the shares of the third tranche of awards made under the LTIP 2022. The initial vesting date (03/31/2023) has been extended and aligned with those of the LTIP 2021 and LTIP 2022.

(4) The Sapient 2020 Plan consists of two separate plans. One plan is subject only to a presence condition and gives rise to the delivery of one-quarter of the shares awarded on the dates of the first four anniversaries of the plan (*i.e.* in May 2021, 2022, 2023 and 2024). The second plan was subject to, in addition to the presence condition, performance conditions based on Publicis Sapient's operating margin and revenue growth budgets, such that the total number of shares delivered depended on the level of achievement of objectives for the years 2020, 2021 and 2022. The shares ultimately awarded based on the achievement of these performance targets were delivered at the end of a three-year period, *i.e.* in May 2023.

(5) The shares granted are subject to a presence condition for 20% and a performance condition for 80% (based on the annual operating margin and net revenue budgets of the Epsilon entities). The shares were vested and delivered in tranches for the three years of the plan (*i.e.* in March 2021 for 30% of the shares granted, in March 2022 for 30% of the shares granted and in March 2023 for 40% of the shares granted).

(6) Excluding beneficiaries of the Special Retention Plan for whom the shares remain presented in the initial plan. The vesting of shares under the LTIP 2021 is subject to performance criteria measured for 2021, such that the total number of shares delivered depends on the level of achievement of financial performance targets, *i.e.* the achievement of an organic growth rate and an operating margin rate compared to a reference group of competitors. Some of the shares allocated are also subject to a condition based on a CSR (Corporate Social Responsibility) criterion. The number of shares actually awarded is determined in accordance with the level of attainment of these performance targets. In addition, the vesting of shares is also subject to a presence condition during the three-year vesting period, *i.e.* in March 2024 (September 2024 for the individual specific plan).

(7) The vesting of Publicis Groupe shares under this plan is subject to performance criteria that are measured following a three-year period (2021-2023), such that the total number of shares delivered depends on the level of achievement of financial performance targets, *i.e.* the achievement of an organic growth rate and an operating margin rate compared to a reference group of competitors. Some of the shares allocated are also subject to a condition based on a CSR (Corporate Social Responsibility) criterion. The number of shares actually awarded is determined in accordance with the level of attainment of these performance targets. In addition, the vesting of shares is also subject to a presence condition during the three-year vesting period, *i.e.* in March 2024.

(8) The shares granted are subject to a presence condition for 20% and a performance condition for 80% (based on the annual operating margin and net revenue budgets of the Epsilon entities). The shares are vested and delivered in tranches for the three years of the plan (*i.e.* in March 2022 for 30% of the shares granted, in March 2023 for 30% of the shares granted and in March 2024 for 40% of the shares granted).

(9) The Sapient 2021 Plan consists of two separate plans. One plan is subject to only a presence condition, and gives rise to the delivery of one quarter of the shares allocated on the anniversary dates of the first four years of the plan (*i.e.* April 2022, 2023, 2024 and 2025). The second plan is subject, in addition to a presence condition, to performance conditions based on Publicis Sapient's annual operating margin and revenue growth budgets, such that the total number of shares delivered after a three-year period, in April 2024, will depend on the level of achievement of the objectives for 2021.

(10) Excluding beneficiaries of the Special Retention Plan for whom the shares remain presented in the initial plan. The vesting of shares under the LTIP 2022 is subject to performance criteria measured for 2022, such that the total number of shares delivered depends on the level of achievement of financial performance targets, *i.e.* the achievement of an organic growth rate and an operating margin rate compared to a reference group of competitors. Some of the shares allocated are also subject to a condition based on a CSR (Corporate Social Responsibility) criterion. The number of shares actually awarded is determined in accordance with the level of attainment of these performance targets. In addition, the vesting of shares is also subject to a presence condition during the three-year vesting period., *i.e.* in March 2025.

LTIP 2022 Membres du Directoire[11]	LTIP 2022 Président du Directoire[12]	Sapient Plan 2022[13]	Epsilon LTI 2022[14]	LTI Epsilon 2022 (September)[14]	LTIP 2023[15]	LTIP 2023 Membres du Directoire[16]	LTIP 2023 Président du Directoire[17]	Sapient Plan 2023[18]	Epsilon LTI 2023[19]	LTI Epsilon 2023 (September)[19]	Retention contract[20]
05/26/2021	**05/26/2021**	**n/a[2]**	**n/a[2]**	**n/a[2]**	**05/26/2021**	**05/26/2021**	**05/26/2021**	**n/a[2]**	**n/a[2]**	**n/a[2]**	**n/a[2]**
03/18/2022	03/18/2022 05/25/2022	04/11/2022	03/18/2022	09/14/2022	03/16/2023	03/16/2023 05/31/2023	03/16/2023 05/31/2023	04/17/2023 06/13/2023	03/16/2023	09/12/2023	05/31/2023
78,004	62,043	603,192	455,625	70,882	756,482	36,694	57,005	709,046	389,852	32,944	167,000
78,004	62,043	-	-	-	-	36,694	57,005	-	-	-	167,000
-	62,043	-	-	-	-	-	57,005	-	-	-	167,000
-	-	-	-	-	-	-	-	-	-	-	-
20,819	-	-	-	-	-	16,634	-	-	-	-	-
36,366	-	-	-	-	-	-	-	-	-	-	-
20,819					-	20,060	-	-	-	-	-
03/18/2025	03/18/2025 05/25/2025	04/11/2023 04/11/2026	03/31/2023 03/31/2025	09/30/2023 09/30/2025	03/16/2026	03/16/2026 05/31/2026	03/16/2026 05/31/2026	04/17/2024 06/13/2027	03/31/2024 03/31/2026	09/30/2023 09/30/2026	12/31/2027
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
-	(58,785)	-	(131,688)	(19,940)	-	-	-	-	-	-	-
(20,818)	-	(31,283)	(37,436)	(4,852)	(4,513)	(20,060)	-	(11,500)	(17,573)	(497)	-
57,185	62,043	513,124	286,501	46,090	751,969	16,634	57,005	697,546	372,279	32,447	167,000

(11) The vesting of Publicis Groupe shares under this plan is subject to performance criteria that are measured following a three-year period (2022-2024), such that the total number of shares delivered will depend on the level of achievement of financial performance objectives, namely achieving a certain rate of organic growth and an operating margin compared to a reference group of competitor companies. Some of the shares allocated are also subject to a condition based on a CSR (Corporate Social Responsibility) criterion. The number of shares actually awarded is determined in accordance with the level of attainment of these performance targets. In addition, the vesting of shares is also subject to a presence condition during the three-year vesting period., *i.e.* in March 2025.

(12) The vesting of Publicis Groupe shares under this plan is subject to performance criteria that are measured following a three-year period (2022-2024), such that the total number of shares delivered will depend on the level of achievement of financial performance objectives, namely achieving a certain rate of organic growth and an operating margin compared to a reference group of competitor companies. A portion of the shares granted are also subject to a market condition based on the TSR comparing that of Publicis with that of the CAC 40, as well as a condition based on a CSR (Corporate Social Responsibility) criterion and a condition related to talent management. The number of shares actually awarded is determined in accordance with the level of attainment of these performance targets. In addition, the vesting of shares is also subject to a presence condition during the three-year vesting period, *i.e.* in March 2025 and May 2025.

(13) The Sapient 2022 Plan consists of two separate plans. One plan is subject only to a presence condition and gives rise to the delivery of one-quarter of the shares awarded on the dates of the first four anniversaries of the plan (*i.e.* April 2023, 2024, 2025 and 2026). The second plan is subject, in addition to a presence condition, to performance conditions based on Publicis Sapient's annual operating margin and revenue growth budgets, such that the total number of shares delivered after a three-year period, in April 2025, will depend on the level of achievement of the objectives for 2022.

(14) The shares granted are subject to a presence condition for 20% and a performance condition for 80% (based on the annual operating margin and net revenue budgets of the Epsilon entities). The shares are vested and delivered in tranches for the three years of the plan (*i.e.* in March and/or September 2023 for 30% of the shares granted, in March and/or September 2024 for 30% of the shares granted and in March and/or September 2025 for 40% of the shares granted).

(15) The vesting of shares under the LTIP 2023 is subject to performance criteria measured for 2023, such that the total number of shares delivered will depend on the level of achievement of financial performance targets, *i.e.* the achievement of an organic growth rate and an operating margin rate compared to a reference group of competitor companies. Some of the shares awarded are also subject to a condition based on a CSR (Corporate Social Responsibility) criterion. The number of shares actually awarded is determined in accordance with the level of achievement of these performance objectives. In addition, the vesting of shares is also subject to a presence condition during the three-year vesting period, *i.e.* in March 2026.

(16) The vesting of Publicis Groupe shares under this plan is subject to performance criteria that are measured following a three-year period (2023-2025), such that the total number of shares delivered will depend on the level of achievement of financial performance objectives, namely achieving a certain rate of organic growth and an operating margin compared to a reference group of competitor companies. Some of the shares awarded are also subject to a condition based on a CSR (Corporate Social Responsibility) criterion. The number of shares actually awarded is determined in accordance with the level of achievement of these performance objectives. In addition, the vesting of shares is also subject to a presence condition during the three-year vesting period, *i.e.* in March 2026 and May 2026.

(17) The vesting of Publicis Groupe shares under this plan is subject to performance criteria that are measured following a three-year period (2023-2025), such that the total number of shares delivered will depend on the level of achievement of financial performance objectives, namely achieving a certain rate of organic growth and an operating margin compared to a reference group of competitor companies. A portion of the shares granted are also subject to a market condition based on the TSR comparing that of Publicis with that of the CAC 40, as well as a condition based on a CSR (Corporate Social Responsibility) criterion. The number of shares actually awarded is determined in accordance with the level of achievement of these performance objectives. In addition, the vesting of shares is also subject to a presence condition during the three-year vesting period, *i.e.* in March 2026 and May 2026.

(18) The Sapient 2023 Plan consists of two separate plans. One plan is subject only to a presence condition and gives rise to the delivery of one-quarter of the shares awarded on the dates of the first four anniversaries of the plan (*i.e.* April/June 2024, 2025, 2026 and 2027). The second plan is subject, in addition to a presence condition, to performance conditions based on Publicis Sapient's annual operating margin and revenue growth budgets, such that the total number of shares delivered after a three-year period, in April/June 2026, will depend on the level of achievement of the objectives for 2023. The initial grant of shares took place on April 17, 2023 with additional shares granted on June 13, 2023.

(19) The shares granted are subject to a presence condition for 20% and a performance condition for 80% (based on the annual operating margin and net revenue budgets of the Epsilon entities). The shares are vested and delivered in tranches for the three years of the plan (*i.e.* in March and/or September 2024 for 30% of the shares granted, in March and/or September 2025 for 30% of the shares granted and in March and/or September 2026 for 40% of the shares granted).

(20) Five-year retention plan (2023-2027) proposed to the Chairman of the Management Board. The shares granted are subject to a presence condition.

/ Table 11 (AMF nomenclature) Other information concerning the executive corporate officers

Executive corporate officers	Employment contract	Supplementary pension plan	Indemnities or benefits due or payable on cessation or change in functions	Indemnities under a non-compete clause
Management Board				
Arthur Sadoun, Chairman	No	No	Yes(1)	Yes(1)
First appointment: June 1, 2017 Expiry of term of office: September 14, 2026				
Anne-Gabrielle Heilbronner	Yes	No(2)	Yes(3)	Yes(3)
First appointment: September 15, 2014 Expiry of term of office: September 14, 2026				
Michel-Alain Proch	Yes	No(2)	Yes(4)	Yes(4)
First appointment: January 15, 2021 Expiry of term of office: February 8, 2024				
Loris Nold				
First appointment: February 8, 2024 Expiry of term of office: September 14, 2026	Yes	No(2)	Yes(5)	Yes(5)

(1) See Section 3.3.1.5 "Compensation policy for the Chairman of the Management Board."
(2) Members of the Management Board in France, with an employment contract and dependent on the French social security system, may benefit from the PERECO and PER O plans open, subject to conditions, to employees in France.
(3) See Section 3.3.1.6 "Compensation policy for Mrs. Anne-Gabrielle Heilbronner."
(4) See Section 3.3.1.7 "Compensation policy for Mr. Michel-Alain Proch."
(5) See Section 3.3.1.8 "Compensation policy for Mr. Michel-Loris Nold."

3.3.3 Share ownership

At December 31, 2023, none of the members of the Supervisory Board and Management Board held more than 1% of the Company's shares, with the exception of Mrs. Élisabeth Badinter and her children (6.56%), and Mr. Maurice Lévy, who directly or indirectly holds 4,774,855 shares, *i.e.* 1.88% of the Company's share capital, of which 2,436,298 shares are held through a family company owned by Mr. Maurice Lévy and his family.

At December 31, 2023, the members of the Supervisory Board and Management Board (excluding Mrs. Élisabeth Badinter and her children) directly and indirectly held 6,799,826 shares, *i.e.* 2.67% of the Company's share capital, of which 1.88% by Mr. Maurice Lévy.

The following table shows the interest of each corporate officer in the share capital of the Company at December 31, 2023 by the number of shares and voting rights, as well as the number of shares that each corporate officer has the right to acquire through the exercise of new stock subscription options and existing stock purchase options.

Shareholding and stock options of the corporate officers as of December 31, 2023

Corporate officer	Number of Publicis Groupe SA shares	Voting rights in Publicis Groupe SA(1)	Shares that may be vested through the exercise of stock options: Total number	Of which conditional options	Weighted average price (in euros)
Member of the Management Board					
Arthur Sadoun	213,102	328,445	-	-	-
Anne-Gabrielle Heilbronner	29,808	45,916	-	-	-
Michel-Alain Proch	25,500	25,500	-	-	-
Total Management Board	**268,410**	**399,861**	**-**	**-**	**-**
Member of the Supervisory Board					
Maurice Lévy(2)	4,774,855	8,194,130			
Élisabeth Badinter(3)	16,700,967	33,401,934			
Simon Badinter(4)	1,296	1,842			
Jean Charest	1,400	2,700			
Sophie Dulac	1,749,460	3,377,920			
Thomas H. Glocer	500	600			
Marie-Josée Kravis	2,914	2,914			
André Kudelski	500	500			
Suzan LeVine	537	1,057			
Antonella Mei-Pochtler	500	500			
Tidjane Thiam	700	700			
Pierre Pénicaud(5)	0	0			
Patricia Velay-Borrini(5)	50	100			
Total Supervisory Board	**23,233,679**	**44,984,897**			

(1) Shows the impact of possible double voting rights.
(2) Mr. Maurice Lévy directly owns 2,338,557 shares, and indirectly owns 2,436,298 shares of the Company through a family-owned company, representing a total of 8,194,130 voting rights.
(3) Mrs. Élisabeth Badinter fully owns 5,834,820 shares (representing 2.29% of the share capital and 4.23% of voting rights) and is the beneficial owner of 10,866,147 shares, with her children having the bare ownership of the underlying shares (representing 4.27% of the share capital and 7.88% of voting rights).
(4) Excluding 3,622,049 shares, of which Mr. Simon Badinter holds the bare ownership.
(5) Mr. Pierre Pénicaud and Mrs. Patricia Velay-Borrini are members of the Supervisory Board representing employees.

Note: the Articles of Incorporation require members of the Supervisory Board to hold at least 500 shares. However, members representing employees are not obliged to hold a minimum number of shares during their term of office (article 13 of the Company Articles of Incorporation).

3.3.4 Transactions carried out in Publicis Groupe shares by executives and persons related to them

The transactions carried out by the corporate officers and the persons mentioned in article L. 621-18-2 of the French Monetary and Financial Code concerning Company shares during the 2023 financial year and subject to a declaration are as follows:

Person concerned	Position	Description of the financial instrument	Type of transaction	Number of transactions	Amount of transactions (in euros)
Mora & F SA	Legal entity related to Mr. Maurice Lévy, Chairman of the Supervisory Board	Share	Disposal	1	5,509,528.64
Arthur Sadoun	Chairman of the Management Board	Share	Exercise of stock options	1	1,872,505.16
Michel-Alain Proch	Member of the Management Board	Share	Donation (securities donated)	1	0
Judith Proch	Person related to Mr. Michel-Alain Proch, member of the Management Board	Share Share	Donation (securities received) Disposal	1 3	0 344,340.00
Nigel Vaz	Member of the Directoire+	Share Share	Vesting of free shares Disposal	4 23	0 2,469,972.411
Emmanuel André	Member of the Management Committee	Share	Disposal	1	116,698.00
Stéphane Estryn	Member of the Management Committee	Share Share	Acquisition Disposal	1 1	752,172.00 752,172.00
John Giuliani	Member of the Management Committee	Share Share	Acquisition of free shares Disposal	1 1	0 161,649.23
Timothy Jones	Member of the Management Committee	Share	Disposal	8	1,480,462.33
Annette King	Member of the Management Committee	Share	Disposal	1	51,289.78
Loris Nold	Member of the Management Committee	Share Share	Exercise of stock options Disposal	1 2	756,472.88 1,340,270.40
Alexandra Von Plato	Member of the Management Committee	Share	Disposal	1	220,620.53

3.4 COMPENSATION APPLICABLE TO FUTURE DIRECTORS AND THE FUTURE CHAIR AND CHIEF EXECUTIVE OFFICER

In accordance with the legal and regulatory provisions in force, this section sets out the compensation policy applicable to corporate officers for the 2024 financial year, subject to the adoption of the amended type of corporate governance by the General Shareholders' Meeting of May 29, 2024. This compensation policy would be applicable as from the adoption of the amended corporate governance structure.

It is specified that all the common principles described in Section 3.3.1.1 will apply *mutatis mutandis* to all corporate officers appointed following the change in corporate governance structure.

3.4.1 Compensation policy applicable to future Directors

The compensation policy proposed by the Supervisory Board, on the recommendation of the Compensation Committee, consists of:

- applying, *mutatis mutandis*, the compensation policy applicable to the members of the Company's Supervisory Board for the 2024 financial year, as presented above in Section 3.3.1.2 of this Universal Registration Document, to the of Directors of the Company, including the Chairman in his capacity as Director. It is specified that the Lead Director will receive an additional fixed compensation of euro 30,000 for their duties;
- not compensating the Chairman of the Board of Directors for his duties as Chairman, insofar as he combines this position with that of Chief Executive Officer.

The compensation policy for Directors in respect of the 2024 financial year will be subject to approval by the General Shareholders' Meeting of May 29, 2024 in its forty-second resolution pursuant to article L. 22-10-8, II of the French Commercial Code.

3.4.2 Compensation policy applicable to the future Chair and Chief Executive Officer

The compensation policy for the future Chair and Chief Executive Officer consists of applying *mutatis mutandis* the compensation policy applicable to the Chairman of the Management Board for the 2024 financial year, as presented in Sections 3.3.1.4, insofar as they concern the Chairman of the Management Board and not the other members of the Management Board, and 3.3.1.5. Thus, the compensation of the Chair and Chief Executive Officer will not be increased due to the change in corporate governance structure compared to the compensation he received as Chairman of the Management Board.

In particular, the Supervisory Board considers that this transposition is justified in the current context, given that the duties of Chair and Chief Executive Officer will be performed by the same person who currently performs the duties of Chairman of the Management Board, without prejudice to any decisions that may be submitted to the General Shareholders' Meeting at a later date, particularly in view of the specific responsibilities and missions of Chairman of the Board of Directors.

The compensation policy for the future Chair and Chief Executive Officer in respect of the 2024 financial year will be subject to approval by the General Shareholders' Meeting of May 29, 2024 in its forty-first resolution pursuant to article L. 22-10-8 II of the French Commercial Code.

Should one or more Deputy Chief Executive Officers be appointed, the Board of Directors, on the recommendation of the Compensation Committee, will determine the amount of their fixed and variable annual compensation, performance conditions and levels, and other compensation structures and parameters, based on the situation of the persons concerned, by applying the compensation policy applicable to other members of the Management Board presented in Sections 3.3.1.4, 3.3.1.6 and 3.3.1.8, on a *pro rata temporis* basis from the date of their appointment.

3.5 RELATED PARTY TRANSACTIONS

The following explanations summarize all transactions since 2021 between Publicis Groupe and related parties.

3.5.1 Terms and conditions of financial transactions carried out with related parties

None.

3.5.2 Related party transactions

During 2023, the following transactions were carried out by Publicis Groupe with related parties:

(in millions of euros)	Revenue	Expenses
Viva Tech(1)	15	-
SCB TechX(2)	7	-
Voilà(3)	-	-
Burell Communication Group(4)	-	1
Weborama(5)	-	5

During the previous two financial years, the following transactions were carried out by Publicis Groupe with related parties:

	Revenue (expenses) from related parties	
(in millions of euros)	2022 Financial Year	2021 Financial Year
Viva Tech(1)	11	7
Burell Communication Group(4)	(5)	3
SCB Tech X(2)	20	-
Voila(3)	3	-
Weborama(5)	(5)	(5)

The outstanding amounts with related parties in the statement of financial position as at December 31, 2023 were as follows:

(in millions of euros)	Receivables/loans	Liabilities
OnPoint Consulting, Inc.(6)	4	-
Viva Tech(1)	1	4
Zag Limited(7)	3	-
Core 1 WML Ltd(8)	-	1
SCB TechX(2)	3	-
Other	8	1

(1) Joint venture between MSL France and Les Echos Solutions, 50% owned by Publicis Groupe, for the purpose of organizing the "Viva Technology" event.
(2) Entity 40% owned by Publicis Groupe.
(3) Entity 50% owned by Publicis Groupe.
(4) Entity 49% owned by Publicis Groupe.
(5) Entity indirectly held by YCOR SCA in which Mr. Maurice Lévy, Chairman of the Supervisory Board of Publicis Groupe, has interests.
(6) Entity 100% owned by Publicis Groupe.
(7) Entity 19.5% owned by Publicis Groupe.
(8) Entity 49.99% owned by Publicis Groupe.

3.6 STATUTORY AUDITORS' REPORT ON REGULATED AGREEMENTS

This is a free translation into English of the Statutory Auditors' special report on regulated agreements that is issued in the French language and is provided solely for the convenience of English speaking readers. This report on regulated agreements should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the General Shareholders' Meeting of Publicis Groupe SA,

In our capacity as Statutory Auditors of your company, we hereby report to you on regulated agreements.

The terms of our engagement require us to communicate to you, on the basis of information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements, if any. It is your responsibility, pursuant to article R. 225-58 of the French Commercial Code (*Code de commerce*), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them

Our role is also to provide you with the information stipulated in article R. 225-58 of the French Commercial Code (*Code de commerce*), relating to the implementation during the last fiscal year of agreements previously approved by the General Shareholders' Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this engagement.

Agreements submitted for approval to the General Shareholders' Meeting

We hereby inform you that we have not been notified of any agreements authorized and concluded during the year ended December 31, 2023 to be submitted to the General Shareholders' Meeting for approval in accordance with article L. 225-86 of the French Commercial Code (*Code de commerce*).

Agreements previously approved by the General Shareholders' Meeting

We hereby inform you that we have not been notified of any agreements previously approved by the General Shareholders' Meeting, whose implementation continued during the year ended December 31, 2023.

Paris-La Défense, April 24, 2024

The Statutory Auditors

French original signed by

KPMG SA		**ERNST & YOUNG et Autres**	
Marie GUILLEMOT	Nicolas PONCET	Claire CESARI-WALCH	Nicolas PFEUTY

Chapter

4. CORPORATE SOCIAL RESPONSIBILITY – NON-FINANCIAL PERFORMANCE

The declaration of non-financial performance (DNFP) meets French and European legal obligations, as well as Publicis Groupe's voluntary commitments in terms of Corporate Social Responsibility (CSR). This declaration includes changes related to the entry into force of the European CSRD (Corporate Sustainability Reporting Directive) and ESRS (European Sustainability Reporting Standards) in 2024.

This declaration is also based on international frameworks such as the GRI standards (see paragraph on Standards in Section 4.6 of this chapter) and meets the expectations of investors and shareholders, employees, clients and other stakeholders.

This chapter forms the basis of non-financial reporting and brings together Publicis Groupe's key CSR information and indicators. Examples of the actions and initiatives implemented in the agencies are given. A larger number of examples can be found on the Groupe's website www.publicisgroupe.com (CSR Section). A dynamic table of environmental, social and governance (ESG) indicators, cross-referencing with other standards, is also available on the website (CSR Section) under the heading "CSR Smart data".

The DNFP is made up of a number of factors included in this document, denoted as follows:

- background information on segment trends or the general outlook, as well as on the business model and value-creation components, are presented in the introduction with key financial figures and non-financial indicators;
- the Groupe's strategy and activities are presented in more detail in Chapter 1;
- the risk factors are presented in order of priority in Chapter 2. Non-financial risks are also addressed in the form of CSR issues in this chapter. Human rights and environmental risks are presented in Section 4.3.10, with the aim of complying with duty of care requirements. As part of the Groupe's Climate strategy, the work carried out on these risks is presented in Section 4.1;
- the Groupe's governance is presented in Chapter 3;
- the consolidated financial statements are in Chapter 6;
- a specific DNFP cross-reference table can be found in Chapter 4.8.

The methodology and processes in place for CSR reporting and the DNFP are explained in Section 4.6. In accordance with French and European regulations, the verification report by external independent auditors Grant Thornton can be found at the end of this chapter, in Section 4.9.

* * *

Questions regarding this non-financial and sustainability reporting may be addressed to the Groupe CSR Department: csr@publicisgroupe.com.

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ESG governance

- Since 2021, an **ESG Committee of the Supervisory Board** (see Section 3.1.2.9 of this document) has been dedicated to the review of ESG issues. The Chair of the ESG Committee, Suzan LeVine, reports on the work of the Committee to the Supervisory Board.

  The ESG Committee met twice in 2023. Each meeting provided an opportunity to review regulatory news in France, at European Community level and abroad, to analyze the Company's compliance with new and future requirements, and to explore various topics and projects related to the Groupe's ESG strategy and pillars.

  The members of the ESG Committee are kept regularly informed of the progress of ongoing projects through discussions with the Chairman of the Management Board and the Secretary General.
- In 2023, the **Supervisory Board's Audit Committee** was informed of the regulatory changes, ESG risks and its new responsibilities in terms of CSR and sustainability reporting, and of the preparatory work to be carried out. The Chair of the ESG Committee is also a member of the Audit Committee.
- Within the **Management Board**, ESG topics are the responsibility of the Groupe's Secretary General (see Section 3.1.3.1).

  The variable compensation of the Chairman of the Management Board, the members of the Management Board and the Directoire+, as well as the Management Committee, includes two medium- and long-term CSR/ ESG criteria with short-term transition points. The first is in terms of diversity, with the increase in the number of women to 45% by 2025 in the Groupe's key management positions; the second is in terms of the environment and climate, with the switch to 100% renewable energy from direct sources before 2030.

- The **Groupe's CSR/ESG Department** reports to the Groupe's Secretary General; this team is in charge of preparing and rolling out the ESG strategy, Groupe projects and policies as well as non-financial reporting. The Janus Code of Conduct and Ethics incorporates these elements into ESG policies. It is based on the CSR Steering Committee, in place since 2015, which brings together the corporate departments: **Legal and Compliance, Finance and Information Systems, Human Resources Operations, Groupe Procurement, Risks, Internal Control, Internal Audit, Shared Services/ Re:Sources (IT, Real Estate, etc.)**. The managers of the countries or activities are involved in the work in order to align with the challenges of clients. In 2023, work focused on the ESG risk mapping, the double materiality analysis, the review of the gaps between the CSRD & ESRS compared to the DNFP, the data points already collected as part of the GRI, and the preparation of the 2024 reporting.
- The **CSR Department** leads several internal forums for sharing experience and cooperation that have been set up, such as the DEI Council, which brings together the Diversity managers every two months, or the Climate Crew, which brings together the teams in charge of actions to reduce environmental impact every two months. It is also working with the various business lines in several countries to identify indicators specific to the activities around the challenges of responsible marketing.
- The **Risk Management** team developed the ESG risk mapping in order to use a common base and methodology with the mapping of the Groupe's major risks and to ensure consistency with the double materiality exercise. Supported by the FMC team (Financial Monitoring Controls) (see Section 2.2.3.2), it supports the CSR Department in structuring an ESG control framework, built on the basis of controls that have existed for several years, and by integrating the new elements of the CSRD and ESRS. Risk Management also took part in the work on double materiality.
- The **Internal Audit Department** already includes certain CSR/ESG topics in its work program, such as those relating to Talent, compliance issues in terms of personal data, and IT systems security.
- In **agencies and countries**, the operational deployment of CSR actions is conducted under the responsibility of local management, and priority actions are implemented based on the topic by their **dedicated CSR or Sustainability teams**, and with **dedicated Talent, HR and Diversity, Equity and Inclusion teams**, not to mention the local Re:Sources teams, for the support functions in the shared services centers, which collect environmental data. It is important to highlight the very large number of employees volunteering to initiate new CSR/ESG initiatives and innovate in their daily professional practices.

Materiality of ESG issues and stakeholder consultation

ESG Risk Mapping

Historically, ESG risks have been included in the Groupe's major risk map (see Chapter 2 of this document), in particular risks relating to Talent and social issues, but also risks related to ethics, personal data and data security. These risks are also analyzed and monitored as part of the application of the Duty of Care Law (see Section 4.3.10). The Groupe's major risk trends are monitored by the Strategy and Risk Committee and the Audit Committee of the Supervisory Board. Topics are treated in-depth as part of the work of the ESG Committee and the monitoring of the Company's three main ESG priorities.

The entry into force of the CSRD was an opportunity for in-depth work, carried out in 2023, on the mapping of ESG risks. The objective is to establish a common base with the double materiality exercise, and to have consistency in the approach to and definition of the issues. The methodology used for its development is consistent with that used for other mapping exercises (see Chapter 2 of this document).

The common foundation is based on the identification of twenty key CSR issues for Publicis Groupe, resulting from a sectoral, documentary and regulatory analysis, supplemented by qualitative interviews with key contacts in the Groupe's various functions and regions. The mapping process has identified 15 risks, some of which are included in or detail risks from the Groupe's major risk mapping. No risk appeared to be very high and certain.

Nevertheless, five CSR/ESG risks were analyzed in depth:

- Challenges in the management and protection of personal data (Chapter 2 and Section 4.3.3);
- Data security breach (Chapter 2 and Section 4.3.4);
- Deterioration in the well-being and working conditions of talent (Chapter 2 and Section 4.2);
- Growing challenges on issues of Diversity, Equity and Inclusion (Chapter 2 and Section 4.2);
- Climate change challenges for advertising activities (see Section 4.2).

The results of this work on ESG risk mapping were presented to the Supervisory Board's Audit Committee and ESG Committee in September 2023.

ESG double Materiality Matrix and stakeholder consultation

Double materiality is based on the premise of examining, on the one hand, financial materiality, with the impact of the deterioration of societal and environmental conditions on the Company's activity and its financial impacts, and, on the other hand, the materiality of impact, with the measurement of the impact of the Company's activities under these same conditions.

The work was carried out in 2023 with the help of Salterbaxter [(1)], starting from the same 20 key CSR issues for Publicis Groupe as those on which the ESG risk mapping was based. This detailed work, based on in-depth contextual and sectoral, documentary and regulatory analysis, was supplemented by qualitative interviews. The literature review was wide-ranging, taking into account regulatory aspects and the interpretation of texts, as well as a review of the criticisms leveled at the communications industry by associations and activists. These issues each included additional themes for a more granular analysis, *i.e.* a total of 85 themes, reclassified according to their materiality for the Groupe. This approach made it possible accurately to translate respondents' answers. Individual clients, investors and employees were interviewed in four countries: the United States, France, India and the United Kingdom, *i.e.* 50 interviews, 4 of which were in the form of workshops with small groups of employees. These interviews were supplemented by an internal survey to which 350 employees familiar with CSR responded, using the internal Marcel Intelligence platform.

The results show that climate issues are the top priority for both clients and employees, ahead of social issues linked to Diversity and Inclusion and well-being in the workplace. These factors support the Groupe's strategic CSR priorities around its three pillars. Questions of business ethics and responsible marketing around the societal role that communications can play in the coming ecological and social transitions are also among the subjects considered important by clients and employees alike. While there are regional differences, they do not call into question the order of priorities. The materiality table used in previous years is replaced by the table below.

In 2024, several stages of work will continue, in particular on the opportunities section, in order to examine certain aspects in greater depth, and on the quantified financial impact section, the risk section having already been analyzed. More details on interactions with stakeholders can be found in Section 4.3.10.

20 challenges related to the three ESG strategic priorities **	Actions to reduce impacts on the Company and the environment through the double materiality exercise	Groupe risk factors (Chapter 2)	Impact materiality*	Financial materiality*
Fight against climate change (E)	Radically reducing direct and indirect impacts and GHGs is imperative; offering Group clients services with the lowest and best controlled environmental impacts; driving the value chain, including suppliers, towards frugal solutions	-	High	Low
Natural resource management (E)	Limiting the use of natural resources with shared objectives with suppliers and the entire value chain	-	Medium	Low
Waste and e-waste (E)	Regularly reducing e-waste to limit the impact of digital activities	-	Medium	Low
Diversity, Equity & Inclusion (S)	Promoting the widest diversity of talents; promote fairness and equality in all areas and with the Groupe's partners (clients, suppliers, organizations); fighting against all forms of discrimination; working for a more inclusive society from all areas of the Company	*Risks related to employees*	Medium	Medium
Employee well-being (S)	Ensuring the well-being of employees is fundamental in our activities because employees are the Company's essential capital	*Risks related to employees*	Medium	Medium
Talent attraction and retention (S)	Maintaining a leadership position, innovation and providing employees with various flexibility options are factors of attractiveness	*Risks related to employees*	Medium	Medium

(1) Salterbaxter is a subsidiary of Publicis Groupe, with offices in London, New York and Sydney. This entity is an expert in sustainability and communication support for companies' sustainable development goals. It supports the Groupe in its engagement work with stakeholders and was involved in the single materiality exercises in the past, and the double materiality exercise in 2023. This mission is carried out under a standard contract with the Groupe's CSR Department as a client.

20 challenges related to the three ESG strategic priorities **	Actions to reduce impacts on the Company and the environment through the double materiality exercise	Groupe risk factors (Chapter 2)	Impact materiality*	Financial materiality*
Health & Safety (S)	Ensuring a working environment that guarantees health and safety and encourage suppliers on the same subject	*Risks related to employees*	Low	Low
Human rights (S)	Promoting respect for human rights and fundamental freedoms throughout the value chain, the Company, its many partners, clients, suppliers, organizations	-	Low	Low
Communities (S)	Contributing positively to general interest causes for the benefit of local communities	-	Low	Low
Responsible marketing (G)	Raising professional standards to high levels in terms of ethics and responsibility; contributing to the promotion of new imaginaries and behaviors to support change; promoting our clients' products and services with substantiated and transparent arguments	*Risks of litigation, governmental, legal and arbitration proceedings*	High	Medium
Client selection (G)	Working with clients aligned with the Groupe's values and ethics rules	*Risks of litigation, governmental, legal and arbitration proceedings*	High	Low
Ability to influence society (G)	Promoting new solutions, representations, options for the future; working with voluntary participants in the value chain; encouraging other companies and organizations to cooperate and move forward together on selected causes	-	High	Low
Data protection (G)	Protecting personal data is a regulatory obligation to maintain consumer confidence	*Personal data confidentiality*	Medium	High
Data security (G)	Constantly strengthening data security systems is an imperative for the Groupe, its clients and their consumers	*Cybercrime and IT systems failures*	Medium	High
Client satisfaction (G)	Satisfying the Groupe's clients and anticipating their needs are the driving force behind the Company's economic and social development	*Risk of non-adaptation to client needs*	Medium	High
Business ethics and compliance (G)	Respecting values, laws and regulations, aligning with best practices and standards in the market is one of the Groupe's differentiating factors to be its clients' preferred partner	*Risks of litigation, governmental, legal and arbitration proceedings*	Medium	Medium
Impacts of Groupe services (social & environmental) (G)	Promoting inclusive social representations and situations aligned with immediate environmental issues; building ecosystems with partners (clients, suppliers, etc.) to accelerate social change in the short and medium term	*Risk of non-adaptation to client needs*	High	Medium
Responsible procurement (G)	Acting with suppliers for a more inclusive and sustainable world	*Risk of non-adaptation to client needs*	Low	Medium
Governance (G)	Ensuring good governance of the Company, a guarantee of its performance and sustainability	-	Low	Low
Transparency (media, data, ESG, etc.) (G)	Sharing information in a simple and accessible way with stakeholders; fight against all forms of greenwashing/socialwashing	*Risks of litigation, governmental, legal and arbitration proceedings*	Low	Low

** The graduation used is the same as for the Groupe risks presented in Chapter 2 with four levels: Very high, High, Medium, Low.*
*** ESG: E = Environment & Climate; S = Social, Diversity, Equity & Inclusion; G = Governance, Business Ethics and Responsible Marketing.*

Entry into application of the European CSRD and the ESRS: preparation of the 2024 sustainability reporting

Eight thematic working groups were set up in 2023 on the basis of the CSR Steering Committee, in place since 2009, to work on implementing regulatory changes, with each department taking ownership of their respective CSRD and ESRS. Joint work between subgroups was carried out on shared themes. A regular progress report was presented to the Secretary General.

Sustainability reporting methodology:

The first step was to analyze the discrepancies between the elements available in the non-financial reporting in its current form (DNFP format) and the information expected by the new regulations based on the 1,000 data points of the ESRS, reviewed one by one. Subsequently, based on this internal and critical review, each working group identified the data that were readily available to meet the regulatory framework and the data that required specific work to be implemented in order to understand the new indicators. The third step consisted of setting the time horizon, in order to determine the data that may be made public from this document, the 2023 URD, and those that will be made public for the 2024, or even 2025, URD. At the same time, the internal tools used for CSR reporting have been reviewed to more smoothly capture future data flows.

Inapplicable CSRD standards:

This work also made it possible to identify the data points considered to be inapplicable for Publicis Groupe in terms of its intellectual services activities for companies (BtoB: Business to Business) and analysis of the value chain. Firstly, the ESRS pollution appeared to be non-applicable, because the Company does not produce physical objects (with incoming raw materials and outgoing finished products). Secondly, the ESRS marine and water resources does not appear to be material for similar reasons.

- Pollution*: With regard to the double materiality analysis and the type of intellectual services offered to the Groupe's clients, pollution issues did not appear to be applicable. This does not exempt the Company from measuring its waste and its type, which is carried out each year, and from improving its selective sorting. Since 2009, the Company has been measuring the volume of its waste and e-waste every year in order to reduce it and promote efficient recycling. The Groupe questions its suppliers on this matter as part of their CSR assessments. In addition, the Groupe annually monitors the commitments of its major clients in terms of the environment, in particular their climate trajectory and the reduction of their impacts.
- Marine resources and water resources*: the double materiality analysis does not show this subject as material, which is consistent with the Company's intellectual services activities. However, the quantities of water consumed in offices around the world have been traced since 2009, and the objective remains to limit the use of this resource. The Groupe also asks its suppliers about their impacts on their management of water resources, in particular consumer activities such as data centers and the cloud.

The Groupe's multi-year CSR/ESG strategy is based on the following three main priorities:

CSR/ESG issues	Groupe policies or public reference	Some key actions in brief	2023 indicators and progress(1)	Comments Objectives
1. Climate European taxonomy	URD 2023	Groupe activities: - eligible - aligned	**14.1%** **less than 1%**	Epsilon activities New activities
Reduction of carbon emissions (GHG)	Net Zero Climate Policy CSR for Business Guidelines	Reduction of carbon emissions in line with the 2030/2040 trajectory	**-29.7% of emissions in 2023(1)**	SBTi objectives: -50% by 2030 -90% by 2040
		Strategic suppliers in compliance with the new engagement program	**71%**	Objective by 2025: 100%
Renewable energy	Net Zero Climate Policy	8-point action plan: No. 2 Energy	**-30.8% energy consumption(2)**	92% of renewable energies after the purchase of RECs/ GOs**(3)
		Increase in the share of RE(2)	**60% of RE from direct sources**	Objective by 2030: 100% of RE from direct sources
2. Social: Diversity, Equity and Inclusion	HR General policy DEI policy & Country policies	Recruitment programs for young people far from agencies (MCTP, Publics Track, etc.)	**+790 young people**	14th year of the MCTP700 participants 3rd year of Publicis Track, 90 participants
	URD 2023	Percentage of Women in Groupe leadership positions	**43%**	Objective by 2025: 45%
	Press release	7-Point Action Plan in the United States for broader diversity	**-**	Diversity increasing every year in the United States
	Website	Women's Forum for the Economy & Society for women's rights	**1,500 participants in Paris**	300 young people in Youth Voices Initiative, 12,000 participants online
Training & professional development	HR General policy	Marcel Classes and other training	**88%**	Target 100% of employees
	URD 2023	Studio/Le Grand Studio programs	**2,743 participants**	Of which 60% are women
	Press release	#WorkYourWorld	**2,537 employees**	Of which 60% are women
Employee well-being	Health & Safety policy	Global partnership with Thrive	**100% of employees made aware**	To help employees take into account their mental health
	Press release	#WorkingWithCancer pledge	**+1,500 corporate partners**	Strong mobilization against cancer-related stigma
Compensation, value sharing	URD 2023	Salary increases in 2022 and 2023 for employees who have been with the Groupe for at least 2 years	**90% of employees**	To reward everyone's efforts
Engagement with communities	Corporate Citizenship charter	Create & Impact (*pro bono* campaigns, volunteering, sponsorship, etc.)	**A value of €48.3 million**	Long-term commitments and concrete solidarity (Ukraine, Turkey, etc.)

(1) *Compared to reference year: 2019*
(2) RE: Renewable Energy
(3) RECs : Renewable Energy Certificates ; GOs : Guarantees of Origin

CSR/ESG issues	Groupe policies or public reference	Some key actions in brief	2023 indicators and progress[1]	Comments Objectives
3. Responsible marketing and Business Ethics	Responsible Marketing policy	Clients with an SBTi climate objective	**70% (Top100)**	Accelerated commitments in terms of climate
	Press release	"Once And For All" Coalition to support the media in favor of diversity	**70 partners USD 30 million (2022 & 2023)**	Investment in content *via* the Inclusion Investment Fund of Publicis Media
	Responsible Marketing policy	Number of countries using A.L.I.C.E.	**+50**	Objective by 2025: use in large countries.
		Number of clients/ brands for where A.L.I.C.E. is used	**+250**	With local adaptations
	Press release	Deployment of the NIBI program	**Ongoing**	
Business ethics	Janus Code of Conduct and Ethics Anti-Bribery & Anti-Corruption policy Data Protection policy Data Security policy	Employee training in - Anti-corruption; - Data protection; - Data security.	**79%** **80%** **84%** **84%**	Target: 100% Ethics is at the heart of practices and standards in all business lines.
Responsible procurement	CSR for Business Guidelines	Compliance with the new Vendor Management Program	**71%**	Target: 100% of the 111 Groupe suppliers
		Number of suppliers assessed by EcoVadis	**154**	Target: 100% of critical suppliers
Ecosystem & Innovation	Website	VivaTechnology: Tech can permeate the economy and society	**+150,000 participants in Paris**	+11,000 start-ups

(1) *Training on the Janus Code of Conduct and Ethics takes various forms: online training in Marcel, awareness-raising sessions during onboarding for new employees, and more specific internal sessions for certain positions.*

Questions regarding this non-financial reporting may be addressed to the Groupe CSR Department: csr@publicisgroupe.com.

THE THREE PRIORITY CHALLENGES

4.1 ENVIRONMENT: FIGHT AGAINST CLIMATE CHANGE

4.1.1 The Groupe's climate commitments

Publicis Groupe, as a member of the United Nations Global Compact since 2003 and a Company committed to SBTi, is a signatory of the Business Ambition for 1.5° in support of the efforts of the IPCC (Intergovernmental Panel on Climate Change – or UN IPCC) calling on companies to accelerate the transition to a decarbonized economy and world, and in favor of a fairer society.

Publicis Groupe has voluntarily chosen to follow the recommendations of the TCFD (Task Force on Climate-related Financial Disclosure), and its environmental policy is structured according to the recommended principles in order to allow a clearer understanding of the objectives and means implemented. Additional information can be found on the Groupe's website, in the CSR section, or in public responses to external questionnaires such as the one issued by the CDP Climate Change.

Publicis Groupe also participates in other inter-Company initiatives as a member of economic organizations such as, in France, through the MEDEF and the French Business Climate Pledge, in which several French subsidiaries of Publicis Groupe also participate. This advocacy reaffirms the determination of French companies to promote the objectives of the Paris Agreement, the energy transition and the fight against global warming in a scenario of 1.5°C.

The sectoral professional organizations to which the Groupe and its agencies belong, particularly in Europe, have made strong commitments to reduce the impact of communication and advertising in all their forms. The Groupe is a voluntary player in this area in order to quickly take all the measures necessary for the essential collective effort. In France, AACC (Association des Agences Conseils en Communication) with UDECAM (Union des Entreprises de Conseil et d'Achat Media), IAB France (Interactive Advertising Bureau) and ARPP (Autorité de Régulation Professionnelle de la Publicité), alongside advertisers, are working on a trajectory to achieve carbon neutrality.

In the United Kingdom, spearheaded by the Advertising Association, which brings together the industry, from advertisers to agencies and media to platforms, has created Ad Net Zero, a sectoral initiative with the objective to achieve Zero Waste – Zero Carbon in 2030. This body has adopted the AdGreen carbon calculator inspired by the calculator already in place in the United Kingdom for around ten years by the film industry.

Publicis Groupe is among the companies whose carbon trajectory is assessed by SBTi (Science Based Targets initiative), as well as by the United Nations Business Ambition for 1.5° and Race to Zero, which bring together committed companies.

The Groupe's main voluntary environmental commitments underpinning the Groupe's policy were as follows:

- 2003: signature of the United Nations Global Compact, followed in 2007 by the United Nations advocacy Caring for Climate;
- 2009: first participation in the CDP (Carbon Disclosure Project);
- 2015: French Climate Business Pledge, signed in support of the Paris Agreement at the COP21;
- 2018: alignment with the rules of the TCFD (Task Force on Climate-related Financial Disclosure);
- 2020: joined the Business Ambition for 1.5° then the mobilization campaign Race to Zero of the UNFCC (United Nations Framework Convention on Climate Change);
- 2021: validation of carbon emission reduction targets by SBTi (Science Based Targets Initiative); new validation in 2022 for Near-Term & Long-Term targets.

4.1.2 Analysis of impacts, risks and opportunities related to environmental and climate issues

4.1.2.1 Main impacts

Publicis Groupe is an intellectual services company serving its corporate clients, with more than 103,000 employees in some 100 countries. Teams work in "open space" offices, most of which are located in capitals or major cities, and spread over one or more floors. After the Covid-19 pandemic, employees have returned to the office: the entire week in some countries, and in other countries, the flexibility around remote working is three days a week in the office. The negative environmental impacts related to the Company's activities are mainly measured in carbon emissions, calculated and explained in Section 4.1.6.

For several years, the Company has been committed to a carbon emissions reduction plan, strengthened following the validation of its climate objectives by SBTi, which call for a 50% reduction by 2030 and a 90% reduction by 2040, and the achievement of the Net Zero objective – see details in Section 4.1.8.

The Company may be faced with physical risks linked to climate change in various cities (flooding, high heat, etc.) that could potentially disrupt its operations and adversely affect the health of employees, as described in the risk analysis in Section 4.1.2.2 below. Mitigation measures have been defined and taken, both in terms of business continuity and support for employees who may face difficulties.

Publicis Groupe supports its clients in their communication and strategic transformation, integrating the ecological transition with changes to their product or service portfolios aimed at their own clients, who are keen to consume differently, and to better integrate environmental issues into their purchasing decisions and choices. Publicis Groupe is in a privileged position to change behavior and social and societal representations. This is the approach taken by the Company through the priority it gives to Responsible Marketing & Technology to improve the professional practices of its activities and the standards applied, as explained in the examples presented in Section 4.3.

4.1.2.2 Risks associated with environmental and climate issues

As indicated in the Duty of Care Plan (see Section 4.3.10), more detailed work was carried out in 2021 and 2022, with the help of an external firm, to better determine the risks of climate change on the Groupe, by analyzing several scenarios. An *ad hoc* working group was set up, the Climate Task Force, managed by the Groupe's CSR Department with the support of the Risk Management, Finance, IT and GSO (infrastructure and information systems security), Legal, Real Estate and Insurance Departments and with operational staff. This work made it possible to map risks and opportunities with regard to various scenarios, aligned with those of the IPCC (United Nations). Twelve working scenarios were defined and examined one by one, with the help of the external firm, and aligned with the method used by the Group's Risk Management (time horizon, frequency, financial impacts, mitigation measures). Given the Groupe's intellectual services activities and its global geographical presence, two scenarios were selected amongst the twelve to guide the internal work:

- a low-carbon transition scenario compatible with global warming limited to 1.5°C by 2100 (**RCP 2.6**);
- a trend scenario leading to global warming of more than 4°C by 2100 (**RCP 8.5**).

The work helped to identify and prioritize the various risks and opportunities associated with these scenarios based on the typology established by the TCFD, which distinguishes between:

1. **Physical risks:** they are associated with the impacts of climate change due to the geographical location of the offices, employees and data centers, which may affect employees and their working environment, alter the continuity of service for clients and the normal operation of the company. Six scenarios were examined taking into account rising temperatures, rising sea levels, extreme rainfall with flooding, major fires and tornadoes.

- **Mitigation measures**:
  - the Talent and HR teams in the countries have extended the spectrum of systems enabling employees to be supported in terms of physical and mental health prevention throughout the year, with the possibility of strengthening these systems, as was the case with the pandemic. With the internal tool LionAlert, the Groupe can contact employees in case of extreme emergency and ensure they are safe. LionAlert is activated locally according to events (earthquake, cyclone, flood, major fire, but also acts of terrorism, political tensions, etc.). Employees regularly update their contact information,
  - the IT Department duplicated its systems to ensure continuity of service from one region of the world to another; tests and safeguard plans are carried out regularly. The Re:Sources IT teams are able to equip all employees worldwide for an extended remote working configuration with the appropriate equipment for IT, connectivity and office automation (this was already the case for years in regions of the world subject to major climate hazards, and this covers 100% of the Groupe since the pandemic);

  - in terms of energy, the switch to 100% renewable energy, expected before 2030 in the Groupe, will reduce the impact of non-renewable energies for electricity needs;
  - ISO 14001 certification provides a method that helps anticipation strategies, especially for entities that may be the most exposed.
- **Risk outlook**: these risks will increase inexorably over the coming years, but with a low impact on the operational functioning of the Company in view of the systems and *modus operandi* practiced.

2 **The transition risks:** they come from changes in the market, regulations or technology to limit global warming to 1.5°C and have been grouped into six other scenarios. Particular attention was paid to possible regulatory changes, such as the end of certain product categories for the Groupe's clients, the ban on communicating on certain products, stricter restrictions for certain products, or the possible occurrence of additional taxes. The issues surrounding carbon taxes in different forms were analyzed in detail.

- **Mitigation measures**:
  - from a business point of view, Publicis Groupe participates in sectoral work enabling our various activities to anticipate regulatory changes and be a source of proposals to improve professional practices. The implementation of a proprietary A.L.I.C.E. carbon calculator or participation in AdGreen and Ad Net Zero are an illustration of this;
  - from a regulatory point of view, under the supervision of the Legal Department, various teams monitor international and national regulations in order to anticipate changes concerning us or our clients, to develop our standards, and to call upon external experts where applicable;
  - with regard to possible carbon taxes, the objective is to reduce all sources of carbon emissions without exception, and to work on long-term projects such as that of a Carbon Fund.
- **Risk outlook**: these changes are expected in the coming years, but with a low impact in the short term in view of the work undertaken within the Groupe.

The Climate Task Force meets once a year, as needed, and works in thematic sub-groups to examine, any new risks and/or opportunities, to share best practices, and to implement actions that strengthen the Groupe's resilience in the face of climate hazards and their consequences. It is also working on a transition plan.

This work has facilitated two projects carried out in close cooperation between the Secretary General and the Finance Department: one on the internal price of carbon, the other on the anticipation of the Groupe's future needs in carbon credits, with several options in terms of Carbon Funds.

- **The internal carbon fee or ICF** (Internal Carbon Fee). The Management Board approved the principle of an internal carbon price of euro 50 TeqCO_2. This price was built by integrating three parameters:
  - the price of voluntary carbon credits for REDD+ and sequestration-type projects;
  - a contribution to the financing of internal actions to facilitate the ecological transition (R&D, new tools or systems);
  - support for innovation in subsidiaries' products and services to help the Groupe's clients in their own transition.

This ICF will be applied to all Groupe entities starting with emissions in 2023, with four years of previous data (2019, 2020, 2021, 2022, 2023) showing the evolution of impacts and their costs since the reference year used for carbon trajectory calculations (notably the targets validated by SBTi with 2019 as the reference year). This ICF covers scopes 1+2+3 carbon emissions including travel, of which air transportation and direct purchases. Even if these initial estimates result in a fairly low ICF, it is expected of this exercise that the subsidiaries will better assess the financial impacts of their own carbon emissions, which should help accelerate the implementation of all solutions to reduce these impacts.

- Anticipation of future needs in terms of **carbon credits**. In 2023, the Publicis Groupe Management Board approved the proposal to join the Climate Fund for Nature Fund managed by Mirova/Natixis. It is a fund shared with other companies and investors whose objective is to support projects dedicated to the protection and restoration of nature with co-benefits for biodiversity and communities in several countries. A majority of them will take the form of carbon phase-out projects: afforestation, reforestation, restoration of key natural ecosystems, such as mangroves, or natural regeneration, as well as regenerative agriculture and agroforestry projects. The Fund is already supporting an ambitious project to protect primary forests in Peru in partnership with a local NGO and indigenous communities. Various other projects are at an advanced stage of study, including mangrove and land restoration in Latin America, Africa and Southeast Asia. A euro 20 million investment will enable the Groupe to receive carbon credits for around fifteen years to offset residual and irreducible carbon emissions.

4.1.2.3 Opportunities related to the fight against global warming

74% of the Groupe's Top 100 Clients have an SBTi trajectory (public information items), and 96% of the same Top 100 made public commitments to reduce their environmental impacts.

The ecological transition has already been a reality for several years: clients ask their agencies not only to measure the impact of their marketing and communication actions but also to identify solutions to reduce their carbon footprint. The Groupe supports its clients in their own ecological transformation, establishing partnerships with specialized third parties, including startups, or with expert organizations that can help implement operational changes.

In addition to proprietary tools such as A.L.I.C.E. (see Section 4.1.5), climate issues are also an opportunity for innovation in terms of new services to be offered to clients. The Groupe relies on the following levers:

- a specific request in terms of support for clients and their marketing related to their transformation towards more sustainable products, less impactful and adapted to changes in consumer behavior (environmental trade-off criteria, use of the circular economy, privileged proximity, etc.). Consumer expectations are heightened in terms of traceability, transparency and truthfulness;
- the Company's ability to innovate and help clients reduce their own emissions, particularly those related to their marketing and communication, through adapted solutions, working with partners and suppliers committed and aligned behind these same carbon emissions reduction imperatives to achieve Net Zero. The Publicis approach is collaborative, resulting in various tools or services built with the help of partners and third-party experts.

Several Groupe activities have begun this shift in recent years and this is reflected in various initiatives, including the following examples:

- in France, since 2019, the **#NIBI** program (No Impact for Big Impact) is a global approach with the training of employees as a prerequisite, starting from the client brief until the final implementation of communication actions, all measured with A.L.I.C.E., by involving suppliers and partners in order to achieve the expected objectives together but with the lowest possible environmental impact. #NIBI invites each business line to rethink its processes, invent new, more efficient approaches and think outside the box. This French program serves as an inspiration for other countries;
- **A.L.I.C.E. (Advertising Limiting Impacts & Carbon Emissions)** is a proprietary carbon calculator created in 2017, used for more than 250 clients in 50 countries to measure the carbon footprint of projects and reduce their environmental impacts. In the United States, the United Kingdom, Poland and Canada, Media teams have integrated A.L.I.C.E. measures into their tools such as Growth.OS or PMX, or Lighthouse. This approach makes it possible to provide clients with a tailor-made proposal, integrating performance and carbon footprint, even if all market players are not yet at the same maturity level. Work is underway to integrate the measurement of the use of generative AI, in particular conversational use. The calculation methodology is provided by Bureau Veritas as an independent expert;
- in the United States, Publicis Media has prepared its **Publicis Lighthouse** dashboard which incorporates six pillars of the campaign's performance analysis. One of these pillars is based on the calculation of carbon emissions, *via* A.L.I.C.E. or with very detailed additional analyses, and another pillar includes elements on the inclusiveness of the campaign based on the privileged minority groups (when the local context allows the monitoring of these indicators);
- in France, Razorfish (digital agency) launched a solution at the start of 2022 called **Razoscan** in partnership with Green IT and their EcoIndex algorithm to generate an eco-score of the key journeys of a website, with a score ranging from A to G. The aim is for the agency's sites to obtain the best ratings, guaranteeing an optimized user experience that consumes less energy. For the past two years, the use of Razoscan has been incorporated into all technological design and manufacturing processes for customer digital experiences, and is used to continuously analyze the environmental footprint of client sites. The objective is to reduce this footprint, to remain at the best level (A or B) without compromising the user experience;
- against this backdrop, the **Digital Eco-design Barometer** created by Razorfish and Green IT to measure trends in the environmental footprint of websites in France, in its second edition in 2023, found that the eco-score of CAC 40 corporate websites had improved by six points in 2023, with an average score of D. However, the environmental maturity of e-commerce sites has not improved sufficiently quickly;
- at the same time, Publicis Sapient France launched **e-Footprint**, the first open-source project to model the impact of manufacturing and energy consumed by complex digital systems. The special feature of this model is that it is used upstream of the project, right from the client's briefing and the sketch of an initial solution, as modeling helps to choose the best practices for the project. This anticipation makes it possible to obtain orders of magnitude for energy consumption and to assess the environmental impact of digital technology. Taking into account these improvements to be made from the design phase makes it possible to truly eco-design the entire project. e-Footprint was made with the help of the Boavizta association. This tool is currently presented in Python code (the API will be available in 2024) and is available as open source at https://github.com/publicissapient-france/e-footprint. The tool takes into account the impacts of the use of a chatbot (online conversation robot) from generative AI.

4.1.3 Alignment with the European Taxonomy

4.1.3.1 Regulatory framework

The European regulation known as the Green Taxonomy (EU Regulation 2020/852) is part of the implementation of the action plan for sustainable finance, whose objective is to achieve carbon neutrality by 2050.

The Taxonomy Regulation introduces reporting obligations for non-financial and financial companies based on a classification to define environmentally sustainable economic activities. This classification aims, in particular, to redirect flows towards so-called sustainable investments.

The European Taxonomy has set a framework around six objectives. At the date of publication of this document, only the first two have been the subject of a delegated regulation of the European Commission:

1. climate change mitigation;
2. climate change adaptation;
3. sustainable use and protection of water and marine resources;
4. transition to a circular economy, including waste recycling;
5. pollution prevention and reduction;
6. protection and restoration of biodiversity and healthy ecosystems.

Publicis Groupe must carry out an analysis of its activities that can meet the expected eligibility criteria defined in the Climate Taxonomy Delegated Act (EU 2021/21393) as well as the alignment criteria.

The Groupe is required to publish the three required indicators on the description of eligible activities and for those ineligible: turnover, CapEx (capital expenditure) and OpEx (operational expenditure).

An activity is said to be “eligible” when it is included in the evolving list of activities appearing in the delegated acts of the Taxonomy Regulation insofar as it contributes to the six aforementioned environmental objectives.

The analysis of the Company’s activities was carried out on the basis of NACE codes and completed by a qualitative review of certain activities, with checks at local and central level, to more precisely identify eligible activities. The European taxonomy primarily covers the activities with the greatest impact on the climate. Under current regulations, several of the Groupe’s activities, such as advertising creation and communication, are not eligible.

Among the activities listed in the taxonomy, the following two categories have been retained as eligible to date:

- “data processing, hosting and related activities”;
- “public relations and communication consultancy”.

The methodology used for Taxonomy reporting is explained in Section 4.6 “CSR Reporting Methodology” of this document.

4.1.3.2 Eligible activities

Revenue

In 2023, the Groupe’s revenue amounted to euro 14,802 million and corresponds to the amount shown in the Groupe’s consolidated income statement.

Eligible revenue amounts to euro 2,118 million (14.3% of the Groupe’s revenue) and corresponds to the Groupe’s activities classified in the “Data processing, hosting and related activities” category. Epsilon’s activities are the main ones concerned.

Capital expenditure (“CapEx”)

In 2023, capital expenditure related to the Groupe’s property, plant and equipment and intangible assets amounted to euro 180 million and corresponds to the amount shown in the Groupe’s statement of cash flows. The share of eligible capital expenditure related to eligible revenue amounts to euro 60 million and corresponds to the investments made as part of the development of the Epsilon platforms.

CapEx also includes increases in right-of-use assets related to real estate leases for euro 178 million (see Note 25 to the consolidated financial statements). These investments are 100% eligible.

As a result, the amount of eligible CapEx in 2023 amounted to euro 238 million, *i.e.* 66.5% of the Groupe’s CapEx.

Operating expenses (“OpEx”)

In 2023, the indicator relating to operating expenses as defined by the Taxonomy mainly concerns office upkeep and maintenance expenses. However, this indicator is considered irrelevant for Publicis given its insignificant impact.

4.1.3.3 Aligned activities

In accordance with the Taxonomy Regulations, a so-called aligned (or "sustainable") activity is an eligible activity that meets three additional conditions: (i) it contributes substantially to one of the two climate objectives by complying with the technical review criteria provided for by the Delegated Regulations of the European Commission, (ii) it does not cause significant harm to any of the other five objectives (*Do No Significant Harm – DNSH*) and finally (iii) it complies with the minimum social guarantees. For the 2023 financial year, for the eligible activities, companies must also publish the indicators (Revenue, CapEx, OpEx) on the sustainable activities said to be aligned with the Taxonomy and their contribution to the achievement of the first two objectives. Given the progress of the work (see below § "Ongoing work on data centers"), the Groupe is not in a position to assess with certainty the level of alignment of its activities and has adopted a cautious approach at this stage.

Substantial contribution: As explained in terms of CapEx, the Groupe has identified elements that meet the substantial contribution criterion. New internal criteria for analyzing the Groupe's activities are being deployed to allow a more detailed reading of the activities that may be concerned.

So-called DNSH criteria (*Do No Significant Harm*): The Groupe's environmental policy includes criteria relating to the certification of buildings and energy efficiency, in particular with regard to server installations and *data centers*. For its activities, the Groupe has set itself the target of switching to 100% direct-source renewable energy by 2030. Climate risks were explored as part of the work of the internal *Climate Task Force* created in 2022.

Compliance with minimum guarantees: The Groupe meets the minimum guarantee requirements of the Sustainable Finance Platform (PSF) report.

- Publicis Groupe is a member of the *Global Compact* of the United Nations and its ten Key Principles are included in the Janus Code Conduct and of Ethics. It also refers to the OECD guidelines for multinationals, as well as the International Labour Organization (ILO) relating to the fundamental labor principles and rights, of the eight fundamental principles of the ILO and the International Bill of Human Rights. The Janus Code of Conduct and Ethics applies to the entire Groupe and its subsidiaries worldwide, and therefore to all employees. As part of the Duty of Care Plan, measures are intended to ensure respect for Human Rights and Fundamental Freedoms, Personal Health and Safety, as well as in terms of environmental impacts. (see Section 4.3.10);
- Publicis Groupe defined a policy to prevent fraud risks and has a dedicated organization to prevent corruption risks, aligned with the rules of the so-called Sapin 2 Law (see Section 4.3.5);
- Publicis Groupe considers that the contribution made by taxation contributes to the economic and social development of the countries in which it operates, for the benefit of local communities;
- The Janus Code of Conduct and Ethics reaffirms the obligation to comply with local laws. All employees are required to comply with these rules (see Section 4.3.2).

/ Share of 2023 turnover eligible and aligned with the Taxonomy, by environmental objective

	Share of turnover/Total turnover	
	Aligned with Taxonomy by objective	**Eligible for Taxonomy by objective**
Climate change mitigation (CCM)	0%	0%
Climate change adaptation (CCA)	0.1%	14.3%
Water and marine resources (WTR)	n/a	0 %
Circular economy (CE)	n/a	0 %
Pollution (PPC)	n/a	0 %
Biodiversity and ecosystems (BIO)	n/a	0 %

n/a: not applicable

/ Share of capital expenditure ("CapEx") eligible and aligned with the Taxonomy, by environmental objective

	Share of CapEx/Total CapEx	
	Aligned with Taxonomy by objective	**Eligible for Taxonomy by objective**
Climate change mitigation (CCM)	0%	66.5%
Climate change adaptation (CCA)	0%	0 %
Water and marine resources (WTR)	n/a	0 %
Circular economy (CE)	n/a	0 %
Pollution (PPC)	n/a	0 %
Biodiversity and ecosystems (BIO)	n/a	0 %

n/a: not applicable

/ Share of operating expenses ("OpEx") eligible and aligned with the Taxonomy, by environmental objective

	Share of OpEx/Total OpEx	
	Aligned with Taxonomy by objective	**Eligible for Taxonomy by objective**
Climate change mitigation (CCM)	0%	0%
Climate change adaptation (CCA)	0%	0%
Water and marine resources (WTR)	n/a	n/a
Circular economy (CE)	n/a	n/a
Pollution (PPC)	n/a	n/a
Biodiversity and ecosystems (BIO)	n/a	n/a

n/a: not applicable

The detailed tables presenting the share of turnover, CapEx and OpEx resulting from activities that are economically eligible and/or aligned with the Taxonomy are presented in Section 4.7.

Ongoing work on *data centers*

In 2023, Publicis Groupe began an in-depth review of its own, shared and third-party cloud *data centers*. The aim of this work is to identify and qualify the proportion of these infrastructures aligned with the *European Code of Conduct for Energy Efficiency in Data Centers*, meeting the criteria set out in the format published in September 2023 (*Assessment Framework for Data Centers in the Context of Activity 8.1 in the Taxonomy Climate Delegated Act*). The first step was to define a training module for the teams concerned, with the help of an independent external consultancy, and to draw up a work program. This work will cover the *Data centers* directly, those leased from third parties and the *Cloud* with external partners. This approach is voluntary and is intended to provide a sufficiently precise analysis to help improve energy efficiency and reduce *data center* energy consumption. This analysis work will be rolled out in 2024 and will enable us to better qualify these activities. For 2023, these activities were considered, by default, as non-aligned.

4.1.4 Reducing impacts with the Net Zero Climate policy

Since 2019, Publicis Groupe has accelerated its environmental program in order to be more effective in terms of carbon emissions reductions, after having regularly reduced its main environmental impacts for 15 years and achieved its initial objectives for 2020 and 2030. Publicis Groupe has launched a new cycle of actions by increasing its ambitions and voluntarily committing to an approach verified by the SBTi (Science Based Targets initiative) for 2030 and 2040. The trajectory adopted is that of the Paris Agreement and a 1.5°C scenario.

Publicis Groupe has seen its **objectives validated by SBTi**, aligned with their new 2021 method:

- **Near-Term Target 2030: 50% reduction in the impacts of scopes 1+2+3;**
- **Long-Term Target 2040: 90% reduction in the impacts of scopes 1+2+3.**

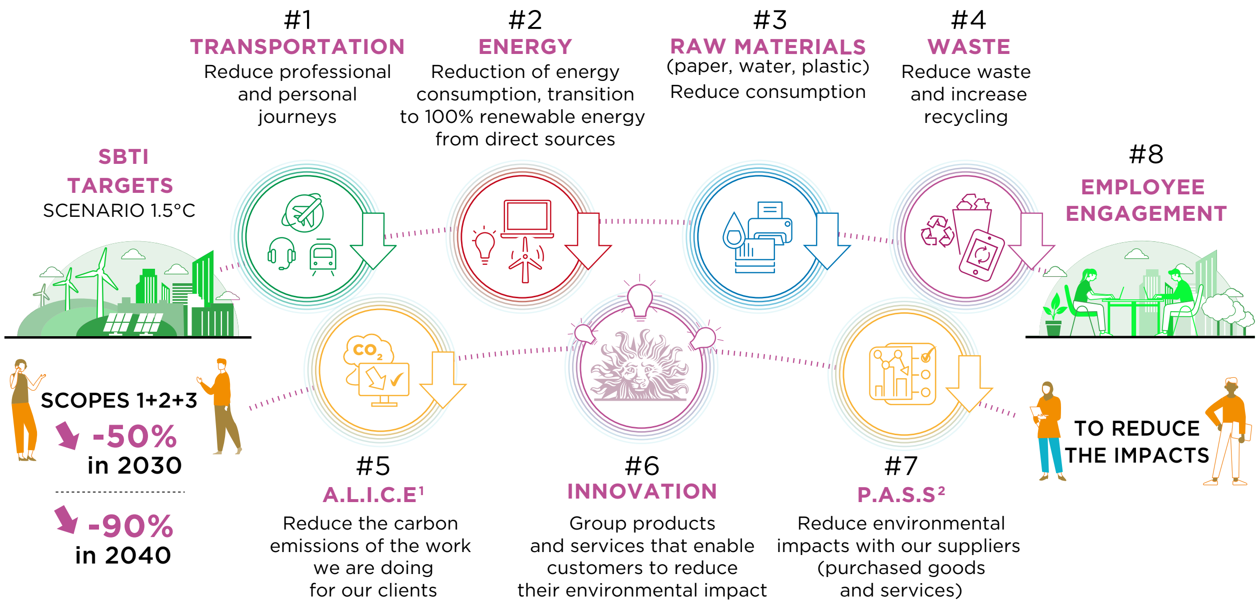
This projection includes another voluntary objective, which is the switch to 100% direct-source renewable energy throughout the Groupe. These objectives anticipate the fact that disruptive technological and operational innovations still unknown on the market will be implemented in the coming years. Taking into account the essential acceleration, the "Zero Impact Climate Policy" is backed by SBTi objectives. With a view to reassessing the SBTI targets in 2025, work on modeling the reduction trajectory began in 2023 on various significant items (air business travel, purchasing, etc.) in order to better understand the levers for action.

/ Change compared to SBTi Objectives (2019 year of reference)

SBTi Scope only	Unit	Objectives by 2030	2019	2021	2022	2023	Change *vs.* 2019	Change *vs.* 2022
Scope 1+2	Teq CO_2	-50%	65,780	36,059	40,057	27,351	-58.4%	-31.7%
Scope 3: Purchased goods and services	Teq CO_2	-50%	53,655	52,859	54,261	74,833	39.2%	37.6%
Scope 3: Energy-related emissions excluding Scopes 1+2+3	Teq CO_2	-50%	18,599	8,889	9,351	6,331	-65,9%	-32,3%
Scope 3: Business travel	Teq CO_2	-50%	71,992	13,237	49,913	50,820	-29.4%	1.8%
Scope 3: Commuting	Teq CO_2	-50%	53,860	5,023	22,783	35,452	-34.2%	55.6%
Scope 3: Capitalized assets	Teq CO_2	-50%	33,906	35,026	34,104	22,064	-34.9%	-35.3%
Total Scopes 1+2+3 (SBTi)	Teq CO_2	-50%	297,792	151,093	210,469	216,901	-27.1%	3%

This environmental policy relies on an EMS (Environmental Management System) which has been in place for the past few years. It is based on the voluntary standard ISO 14001, with precise objectives, annual reporting with quantitative and qualitative data (*via* HFMCSRGRI, P.A.R.I.S, etc.), proprietary tools (A.L.I.C.E., P.A.S.S, etc.) designed to constantly improve the measures in place and innovate both in terms of business lines and suppliers. This EMS applies to all subsidiaries; it is managed by the Groupe's CSR Department under the supervision of the Secretary General, who is a member of the Management Board, and is subject to continuous improvements.

NET ZERO CLIMATE POLICY



[1] A.L.I.C.E: Advertising Limiting Impacts & Carbon Emissions
[2] P.A.S.S: Publicis Groupe Providers Platform for a self-Assessment for a Sustainable Supply-chain

The "Zero Impact Climate Policy" – whose **top priority is to reduce all impacts**, is structured around the following eight levers:

1. **reduction of transportation**, particularly by air, and its impacts, thanks to the reduction in air business travel and the use of teleconferencing tools. Various scenarios for the future development of business air travel have been studied to adjust our travel validation policy and processes. The Groupe's international dimension and the need to regularly hold face-to-face discussions with clients imply a need to think differently about air business travel to group meetings more effectively;
2. **reduction in energy consumption and switch to 100% direct-source renewable energy**. In recent years, Re:Sources teams have focused on improving the energy efficiency of offices and buildings, seeking to limit the impacts of electricity, heating and air conditioning. New specific work has been underway since 2023 on the energy consumption of own and external data centers;
3. **reduction in consumption of natural resources and raw materials** (mainly paper, water, plastics). The global plan launched at the beginning of 2020 to eliminate single-use plastics (Zero Single-Use Plastic) from all agencies in order to rapidly comply with the ambitious objectives of the plan voted by the European Parliament remains a priority;
4. **reduction of the volume of waste**: the systematic use of recycling channels, particularly for electronics and IT products ("DEEE" or "WEEE" – Waste from Electrical and Electronic Equipment), and the organized management of non-hazardous waste remain the priority wherever possible (the Groupe does not operate hazardous waste);
5. **reduction of the impacts of campaigns and projects completed for clients**: the Groupe has created an internal impact assessment platform called A.L.I.C.E. (Advertising Limiting Impacts & Carbon Emissions), which makes it possible to measure and find less impactful options;
6. **product and service innovation at agency** and country level, with new solutions offered to clients to support their energy and environmental transition. In 2022, Razorfish France launched Razoscan, which analyzes the energy consumption of a website, and in 2023 Publicis Sapient France launched e-Footprint with a fairly similar scope, also operating on e-commerce sites (retail);

7. **reduction of the impacts of purchased goods and services**: this translates into greater supplier commitment to the Paris Agreement trajectory and the 1.5°C scenario. Groupe or strategic suppliers are required to undergo a CSR assessment by an independent third party (EcoVadis or others) and, in terms of carbon emissions, to align themselves with a reduction trajectory validated by a third party (such as external auditors or an independent organization like CDP or SBTi). For other suppliers, the Groupe has, for several years, been providing support and training in the CSR assessment process. A self-assessment platform for their CSR and environmental approach has been created: P.A.S.S (Publicis Groupe Providers' Platform for a self-assessment for a Sustainable Supply chain). It makes it possible to share with the company their environmental data and objectives for reducing their real impacts, correctly measured;
8. **mobilization of teams:** everyone must act in their daily lives and in the services provided to clients, see Section 4.1.5.

   The Net Zero target by 2040 was set with a single watchword: reduction. An intermediate step is planned for carbon neutrality in the entire Groupe as soon as possible before 2030. The options for obtaining RECs (Renewable Energy Certificates) exist, but are managed centrally by the Groupe to deal with a local shortfall in the renewable energy market, for example. To offset irreducible impacts, VCCs (Voluntary Carbon Credits) are used only a last resort.

The summary table of key data can be found at the end of this section.

4.1.5 Eco-design: Training employees in environmental issues

Employees are regularly informed locally, in each agency, of the progress made. Joint actions between the general services teams and volunteers mobilized within the agencies are carried out throughout the year. Depending on the issue, internal notifications make it possible to keep awareness high and monitor activity-related progress (in terms of reductions in electricity and paper consumption, improved waste-recovery management, partnerships for recycling or giving a second life to objects, etc.). For more than 15 years, the "Green Teams" or "CSR Champions" have become more professional thanks to local training in sustainable development for the vast majority. They are the driving force behind employee mobilization, innovation towards new tools and solutions with the least possible impact and the transformation of all our businesses.

The deployment of A.L.I.C.E. provided the opportunity for multiple working sessions with many teams according to their business challenges and the clients with whom they work, conducted by the Groupe's CSR Department. Each country then set up workshops and working groups to familiarize employees in depth and to integrate specific contextual or legal elements. The We are Positivers program rolled out by France, which enabled the training of all employees in eco-design, as part of the #NIBI (No Impact for Big Impact) program, reflects this determination. Several French entities were rewarded several times in 2023 for their eco-designed client campaigns, and recognized as role models.

Eco-design is at the heart of the development of a digital campaign or project for a client in many of the Groupe's agencies. Teams are looking for partnerships to make projects more sustainable using new approaches such as the circular economy or sharing economy. Eco-design approaches are tested and evaluated, some of which give convincing results. These voluntary initiatives make it possible to involve clients, suppliers and partners and to give employees the ability to take concrete action. In recent years, Conferences of Parties (COP) organized each year on the climate by the United Nations, have been a benchmark during the year for organizing internal activities (training, external speakers, round tables with clients and partners, etc.) around the mobilization against climate change.

4.1.6 Greenhouse gas (GHG) emissions assessment

For the 14th edition, the greenhouse gas (GHG) emissions review based on the GHG Protocol method was calculated with the assistance of Bureau Veritas Exploitation based on data collected by all Groupe entities, *i.e.* 99% of headcount (maximum margin of uncertainty of 20%).

It should be noted that Publicis Groupe's impact on greenhouse gases is limited to the carbon impact, given that greenhouse gas emissions other than CO_2 are not significant.

These data take into account new emission factors updated from the *Base Carbone®* database managed by the French Environment & Energy Management Agency (ADEME, accessible at www.basecarbone.fr); these emission factors are required by the French Ministry for the Ecological and Inclusive Transition for the GHG emissions assessment. Additional databases are used, such as Dekra or Ecoinvent.

The total of scopes 1+2+3 in 2023, for the entire Groupe and its subsidiaries worldwide, is 222,399 TeqCO$_2$, *i.e.* a carbon intensity of 2.1 TeqCO$_2$ *per capita,* slightly lower than 2022. This demonstrates the Groupe's ability to pursue its reduction efforts in a number of areas, while absorbing some of the additional impacts automatically linked to the Company's economic growth.

The breakdown by category of the GHG Protocol follows the presentation submitted and validated by SBTi for the 2030 and 2040 objectives.

The methodology and scope used for the GHG assessment are explained in Section 4.6 "CSR Reporting Methodology."

Scopes 1 and 2

With regard to Publicis Groupe's intellectual services activities, the impact mainly comes from:

1. **business travel by car, estimated at 10,218 thousand km for associated emissions of 6,164 TeqCO$_2$. 2023** was marked by a resumption of business travel. This calculation takes into account the impact of condensation trail.

   For Company vehicles or service cars, for the past 15 years, the Groupe has aligned its professional vehicles policy (Car Policy) on the European targets of 95 g CO$_2$ maximum, and supports the objective of zero-emission road mobility by 2035 indicated in the draft regulation Fit-for-55. Individual practices have evolved in favor of hybrid and electric vehicles;
2. **energy consumed is estimated at 109,650 MWh for associated emissions of 20,138 TeqCO$_2$;**
3. renewable energy accounts for 60% of total consumption (based on the certifications given by electricity suppliers). Electricity consumption in offices has picked up with the return to the office in several countries. The switch to 100% renewable energy supply contracts is continuing through discussions with the managers of the buildings where our offices are located. The checkpoints are 65% in 2024 and 75% in 2025. Depending on the country and the city, and on the maturity of the landlords on this subject, things are progressing relatively quickly, but our demands are not weakening. After purchases of RECs (Renewable Energy Certificates) and GOs (Guarantee of Origin), this rate rose to 92% in 2023. The Groupe CSR Department, together with the Real Estate Department, reviews the progress of these contract changes at least twice a year with the local teams and contributes directly to the negotiations if necessary. Efforts continue to improve energy efficiency and best practices (switch-off policy for computers and machines such as printers, as well as night and weekend lighting):
   a. **data centers**: in addition to the ongoing work to optimize and rationalize servers, an analysis project was launched at the end of 2023 to gain a picture of energy issues in our own and shared data centers, as well as those of our partners, particularly in the cloud. In recent years, an average annual improvement of 10% to 12% has been obtained and the intention is to go further,
   b. **energy audits**: pursuant to directive 2012/27/EU, the agencies in Europe carried out energy audits, enabling progress plans to be drafted for the coming years (for example, improvements to systems or the strengthening of individual and collective eco-friendly practices),
   c. **energy efficiency**: during the winter in 2022-2023, in a context of global pressure on energy, the directive from the Management Board was to reduce electricity consumption by an additional 10% in all agencies; new best practices were implemented and have been maintained.

Scope 3

With the entry into force of Decree No. 2022-982 revising several articles of the French Environmental Code on the calculation scope of scope 3, and with the coming into force of the European CSRD, which also requires companies to take into account a wider scope, Publicis Groupe worked on the integration of new categories (*e.g.* social benefits and other services).

Upstream

1. **Purchased goods and services**, which represent the largest part of scope 3, for an estimated total of 74,883 TeqCO$_2$.

   The following categories are taken into account in the calculation (included in the objectives validated by SBTi):
   - information & Technology (IT): data centers & cloud services software licenses, development and consulting,
   - telecommunications and networks,
   - research and development, studies,
   - recruitment costs and external training costs,
   - insurance, banking and legal fees.
2. **Capital goods**, for an estimated total of **4,925 TeqCO$_2$** and including:

   IT: For an estimated total of **4,743 TeqCO$_2$**. IT equipment (servers, workstations and laptops, screens, cellular phones, tablets, printers, etc.) are taken into account in the form of an exhaustive inventory of all office equipment and connectivity used by employees for their daily activities, in the workplace or at home. The Groupe seeks to use Green IT solutions wherever possible in order to be able to work on more energy-saving computers and use more virtuous software packages and programs.

   Paper consumption: 159 metric tons were consumed, of which 70% were certified or standard-compliant paper (FSC, PEFC or other labels), as were consumables (ink cartridges, office supplies, etc.), *i.e.* an impact of **182 TeqCO$_2$**. For several years now, the "zero paper" policy has been encouraged everywhere. The roll-out of applications such as "Follow Me" makes it possible to select printers according to the type of document to be printed and to use a pass to activate printing.

3 **Activities with energy consumption excluding scopes 1+2 for an estimated total of 6,331 TeqCO_2**.

The emissions measured in this category take into account upstream emissions and losses related to energy consumption, calculated from the Groupe's energy consumption using the appropriate data sets.

4 **Upstream transportation**: not relevant to the intellectual services business.

5 **Waste** for a total of **256 TeqCO_2**:

- the volume of (non-hazardous) waste recycled is estimated at 1,586 metric tons. Most of this waste is paper and cardboard. It is recycled with traceability (some agencies have had traceability in place for 100% of these volumes for several years now). Given that the Groupe provides services, it does not manage any hazardous or toxic waste. In early 2020, the Groupe launched a global plan for single-use plastic, with the aim of achieving its elimination in all entities. Although the pandemic has led to an increased use of single-use personal protective equipment, most plastic office equipment has been phased out,
- electronic waste is collected in local WEEE (waste electrical and electronic equipment) channels, or as part of IT equipment take-back contracts, also allowing a second life for this still usable equipment,
- the issue of food waste has been monitored for a number of years now. In all agencies, employees must reduce waste day-to-day and support sharing initiatives to tackle food insecurity. For example, in the late afternoon, employees can go to the cafeteria to collect untouched food left over from meetings. In France, Sodexo, which is the Groupe's partner, including for the Champs-Élysées and Bastille sites, is extremely proactive both in its own production chain (from upstream to downstream) and in its communication campaigns designed to raise the awareness of its employees and clients on food waste issues in corporate canteens. The Groupe defends responsible, fair and sustainable food that is sourced locally whenever possible, mindful of animal welfare, as evidenced by several projects carried out with various clients (see www.publicisgroupe.com, CSR section).

6 **Business travel, for an estimated total of 50,820 TeqCO_2, covering:**

- **air business travel for a total of 45,030 TeqCO_2**. Since 2013, Publicis Groupe has been calculating the carbon emissions of flights according to the distance flown and the class of passengers, using monthly reporting that covers more than 90% of flights. This air travel is validated at several levels, which leads the employees concerned to rethink the organization of their trips by concentrating meetings over several days to avoid unnecessary round trips. Business imperatives, in agreement with clients, take priority. If carried out for any other reason, travel must be approved by a member of the General Management. With the resumption of physical meetings, business flights resumed, and were up compared to 2021 but down compared to 2019. Given the impact of this air travel, it is included in the Groupe's current carbon offset program. Since 2022, a monthly monitoring of air travel bas been set up in order to identify the levers to reduce it,
- **other travel**, by train and other modes of transportation, including car rental. In countries where this service exists, group use of Green Cabs and taxis is encouraged.

7 **Commuting of employees for an estimated total of 35,452 TeqCO_2.**

The Groupe's offices are located in major cities around the world. Employees are therefore encouraged to use public transportation (partial or total) or other forms of soft mobility (electric bicycle, etc.), and to carpool. With the return to the office three days a week, the impacts of commuting automatically increase. The agencies encourage the use of low-emission modes of transportation, such as public transportation, wherever possible, as well as other options, such as electric, hybrid or smaller company cars or alternative mobility solutions (electric bicycles).

8 **Upstream leased assets, for an estimated total of 22,064 TeqCO_2.**

These emissions come from the operation of assets leased by the Groupe during the reference year, and which are not already included in the Groupe's scope 1 or scope 2 inventories, calculated in carbon equivalent per square meter of office space.

Real estate and offices (Upstream leasing assets), taken into account for the total surface area occupied, in all countries, for an estimated total of **22,064 TeqCO_2**.

Environmental issues are integrated by the Groupe's Real Estate Department right from the early stages of a project, whether in the course of refurbishment work for the agencies or when looking for new premises. The objective is to favor functional spaces that meet energy and environmental performance criteria. With work in hybrid mode, the Groupe supports the transformation of workspaces while pursuing its objectives of optimizing surface area as part of the "All in One" program (Total office space has been reduced by 40% since 2018). Every year, examples of good practices are exchanged by real estate managers in different countries so as to anticipate requirements for the future premises:

- building certification (LEED, BREEAM, HQE, Energy Star, etc.); such as in Boston, New York, Chicago, Los Angeles, Gurgaon, Bangalore, Shanghai, Paris and London to cite a few examples;
- selection of energy supplier and energy mixes that include renewable energies. More and more agencies are already 100% using renewable energies;
- installations of "smart" energy-saving electrical meters and regulated management of heating and air conditioning;
- monitoring of the consumption of water and other fluids used (air conditioning);
- biosourced materials for interiors and decoration;
- effective (tracked and proven) waste sorting and recycling systems.

Downstream

9 **Transportation and distribution**: not relevant with regard to the intellectual services activity.

As an intellectual services Company, downstream transportation and distribution are not considered relevant, as there is no physical movement of materials as is the case in a manufacturing process.

10 **Processing of products and services sold**: not relevant to the intellectual services business.

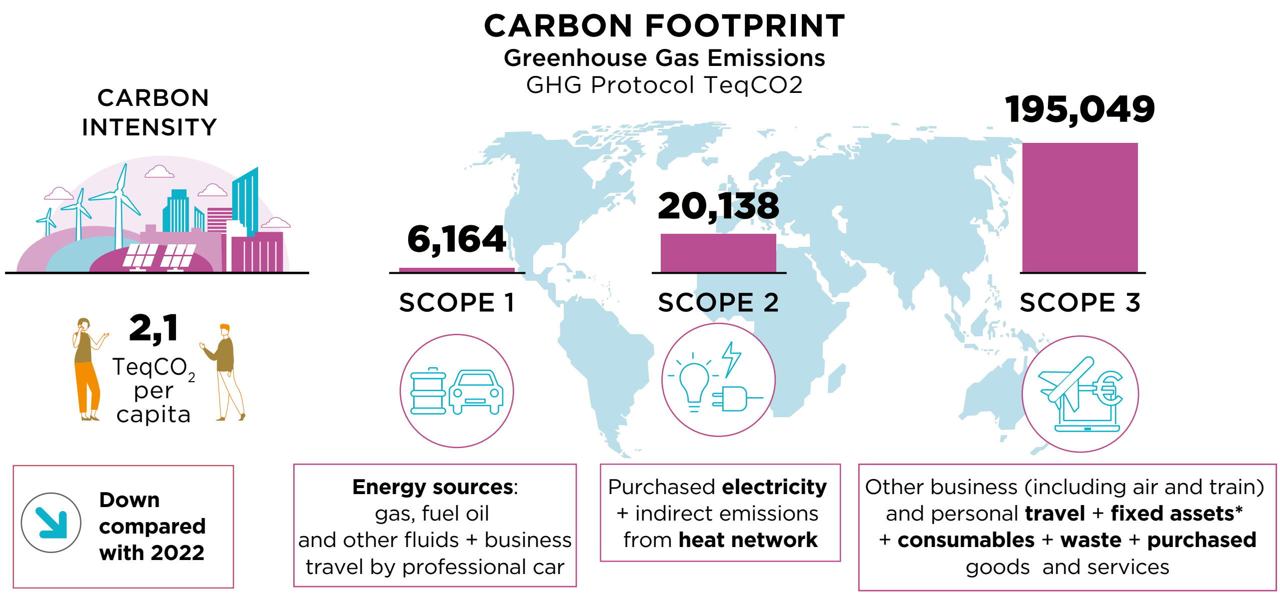
11 **Use of products and services sold**: we work with our clients and partners to develop measurement methods through the use of A.L.I.C.E., the carbon calculator that applies to all of the Groupe's activities. These calculations are useful in particular for production or media activities that are part of clients' scope 3. The Groupe is active in industry work that will align all players behind a common and unilateral measurement method.

12 **End-of-life of products and services sold**: not relevant with regard to intellectual services activities.

13 **Downstream leased assets**: The Groupe has no assets leased to other entities, as would be the case in this category.

14 **Franchises**: not relevant to the Company's activity.

15 **Investments**: This category includes the scopes 1 and 2 emissions of a few entities in which Publicis Groupe holds less than 50%, for a total of around 500 TeqCO_2. Other investments are already included in scope 1+2 emissions.



* Buildings, IT and Office equipment

/ Summary of indicators related to carbon and greenhouse gas emissions

Category No.	Carbon emissions by GHG Protocol categories	2019 *	2022	2023	Change 2019/2023	Objectives by 2030
1.1	**GHG Scope 1 emissions:** Business travel by car and refrigerant gases for office air conditioning systems	9,895	7,266	6,164	-37.7%	4,948
2.1	**GHG Scope 2 emissions:**					
	Location based	56,018	42,898	33,462	-40.3%	28,009
	Market based	55,885	31,100	20,138	-63.9%	27,942
	Related to steam consumption, heat	1,660	1,692	1,049	-36.8%	830
	Indirect GHG Scope 3 emissions:	236,237	175,873	195,049	-17.4%	118,118
3.1	Products and services purchased	53,655	54,261	74,883	39.2%	26,828
	Capital goods					
3.2	- of which IT equipment	3,357	5,255	4,743	41.3%	1,678
3.3	**Activities with energy consumption**	18,599	9,351	6,331	-65.9%	9,300
3.4	*Upstream transportation*	*N/R*	*N/R*	*N/R*	*N/R*	*N/R*
3.5	**Waste**	868	206	256	-70.5%	
3.6	**Business travel**	71,992	49,913	50,820	-29.4%	
	- of which air	58,575	45,256	45,030	-23.1%	
	- of which other modes	13,417	4,657	5,790	-56.8%	35,996
3.7	**Commuting**	53,860	22,783	35,452	-34.2%	26,930
3.8	**Upstream leased assets**	33,906	34,104	22,064	-34.9%	16,953
3.9	**Transportation and distribution**					
3.10	Treatment of products and services sold	N/R	N/R	N/R	N/R	N/R
3.11	**Use of products and services sold**					
3.12	End of life of products and services sold	N/R	N/R	N/R	N/R	N/R
3.13	**Downstream leased assets**					
3.14	Franchises	N/R	N/R	N/R	N/R	N/R
3.15	**Investments**	500	500	500	0	N/R

* *2019 is the reference year used for SBTi objectives.*
N/R: not relevant with regard to Publicis Groupe's intellectual services activities, services intended for companies (BtoB).

In addition,

- **water consumption** is estimated at 431,050 m^3 – *i.e.* 4.21 m^3 *per capita*. Agencies rent premises in serviced buildings which include local water supplies. The main improvements concern washroom facilities (sensors) and prompt response once a water leak is detected. Water is supplied from municipal distribution systems or private operators, under long-term contracts with the managers of the buildings. The aim is to reduce water consumption in all agencies.

Finally,

- concerning the **circular economy**, for more than a decade now, agencies have been voluntarily committed to promoting documents from recycled paper, plastic, fabric and other materials for paper publications or regular and one-time events, by working with suppliers who guarantee these recycled raw materials (see the example of Publicis Live through its Sustainability Guidelines, shared with suppliers involved in various events).

4.1.7 Protection of Biodiversity

In 2023, on the request of the Secretary General, the Groupe's CSR Department initiated an analysis of impacts on biodiversity with the help of an external firm. Publicis Groupe's intellectual services activities make it difficult to understand its direct and indirect impacts on biodiversity.

This work focused on an initial analysis of the Group's biodiversity footprint (scopes 1+2+3) based on the GBS (Global Biodiversity Score) model which uses the so-called MSA (Mean Species Abundance) which is offered in MSA.km^2 or in MSAppb, or MSAppb* (ppb = party per billion / * meaning aggregate). This method covers static and a dynamic impacts linked to the past year's activity. The model covers land and fresh water ecosystems, four of the five categories of the IPBES – Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services (the IPCC of Biodiversity); namely, a) change of use of soils, b) over-exploitation of natural resources, c) climate change, and d) pollution (the assessment of invasive species is not yet sufficiently reliable, nor is the analysis of impacts in the marine environment). UNEP (the United Nations Environment Programme) provides the secretariat for this intergovernmental IPBES body, which has 130 member countries.

The impacts were analyzed by associating the NACE codes of all subsidiaries with the sectors of Exiobase, the international database which makes it possible to convert financial data (subsidiaries' revenue) into physical data. The Globio model then assesses the impacts of the activities of the 163 industries considered on biodiversity. This classification shows that two-thirds of Publicis Groupe's activities are in the category "Other Business Activities," *i.e.* advertising, media, consulting, design, events and other technical services, and one-third is part of the so-called "Computer and related activities," *i.e.* digital activities, IT programming, IT consulting, and data processing & hosting. This classification into 28 NACE codes provided an initial assessment of impacts that did not show any significant dependence on biodiversity. This analysis remains to be further developed, given the wide disparity and differences between the activities included in the "Other Business Activities" category.

These calculations were made using public data from 2022. The total sum of impacts on biodiversity amounted to **232 MSAppb***, more than two-thirds being attributed to terrestrial impacts (*versus* aquatic).

Biodiversity	in absolute value MSAppb*	Static MSA.km^2	Dynamic MSA.km^2
Aquatic	72	37	N/A **
Land	160	993	1

*** This indicator currently has too many uncertainties to be significant*

Publicis Groupe stood out with an impact of 18 MSAppb* (ppb = party per billion / * meaning aggregated), *i.e.* a rather low impact (the average of French companies, mainly industrial or commercial, having published their data between 2020 and 2022 is around 62 MSAppb* per billion euros of revenue).

Locally, the Groupe's entities are concerned about biodiversity, but to a limited extent in terms of what is accessible and easy to implement. More symbolically, the protection of biodiversity is approached locally, depending on the immediate environment of each agency and its actual capacity for influence and action. In France, the Groupe continued to install several beehives on the roofs of three of its sites, including the Champs-Élysées, Bastille and Gambetta. Employees are trained each year to support the care of the beehives. In addition to supporting the French beekeeping sector, a partnership has been established with the Apiflordev association, which fights against poverty in Africa: 100% of the honey from the Parisian beehives is used to finance the installation of beehives in Togo (canton of Tado) which are then entrusted to a community of women.

In Costa Rica, Re:Sources is continuing its plan involving employees in a carbon offsetting program designed to promote local biodiversity by preserving tropical flora and fauna in protected forests.

Nature protection is the subject of *pro bono* campaigns or volunteer activities in favor of environmental associations and the defense of natural resources and biodiversity (plant and animal) in many countries.

Lastly, Publicis Groupe is also monitoring the development of the first forests toward which it participated, in 2008 in Cameroon, by financing the planting of 6,000 trees for the Sanaga Forest (Douala – Yaoundé).

4.1.8 Reduction and offsetting actions

Investments enabling carbon emission reduction and offsetting operations are managed by the Groupe's CSR Department, in order to focus efforts on projects audited by third parties with recognized certifications such as: Gold Standards for the UN SDGs, VCS (Verified Carbon Standard) and CCBA (Climate, Community & Biodiversity Alliance). These transactions appear publicly in the VERRA registers. Publicis Groupe is supported in these projects by an external firm in order to validate the robustness of the projects selected and to monitor their evolution over time.

4.1.8.1 Reduction of emissions

In terms of renewable energy, the Groupe's objective is to achieve 100% renewable energy from direct sources. However, some markets are not yet sufficiently mature or sometimes local regulations do not yet allow for the possibility to change energy supplier. In order to accelerate this process, once the progress of renewable energies from direct sources is known, the Groupe purchases RECs (Renewables Energy Certificates) or GOs (Guarantees of Origin) each year to reduce the impact of the volume of energy consumed that does not come from renewable sources. This plan covers the Groupe's leading countries in terms of workforce on three continents: United States, Canada, United Kingdom, France, Germany, Italy, India, China and Singapore.

With regard to the reduction of scope 3 impacts, the project continued in 2023 with a selection of major suppliers already actively reducing their own impacts. The initial data gathered reveal a significant gap between business sectors and the players within them. As suppliers are not at the same stage of progress, nor subject to the same level of local legal compliance, Publicis Groupe is continuing its preparatory work to trace the progress made by suppliers.

4.1.8.2 Carbon Offsetting

In 2020, Publicis Groupe committed to a five-year multi-year project to offset its carbon emissions. This "**Plan 1**" includes:

- 90% of the Gandhi/Pawan program, by purchasing Voluntary Carbon Credits (VCCs) financing the deployment of wind farms in three regions: Gujarat, Karnataka and Maharashtra, with a strong social impact around the education of children and economic empowerment of women. This project is aligned with the United Nations Sustainable Development Goals (SDGs) 7, 8 and 13;
- 10% of VCCs from the forestry project in Madre de Dios, Peru, protecting the old-growth forest and its biodiversity. This project is aligned with SDGs 8, 13 and 15.

In 2023, the Groupe canceled the equivalent of 68,602 TeqCO$_2$ through VCCs. These reduction and offsetting actions enable Publicis Groupe to achieve **carbon neutrality for scopes 1+2 in 2023** (as since 2020), in accordance with the requirements of the Paris Agreement.

In 2022, Publicis Groupe included scope 3 emissions related to air transportation as part of its business travel in its current offset plan. In 2023, a second five-year multi-year project was implemented to build on the first. This "**Plan 2**" includes:

- 85% the continuation of the Gandhi/Pawan program, which will mean ten years of support for this wind project in the same three regions of Gujarat, Karnataka and Maharashtra, with a strong social impact around the education of children and economic emancipation of women. This project is aligned with the United Nations Sustainable Development Goals (SDGs) 7, 8 and 13;
- 15% of CCVs come from forestry projects in the United States, in the states of Maine and Michigan (Baraga), in the same vein of prioritizing countries where the Groupe has a strong presence. These projects are aligned with SDGs 6, 13 and 15.

In order to anticipate future needs in terms of carbon credits, to offset irreducible residual emissions, Publicis Groupe has joined the Climate Fund for Nature, managed by Mirova/Natixis. It is a pooled fund in which the Groupe has invested euro 20 million, in exchange for carbon credits for the next 15 years – see the description in Section 4.1.2.2.

/ Carbon offsetting: projects supported in Plans 1 & 2 for the period 2020-2024

Project name	Country	Project category	Type of project	Standard	Co-benefit standard	SDG alignment	Number of credits in 2023
Gandhi/Pawan (Plan 1 and Plan 2)	India	Reduction	Renewable Energy (wind turbines in 3 regions)	VCS	-	Nos. 7, 8, 13	59,201
Madre de Dios (Plan 1)	Peru	Reduction	Avoided deforestation (preservation of plant and animal biodiversity)	VCS	CCB	Nos. 8, 13, 15	1,778
Forest of Maine and Forest of Michigan (Plan 2)	United States	Reduction	Preservation of deciduous and coniferous forests	ACR	-	Nos. 6, 13, 15	7,623

4.1.9 Consolidated Environment and Climate Indicators

Multi-year data trends are available on the Groupe website, in the CSR section – under the heading "CSR Smart data."

Indicators	Unit	2021	2022	2023	SBTi Objectives by 2030 [1]
Groupe headcount	Number	88,531	98,022	103,295	
Scope 1	$TeqCO_2$	4,299	7,266	6,164	-50%
Scope 2 "Location based"	$TeqCO_2$	41,185	42,898	33,462	-50%
Scope 2 "Market based"	$TeqCO_2$	30,808	31,100	20,138	
Scope 2 related to steam consumption, heat	$TeqCO_2$	952	1,692	1,049	
Scope 3 total	$TeqCO_2$	121,024	175,873	195,049	-50%
Scope 3 by GHG Protocol categories [2]	$TeqCO_2$				
Products and services purchased	$TeqCO_2$	52,859	54,261	74,883	
Capitalized assets	$TeqCO_2$	5,838	5,255	4,743	
Fuel and energy emissions (not included in scope 1 or scope 2)	$TeqCO_2$	8,889	9,351	6,331	
Waste generated	$TeqCO_2$	153	206	256	
Business travel	$TeqCO_2$	13,237	49,913	50,820	
Commuting	$TeqCO_2$	5,023	22,783	35,452	
Upstream leased assets	$TeqCO_2$	35,026	34,104	22,064	
Investments	$TeqCO_2$	500	500	500	
Total* of Scopes 1+2 "Market based"+3	$TeqCO_2$	157,083	214,239	222,399	
Emissions offset by Voluntary Carbon Credits	$TeqCO_2$	22,176	24,105	68,602	
% reduction of scopes 1+2 emissions [3]	%	46.6	39.2	58.4	
% reduction of scope 3 emissions [3]	%	51.6	29.7	22.1	
% reduction of scopes 1+2+3 emissions [3]	%	50.3	32.2	29.7	
Carbon intensity *per capita*	$TeqCO_2$	1.8	2.2	2.1	
Carbon intensity to revenue	$TeqCO_2$/€ m	14.8	17.2	16.9	
Electricity consumption	MWh	108,137	111,864	109,650	

Indicators	Unit	2021	2022	2023	SBTi Objectives by 2030 [1]
Energy intensity *per capita*	MWh	1.2	1.2	1.1	
Renewable electricity consumed (not RECs)	MWh	41,965	52,574	65,998	
Renewables as a percentage of direct sources	%	38.8	47.0	60	100%
Renewables as a percentage of direct sources + RECs	%	86.1	91.7	92.6	
RECs Purchased (MWh)	MWh	51,188	55,562	34,841	
Water consumption	m^3	407,169	522,459	431,050	
Of which water *per capita*	m^3	4.7	5.4	4.2	
Total volume of non-recycled waste	metric tons	1,467	1,257	3,028	
Total volume of waste recycled	metric tons	1,331	1,502	1,586	
Recycled waste *per capita*	metric tons	0.01	0.02	0.02	
Paper consumption	metric tons	232	152	159	
Of which FSC-certified, PEFC-certified paper, eco-labels	%	75	87	70	
Of which paper *per capita*	metric tons	0.002	0.002	0.002	
Total kilometers traveled (business trips and commuting between home and work)	thousand km	168,564	472,145	582,807	
Travel *per capita*	thousand km	1.94	4.9	5.6	
Business trips	thousand km	72,022	261,106	264,325	
Daily commute	thousand km	96,542	211,039	318,481	

(1) SBTi: following the methodological change of November 2021, the Groupe's objectives have been resubmitted: -50% reduction in scopes 1+2+3 & Carbon Neutrality objective for 2030. A Net Zero target has been set for 2040.
(2) GHG Protocol for Green House Gas Protocol.
(3) Compared to 2019 (316,149 TeqCO2) *Total calculated on the basis of gross data (excluding reduction and offsetting actions).

4.2 SOCIAL: FUNDAMENTAL HUMAN RIGHTS, DIVERSITY, EQUITY & INCLUSION, AND SOCIAL JUSTICE

Business growth was very strong in 2023. The Groupe's employees drive the Company's dynamism and have shown adaptability and effectively met their clients' expectations. Social issues are central and material for Publicis Groupe, with teams and human capital being the Company's main asset.

4.2.1 Publicis Groupe's commitments in terms of fundamental human rights

Since its creation in 1926 by Marcel Bleustein-Blanchet, the Groupe's values have been based on humanistic and universal principles. These principles were shared by the founder in numerous books illustrating his vision of the Company and its role in society at the time. With the international expansion over the years led by Maurice Lévy, then Chairman of the Management Board, these values were written in order to be more widely shared with the employees joining the Groupe through multiple acquisitions. They are based on human dignity, respect for everyone in their differences, and on the fight against all forms of discrimination or harassment. This document is still public, and was the basis for the Group's Janus Code of Conduct and Ethics, introduced in the early 2000s. These values are regularly reaffirmed and strongly endorsed by the Chairman of the Management Board, Arthur Sadoun, as well as the members of the Management Board, the Directoire+ and the Management Committee

- In 2003, Publicis Groupe signed the United Nations Global Compact, reaffirming its commitment to the ten key principles each year. These principles were then integrated into the Company's human resources policy to affirm its commitment to human rights and fundamental freedoms, and to the fight against all forms of forced labor, modern slavery, human trafficking and child labor;
- In 2009, Publicis Groupe acquired the Women's Forum for the Economy and the Society, illustrating its determination to promote gender equality, the defense of the rights of women and girls, and to highlight the strong economic and social contribution of women in society (see Section 4.2.4).
- In 2011, the Groupe joined Catalyst in the United States, an NGO specializing in gender and diversity issues in the broadest sense, acting as an expert center that shares a great deal of corporate knowledge and experience.
- In 2015, the Groupe aligned itself with the 17 United Nations Sustainable Development Goals (SDGs).
- In 2018, Publicis Groupe signed the WEPs (Women Empowerment Principles of the United Nations) and joined the AIMM (Alliance for Inclusive Multicultural Marketing) in the United States, as well as the Free The Work initiative, promoting women in the professions of production, direction and photography.

4.2.2 Analysis of impacts, risks and opportunities related to social issues

4.2.2.1 Impacts related to social and human issues

With more than 103,000 employees worldwide, Publicis Groupe is a major employer. Employees are the Company's core asset. This human capital is at the heart of the Top Management's concerns, as it is very aware of the value of each individual and is keen to ensure that everyone feels good in their professional activities. The direct impacts on employees are numerous, from the rapid evolution of professions and skills requiring constant agility to working conditions enabling effective flexibility for all, and even taking into account employees' physical and mental health.

The direct positive impacts are tangible in view of the decisions taken at critical moments, such as the decision to maintain the salaries of our employees in Ukraine faced with the war in 2022 and 2023 (see Section 4.2.8), or the #WorkingWithCancer program, protecting the compensation and position of employees affected by chronic diseases. (see Section 4.2.6.3)

The employee turnover rate is structurally high in the communication and technology businesses. The objective of the Groupe's HR and Talent teams is to limit voluntary departures and to propose internal changes towards new professions or other countries. Publicis Groupe is a constantly evolving group, which is constantly changing its organization according to the projects carried out for clients and the need for new skills.

Social issues are addressed by several internal bodies under the responsibility of the Secretary General. On the one hand, they are dealt with within CTOs Council, which meets once a month and which is steered by the Groupe's HR Operations Department. It brings together HR and Talent Directors (Chief Talent Officers) and Compensation and Benefits Officers from the main countries and entities to work on structuring projects, whether tools or international actions such as #WorkYourWorld or #WorkingWithCancer, as well as on developments in Groupe HR policies. On the other hand, social issues of diversity and inclusion are addressed within the Groupe DEI Council, which meets every two months and is managed by the Groupe's CSR/ESG Department. It brings together Diversity/DEI managers from countries and entities to work on joint actions, diversity indicators, affinity groups, training tools and joint initiatives such as the fight against domestic violence.

4.2.2.2 Risks related to social and human issues

The Groupe's major risk mapping (see Chapter 2 of this document), the mapping of ESG risks as well as the double materiality table address the risks or issues related to employees and human capital. Thus, issues related to the health, safety and well-being of employees, those related to the attractiveness and retention of talent and finally issues related to diversity, equality and inclusion.

The structural rotation of teams in the industry is closely monitored by the Executive Committees in the countries and every quarter by the Groupe's Management Board. The risk is the departure of talent who contribute to the Groupe's success and who best meet client expectations. To address these risks, *ad hoc* monitoring has been in place for several years on the Groupe's Top 1,000, employees with whom the Chairman of the Management Board can interact directly and regularly. In addition, the notion of Key Executives has been refined in the Janus Code of Conduct and Ethics in order to monitor diversity, gender issues and career development of employees with key responsibilities with the Company more closely. In order to improve the retention rate, various training and individualized support programs have been renewed and redesigned (see Section 4.2.5). Lastly, numerous actions have been launched to promote diversity, equality and inclusion (see Section 4.2.3). More precisely, Section 4.2.4.1 is dedicated to the actions undertaken by the Groupe and its subsidiaries in the field of diversity, equity and inclusion, with concrete examples of the programs implemented in various countries. Real inclusion is being built every day everywhere. In terms of well-being at work, a global audit was carried out in 2023, with the help of WTW, in order to obtain a precise vision of the protection systems in each country and subsidiary, and, among other things, to draw on these elements to implement #WorkingWithCancer (see Section 4.2.6.3) so that it quickly benefits the employees concerned in all countries. This audit revealed that 100% of the Groupe's subsidiaries were in compliance with their local regulations and the Groupe rules set out in Janus. In terms of additional contingency and healthcare coverage, 95% of countries have extended medical coverage (care and surgery, dental, ophthalmology, etc.) and 91% have extended death coverage.

4.2.2.3 Opportunities related to social and human issues

Attracting and retaining talent is at the heart of Publicis Groupe's strategy. The aim is to create an inspiring, dynamic and agile work environment, offering many opportunities for professional and personal development. Publicis Groupe is currently considered the most attractive amongst its direct competitors, due to its strategic ambition, its leadership and its financial and non-financial performance. In each major country, the agencies have implemented actions to promote an increased diversity of profiles, to reflect the social diversity of the region, called "Workplace to Marketplace". The training and professional development strategy is described with examples of Groupe initiatives illustrating the reality of the tools and content made available to all employees and detailing proprietary programs giving access to unique opportunities for professional experience. The HR and Talent Departments have been working, in recent years, on innovative programs, such as #WorkYourWorld, which offers different internal mobility opportunities on a shorter time frame, as chosen by the employee. The appeal of this program to women (60% of beneficiaries are female) demonstrates that it responds to a deep-seated aspiration and provides a simpler format than traditional mobility, which is based on a longer time frame and largely attracts men (71%).

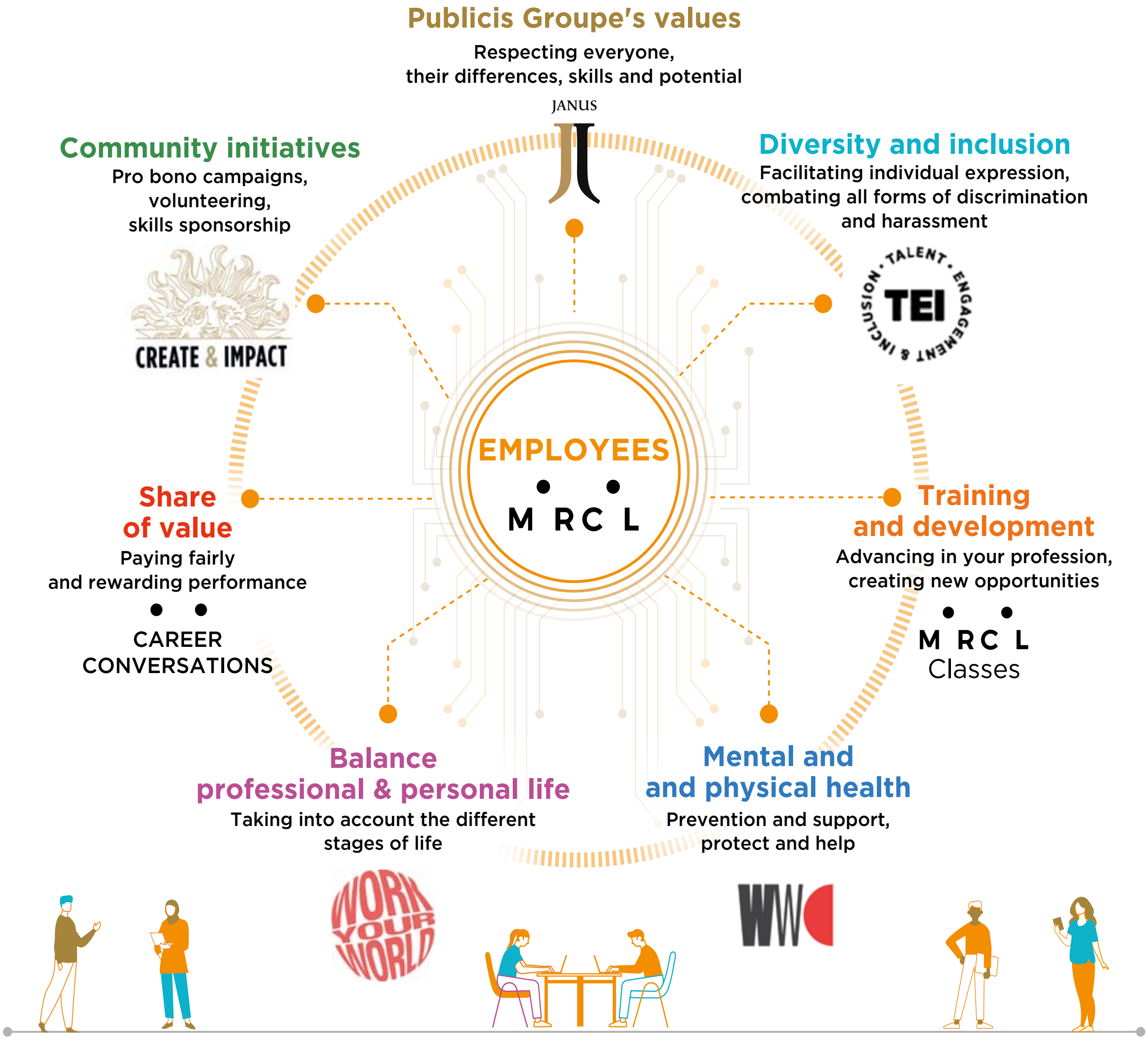
The Groupe's determination in its new transformation towards Artificial Intelligence and the use of Generative AI, to move from a platform to an "Intelligent System" (.is for intelligent system) is also an attractiveness factor. The first training courses and tools were presented in early 2023 to help employees familiarize themselves with these new tools in a protected test environment on the Marcel platform. Planned investments announced in early 2024 attest to the Company's ambition in this vast area, which is reflected in its attractiveness for talent.

4.2.3 Key points of the social and human resources policy

Human capital has been a key asset of Publicis Groupe since its founding.

HR matters are managed by the Groupe HR Operations Department, which reports to the Groupe Secretary General, a member of the Management Board. This Department works in very close cooperation with the HR and Talent teams in the countries, as well as with the Re:Sources teams; the CTOs Council meets every month to prepare and monitor numerous Groupe initiatives. Issues around Talents and those related to the professional development of employees are managed by the Chief Talent Officer of the Groupe, which relies on the HR and Talent teams in the countries and agencies for the deployment of Groupe programs.

THE KEY PRINCIPLES OF HR/TALENT POLICY



In the Groupe's Janus Code of Conduct and Ethics, the general HR policy lists the fundamental principles with regard to all employees in terms of human resources and talent management, namely:

1. **respect for the values specific to Publicis** is intangible and universal, particularly in terms of respect for each individual of his professional and personal skills and potential;
2. **inclusiveness**, supported by the **Zero Tolerance principle against all forms of discrimination and harassment**, with a deep commitment to an inclusive culture, valuing the differences which employees bring with them (see Section 4.2.4);
3. **easy access to professional training and personal development programs**, so that everyone can develop their skills, consider new professional opportunities and access different experiences (see Section 4.2.5);
4. **protection of physical and mental health**, thanks to a Groupe prevention and awareness-raising policy and appropriate local actions, taking care of any health complications that employees may face (see Section 4.2.6);
5. **flexibility is at the heart of the work-life balance** in all our businesses, in order to take account of the different stages of life (see Section 4.2.7);
6. **value sharing and the ability to easily express one's expectations**, thanks to mechanisms accessible to all, and clear remuneration rules, valuing the contribution of each and every one, to the success of the Groupe's activities with its clients (see Section 4.2.8);
7. **the opportunity to participate voluntarily in general interest causes** and community initiatives by getting involved in *pro bono* campaigns, volunteering, charity work, etc. (see Section 4.2.9).

Workforce and skills planning

Countries are responsible for making short- and medium-term forecasts. The communication and digital transformation sector is structurally a very dynamic job market, where experience is acquired through a diversity of projects, clients and sectors. Employees change agencies regularly, which is normal in this sector. Given this structural mobility, the challenge for Publicis Groupe's HR/Talent teams is to carry out distinctive recruitment actions in parallel to attract the best talent and to use retention levers in order to offer employees a comprehensive and enriching career path within the Groupe.

The Groupe's tools for this planning are based on Career Settings, the HRIS (Human Resources Information System), which allows fairly detailed demographic analyses by business line, level of experience and level of responsibility, and Career Conversation, centered on monitoring employees' performance and perception of their operational roles and functions. With the Marcel platform, and thanks to these tools, the personalization of career paths has improved in recent years based on objective data. The contribution of external partners on local labor market developments is also used. Lastly, relations with academic institutions (high schools, schools and universities) and training organizations enable cooperation on current or future changes to the training courses of future professionals (see Section 4.2.5). All positions are subject to anticipatory work, as they evolve quite rapidly. Particular attention is paid to the Data and Tech business lines, in very high demand everywhere, and for which the Groupe has real advantages in appeal, in terms of freedom of innovation and cross-skills.

Changes in data over more than ten years are available on the Groupe website, in the CSR section under "CSR Smart data".

Demographic indicators

a) The Groupe had 103,295 employees as of December 31, 2023.

The net variation of employees is broken down as follows:

- **joiners: 23,889 in 2023;**
- **leavers: 14,742 in 2023;**
- **turnover 2023: 20.7%.**

Definition: The staff turnover rate is equal to the cumulative number of voluntary departures of employees with permanent contracts during the year, divided by the average annual number of employees with permanent contracts.

b) The job market in the communication, digital and tech business lines is tight in several countries, and in the agency business, it is structurally and historically very volatile. The Groupe's attractiveness is strong due to its good financial performance and the Groupe's strategy with a particularly innovative offering.

In addition, even in times of growth, Publicis Groupe is a Company whose entities and agencies carry out regular adjustments in their organizations and always prioritize internal solutions. The HR/Talent teams promote training options (re-skilling and up-skilling) in order to enhance skills and facilitate job changes.

c) The Groupe's employment **contracts** are drawn up in compliance with the local legal and regulatory framework, for both permanent contracts and temporary contracts. Depending on local contexts and temporary needs for certain projects, freelance service contracts are offered for self-employed workers.

d) Freelancers are used when there is a temporary overload of work; under the new rules of the European CSRD, they are considered occasional employees, or "non-salaried" in relation to the Company's own workforce. At December 31, 2023, the Groupe's agencies were working with 5,070 freelancers. A freelancer is a person who may have to work several times during the year with the agency that will need its services for extremely variable periods, depending on the activities. Some activities use freelancers more often, such as production, because this is how projects work.

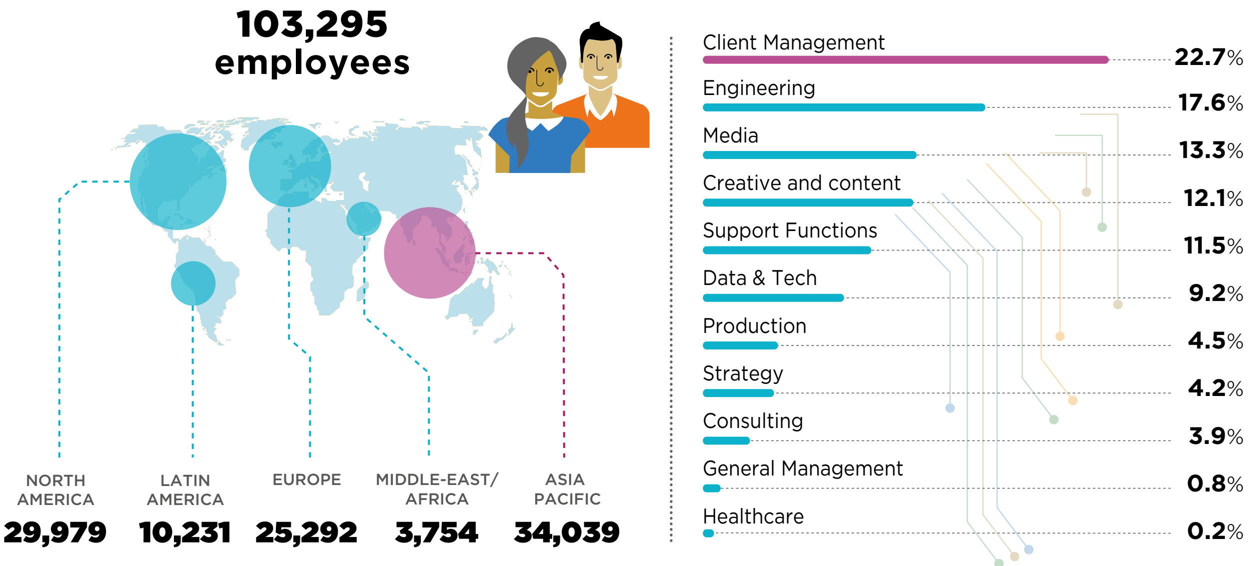
It is important to note that the status of the freelancer is in the vast majority of cases a voluntary choice on the part of the person concerned. This status allows great freedom in the choice of agencies, clients and projects on which to work. Freelancers from all over the world are also offered the chance to join the Groupe's teams as employees, only to turn down the offer because salaried status does not meet their preference for freedom.

e) Work is organized around project management requirements and is tailored to meet client needs and the expectations of the employees themselves. Working hours are governed locally by laws and regulations. In October 2023, new rules on working from home were set from 2024, with three days a week in the office in order to promote interpersonal relations *in situ* and spontaneous team cooperation. There are exceptions with regard to the type of project employees are working on or for more personal reasons (disability, family organization, etc.). For less than 5% of the workforce, on-site presence may be required, particularly in support functions such as service continuity for IT teams, or for general services teams in charge of building maintenance and security.

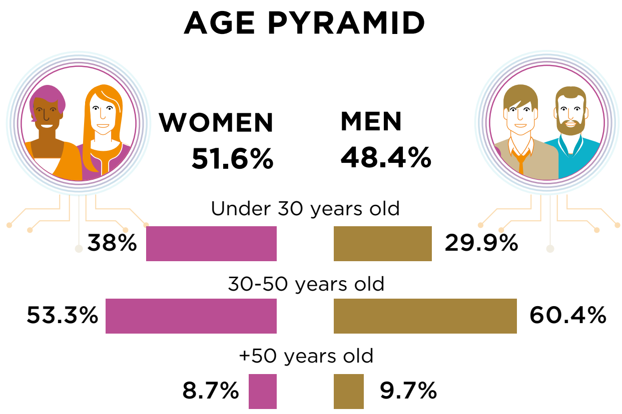
The completion of projects for clients often requires flexibility on the part of employees; in return for this flexibility, the local management of the agencies implements measures to compensate their efforts and to enable them to have more time during the summer periods (*e.g.* in summer, Friday afternoons are not worked in several American agencies) or during major holidays, such as in China (Chinese New Year, etc.), India (Diwali, etc.) or the United States (Thanksgiving, etc.).

f) The absenteeism rate within the Groupe is estimated at 1.62%.

Definition: the absenteeism rate is equal to the total number of days lost for absences other than paid leave or maternity/paternity leave, divided by the number of business days in the year.



Indicators	Unit	2021	2022	2023
Groupe headcount	number	88,531	98,022	103,295
% Women	%	51.5	51.3	51.6
% Men	%	48.5	48.7	48.4
Employees on permanent contracts	%	98.6	92.5	97.1
% Women	%	98.4	94.6	96.8
% Men	%	98.6	94.0	97.9
Employees on fixed-term contracts or temporary contracts	%	1.4	7.5	2.9
% Women	%	1.6	5.4	3.2
% Men	%	1.4	6.0	2.1
Part-time employees	%	-	1.7	1.6
% Women	%	-	80.2	80.8
% Men	%	-	19.8	18.2
Leavers	number	26,327	25,841	14,742
Joiners	number	33,796	32,736	23,889
Turnover	%	27.7	27.9	20.7
Average age of women	Years	33	34	34.3
Average age of men	Years	35	35	35.8
Average age of women-men	Years	34	34.7	35



Simplified age pyramid	% Women	% Men	Total
Less than 30 years old	38.0%	29.9%	34.2%
Between 30 and 50 years	53.3%	60.4%	56.6%
More than 50 years	8.7%	9.7%	9.1%

The Groupe's gender diversity at December 31, 2023

Diversity and equity are considered priority objectives. Since 2019, after having reached the first objective of 40% in 2020, the Groupe has set itself the new objective of 45% women among the Company's key executives by 2025, with a checkpoint reached in 2023 at 43% (Groupe Management Committee and main Country and Regional Executive Committees).

Multi-year data trends are available on the Groupe website, in the CSR section under "CSR Smart data".

Gender balance of Governance bodies as of December 31, 2023	% Women 2022	% Women 2023	Objective 2025
The Supervisory Board, chaired by Maurice Lévy, has seven women out of thirteen members, including two members representing employees, one woman and one man (see Section 3.1.1)	45%	45%	-
The Management Board chaired by Arthur Sadoun has one woman and two men	33%	33%	-
The Directoire+ chaired by Arthur Sadoun has two women and two men	50%	50%	-
The Management Committee chaired by Arthur Sadoun has nine women among twenty members in 2023	43.5%	41%	-
% of women amongst the Groupe's key executives	42.5%	43%	**45%**
% of women in the Groupe's workforce	51.3%	51.1%	

Gender balance by business line: Senior level	% Women 2022	% Women 2023
Consulting	29.8%	25.9%
Client management	53.7%	53.9%
Creative & Content	27.3%	26.5%
Data & Tech	24.8%	25.8%
Engineering	8.8%	8.5%
Support functions	55.8%	56.1%
Management	37.5%	39.6%
Healthcare	36.4%	33.3%
Media	49.1%	51.3%
Production	32.1%	46.4%
Strategy	39.5%	44.4%

Gender balance by region	Unit	% Women 2022	% Women 2023
Asia-Pacific	%	43.8%	43.4%
Europe/Russia	%	56.5%	56.5%
Latin America	%	53.0%	50.2%
Middle East/Africa	%	51.8%	51.3%
North America	%	55.1%	55.6%
Total		**51.3%**	**51.1%**

Gender balance by level of responsibility		2022	2023
% Women in Groupe key management positions	%	42.5	43
% Men in Groupe key management positions	%	57.5	57
% Women agency CEOs (1)	%	38.7	42.9
% Women on agency Executive Committees (2)	%	45.9	45.6
% Population in Senior Positions	%	4.7	4.9
% Women in Senior Positions (3)	%	42.5	43.8
% Men in Senior Positions	%	57.5	55.6
Average length of service in years – Senior Position	number	8.29	9.1
% Population in Mid-Level Positions	%	60.3	62.5
% Women in Mid-Level Positions (4)	%	49.9	50.3
% Men in Mid-Level Positions	%	50.1	49.0
Average length of service in years – Mid-Level Position	number	4.32	4.2
% Population in Entry Level Positions	%	34.7	32.6
% Women in Entry Level Positions (5)	%	54.9	53.6
% Men in Entry Level Positions	%	50.1	44.7
Average length of service in years – Entry Level Position	number	2.31	2.5
Number of nationalities among Groupe employees	number	160	174

(1) Women holding executive positions in the agency or entity.
(2) Women members of the Executive Committees of agencies or entities.
(3) Women/Men holding senior management positions within the agency or entity, country or region.
(4) Women/Men holding middle management positions within the agency or entity, country or region.
(5) Women/Men holding entry management positions within the agency or entity, country or region.

4.2.4 The five pillars of the Diversity, Equity & Inclusion (DEI) policy

The Groupe's Diversity, Equity and Inclusion (DEI) policy, part of the Janus Code of Conduct and Ethics, sets out the founding principles behind which local actions are aligned. The Groupe's policy is regularly updated, and the implementation of action plans in the countries and agencies is the responsibility of local management, particularly the Talent/HR Departments and the teams dedicated to DEI projects. Locally, employees are involved in the actions implemented and progress is shared at least once a year. DEI policies are also shared with clients with whom we may conduct joint initiatives.

Inclusion is at the heart of the Groupe's top management priorities. For nearly 15 years, the Groupe has selected eight criteria to monitor in particular: gender, age, ethnic origins, education, disability, sexual orientation, religious affiliation and veteran status, with a specific legal framework determining the type of indicators that may be monitored for each country.

The Groupe's culture is based on the motto *Viva la Différence*, based on respect for each and every individual, both internally (the diversity of our employees) and externally (the diverse cultural contexts in which the teams work with our clients). This respect for, and valuation of, differences is at the heart of the Company's culture.

1) Zero Tolerance: a principle embedded in the Groupe's values

This "Zero Tolerance" principle remains intangible and universal. It is central to the Company's vision of human rights and respect for everyone. It has always been applied to the fight against all forms of discrimination, whatever the grounds (gender, age, origin, sexual orientation, religion, etc.), and must be respected by everyone, employees and managers alike. This Zero Tolerance principle also applies to moral and sexual harassment and inappropriate conduct. It is described as such in the Janus Code of Conduct and Ethics (excerpts of which are accessible at: www.publicisgroupe.com).

A centralized whistleblowing system is in operation around the external platform https://publicis.whispli.com/lp/ethicsconcerns and previously operated around a unique address (ethicsconcerns@publicisgroupe.com). Reported concerns are managed by the Secretary General and systematically followed up, with complete confidentiality and protection for whistleblowers (see details in Section 4.3.6).

2) *Viva la Différence*: a purpose and an inclusive culture

During the *Viva la Différence* virtual seminar, which brought together all Groupe employees in December, the motto at the heart of the Company and the Groupe's strategy were the common thread of the discussions; this motto is the Company's purpose. It is formulated as follows in English: "Embrace positive change with enthusiasm through Creativity & Technology for People and Businesses, reconciling immediate desirability with long-term impact."

This alignment between the Company's internal culture and the business approach is based on a foundation of values on which the Groupe has relied for decades, which gives meaning to the business lines and illustrates the Groupe's objective to help build a more inclusive world.

The Groupe has a proactive approach to diversity in its workforce. The Groupe is pursuing its efforts in eight specific areas, namely: gender, age, disability, cultural and ethnic origins, educational background, sexual orientation, religion, and veteran status (military). Monitoring of diversity indicators is subject to national legislative frameworks. At the Groupe's global level, only gender and age data can be consolidated and published. The Groupe is very mindful of individual situations (illnesses, family responsibilities, etc.) and is always looking for appropriate solutions to support its employees who may be experiencing challenging periods.

In order to maintain the conditions of an inclusive culture that respects every single person, mandatory training on unconscious bias is carried out in almost all countries to train male and female managers and all employees. The Legal and Human Resources/Talent teams oversee compliance issues in very close contact with the leaders who are members of the Country/Agency Executive Committees.

3) The Groupe's public commitments to inclusion

The Chairman of the Management Board, Arthur Sadoun, deals directly and personally with the issues of diversity and inclusion. He is heavily involved in the US action plan implemented in 2020 and in the global internal communication around it.

#WorkingWithCancer launched in January 2023 at Davos illustrates another of his personal commitments in order to break the taboo of cancer within the corporate setting and create a caring framework by providing tangible support to employees facing cancer, a serious or chronic illness (see Section 4.2.6.3).

Publicis Groupe regularly reaffirms its commitments to gender equality, as equality for all is a factor of inclusion. As a member of the Global Compact of the United Nations since 2003, the Groupe is also a partner and/or signatory:

- of the Women's Empowerment Principles (WEPs) of UN Women, a United Nations agency, the seven key principles of which promote women's rights as fundamental human rights and encourage equality in all its forms;
- of CEO Action for Diversity and Inclusion in the United States, which requested that hundreds of CEO signatories share their best practices and data concerning trends in female employment in their organizations;
- of Unstereotype Alliance under the aegis of UN Women and whose objective is to combat gender stereotypes in communication and advertising campaigns in order to promote greater diversity, by promoting real inclusion;
- of Catalyst, for many years, in order to implement certain programs; agencies have established local partnerships with committed organizations;
- of OneInThreeWomen, an international initiative mobilizing companies around domestic violence against women. Through this commitment, companies are required to set up support systems or facilitate access to concrete assistance for victims (temporary accommodation, various resources, etc.). Such systems are in place in the agencies in United States and Canada, India, France, Australia and New Zealand, to name but a few. Publicis France is a member of #StOpE (Stop Ordinary Sexism in the Company), the first inter-company initiative to combat so-called "ordinary" sexism in the workplace.

Internally, the **Groupe DEI Council**, created in 2020, met every two months. It comprises around fifteen DEI managers from several countries and is led by the Groupe's CSR/ESG Director. Its roadmap is to share and amplify common actions on a few themes aiming to improve the diversity of the teams in the broadest sense, particularly with regard to under-represented populations in each country, gender balance, women in positions of responsibility, the visibility of LGBTQ+ people, and all the issues surrounding the various forms of disability. Mobilization was strengthened around domestic violence and violence against women.

In terms of recognition for its actions to promote inclusion, in 2023 Publicis Groupe is part of:

- 484 global companies included in the 2023 Bloomberg Gender Equality Index (score of 76.43/100);
- the Top 100 international companies included by Equileap Global (out of 4,000 companies assessed), with a score of 68%;
- the American companies that were assessed as 100/100 by the Human Rights Campaign, taking action to combat discrimination against LGBTQ+ people, for the 11th consecutive year;
- the "Feminization of Governing Bodies" ranking of companies of the SBF 120, ranking 16th out of 120, under the aegis of the French Ministry in charge of Gender Equality, Diversity and Equal Opportunities.

4) Internal affinity networks

The affinity networks (Business Resources Groups – BRGs, or Employee Action Groups – EAGs) illustrate the Power of One in action for and with employees. Fifteen cross-functional groups bring together voluntary employees to enhance awareness and develop concrete solutions adapted to the day-to-day running of the agency (see their presentation on the CSR page of the corporate website). At Groupe level, four affinity groups are active internationally: VivaWomen! (women), *Egalité* (LGBTQ+), enABLE (disability) and *Écologique* (climate). BRGs also play a role at the external level: they take part in different events and actions aiming to change behavior and practices.

VivaWomen! - Present in many cities around the world, VivaWomen! brings together women and men, all volunteers, who are mobilized to take action to promote gender equality and support the women of the Groupe without any distinction of position or profession. Coordinated by the CSR Department, it is rolled out locally in most major cities. VivaWomen! USA has created two sub-groups: "Publicis Parents," to more closely support future parents, and "VivaWit," focused on women in the technological and digital sectors. The network works around two areas: Career Development (with leadership training, coaching, etc.) and Work-Life Integration (with practical workshops on "motherhood and work" or "time management," with regular testimonials from female or male role models, etc.). In every city, priorities are adjusted to meet the expectations of local teams. VivaWomen! also works alongside the networks of women among the Groupe's clients, or with other companies, in order to take joint action. Finally, in line with its initial positioning, VivaWomen! is committed to causes supporting the rights of women and girls.

Égalité – Launched in the United States, this network brings together employees from agencies mobilized in the defense of LGBTQ+ (Lesbian, Gay, Bisexual, Transgender and Queer communities) rights and is backed by the Groupe's CSR Department. All agencies have now joined this network, which is present in various major cities from Boston to Atlanta *via* London and Paris. *Égalité* has contributed significantly to the evolution of policies in place and activities to promote inclusion in the agencies. *Égalité* is now present in ten cities around the world.

enABLE - Network created in 2019, also supported by the Group's CSR Department, bringing together various local initiatives in favor of the inclusion of people with disabilities, with inspiring programs in India, France and the United States, aiming to demystify the issues and facilitate understanding of the different types of disability (visible and non-visible, which are the most numerous). The objective is to break down barriers and identify the opportunities that these atypical profiles can represent for the agencies and for their internal culture in terms of real inclusion.

Écologique - In the countries where it operates, this affinity group brings together employees who volunteer to facilitate the ecological transition of the business lines. The members of this group, launched in 2020 in Poland and supported by the Group's CSR Department, are passionate about their activities and about the major global issues, particularly climate and environmental, to which they want to contribute positively at their own level and through their daily work.

5) The Women's Forum for the Economy and Society

The Women's Forum has been a Publicis Groupe subsidiary since 2009. This global platform's role is to promote the voices of women, not only to issues of equality, but also to other issues concerning global social and economic issues as a whole, and to defend their rights. The Women's Forum works for a fairer and more inclusive world, seeking to remove structural barriers to equality enabling women of all generations and from all ethnic, cultural and social backgrounds to be players and decision-makers in many areas. This nearly 15-year commitment by Publicis Groupe illustrates the Groupe's determination to defend and protect human rights.

Since 2020, the Women's Forum has published its Barometer, which enables general public perception to be compared against the most recent figures in the G7 and some Asian countries. This instrument is driven by the ambition of the Women's Forum to be a reference on gender inequality issues and their consequences in terms of climate, female entrepreneurship, future professions, technology and health. This Barometer enables the monitoring of the progress made year after year and informs political and economic decision-makers as well as civil society.

In March 2024, the Women's Forum took part, for the first time, in the United Nations Commission on the Status of Women (CSW) to speak out on violence against women during conflicts.

Forums

On the occasion of the 2023 Global Meeting in November in Paris, organized around the theme "Change Education, Educate for Change," the Women's Forum brought together political, economic and civil society leaders alongside engaged youth to share innovative solutions to the challenges of today and tomorrow. This 2023 edition brought together more than 1,500 participants and representatives of 175 countries, and enabled more than 10,000 online connections. In March 2023, a Women's Forum was held in the United States in Washington, DC alongside personalities such as Diane Von Furstenberg and Prince Reza Pahlavi. In June 2023, a meet-up of the Women's Forum also took place in Singapore.

Working Groups and partnerships

Created in 2022, Working Groups bring together a coalition of experts and partner companies to discuss an annual theme where gender equality remains a challenge. With a focus on "women and money" in 2022, these Working Groups issued recommendations on microfinance and on women's relationship to investments. These recommendations will be shared and will also serve as a call to action for public institutions. The theme selected for 2024 is violence against women.

In 2021, the Women's Forum launched its acceleration program "WomenEntrepreneurs4Good" whose objective is to identify and support projects led by women entrepreneurs acting for a positive social and environmental impact. In partnership with Bank of America, HEC and Bredin Prat, this third edition welcomed around ten women from around the world.

Launched in 2007, the Rising Talents initiative identifies talented young women each year to become influential actors in our economies and societies. In 2023, supported by Air France, Insead, Lazard and Russell Reynolds, 13 new members joined this network, which now has more than 250 women. Alyse Nelson, CEO of Vital Voices, is its ambassador, after Christel Heydemann, CEO of Orange.

The Youth Voices initiative, launched in 2021, hosts more than 300 young people aged 16 to 25 each year at the Global Meeting in Paris to give them a voice and have an impact on the major challenges of the world. In 2023 it was led by Generation 2030 and Global Shapers.

The CEO Champions, created in 2010, is a flagship initiative of the Women's Forum bringing together a network of business leaders in partnership with McKinsey. It enables them to exchange best practices and experiences in order to speed up the advancement of women in companies.

Finally, in 2023, the Women's Forum launched its online community, offering participants a platform of content in different formats, thanks to Live Talks, Speed Learning and workshops. This community aims to promote innovation and knowledge sharing.

The partnership policy has been strengthened in order to collaborate more closely and concretely with associations active in the field, particularly in the fight against violence against women and on economic and social inclusion.

WOMEN'S FORUM
FOR THE ECONOMY & SOCIETY

Other diversity and inclusion indicators

The legal framework in each country determines the data that may be made public. Gender and age are the only two criteria authorized without restriction in France and applicable worldwide. This is why every year since June 2020, Publicis Groupe has publicly shared its data on the ethnic origins of its employees only in the United States, as part of a regulation allowing it and a strong commitment to improve real inclusion within the agencies. Disability is a criterion that is unevenly followed in all countries; only French data is published in this document. For Publicis Groupe, indicators related to sexual orientation and religion are a matter of everyone's privacy. The Groupe is very attentive to the challenges of intersectionality and the difficulties that some people may face; real inclusion must integrate all criteria without exception in order to effectively combat all forms of discrimination.

4.2.4.1 DEI policies and actions in selected countries

1) United States

The action program in the United States is rolled out by the Diversity, Equity & Inclusion (DEI) team, supervised by the Chief Diversity Officer, who reports to the Secretary General. This centralized team makes it possible to scale up certain actions and to ensure the general alignment behind the mission of *Viva la Différence*. The operational implementation is done through the "Workplace to Marketplace" framework, which requires all actions to meet the challenge of real and perceived inclusion.

- In 2020, the Groupe launched its seven-point plan during the first session of "Pause For Action" with more than 18,500 employees. It is led by the Chairman of the Groupe's Management Board and monitored by the US Executive Committee. Pause For Action is now an annual internal meeting to review with all teams and work together, on the basis of shareable data, on areas for improvement to promote employees and future recruits.
- The publication of data on the ethnic origins of employees, in compliance with regulatory and data protection provisions, shows progress.
- The Black Talent Career Development program was held for the third time, in the form of an individualized six-month support program enabling the employees concerned to better understand the opportunities within the Groupe and to build a stronger internal community. Since its creation, it has involved 469 employees. And for the third year, the Black Talent Summit highlighted the opportunities for progression offered internally and made accessible to everyone.
- In 2023, the priorities were around mandatory training such as Inclusive Leadership for managers, Inclusive Hiring for HR teams, Disrupting Everyday Bias for everyone, and focused on the strengthening of 18 affinity groups or BRGs (Business Resources Groups), bringing together 80 chapters, since they operate by agency or city. In 2023, they organized more than 150 events. These 18 BRGs include:
  - Caregivers, for family caregivers,
  - Conscious Mind, in the field of mental health,
  - *Écologique*, which focuses on climate and societal issues,
  - *Egalité*, supporting LGBTQ+ employees and their allies,
  - EnABLE, for employees with visible or invisible disabilities,
  - *Hola*, bringing together those with Latin American roots, to develop professionally,
  - Jewish Cultural Cohort, to support employees of the Jewish faith and their allies,
  - Moca, which is the Men of Color Alliance, and their allies,
  - Pan-Asian Alliance, bringing together employees from Asia and the Pacific Islands, and their allies,
  - Publicis Vets, which connects employees with a veteran background,
  - *Sages*, for employees aged 45 and over,
  - VivaWomen! promoting women and gender equity, with VivaWomen of Color and VivaWit (Technology).

  The role of the BRGs is essential in the United States: they can help to improve the Groupe's internal policies, they are a source of proposals and social innovation, they lead strong communities of employees who enjoy meeting up, reflecting and acting together in the service of the general interest and of all employees, and they also enable any difficulties or questions to be raised. The specific difficulties faced by women during menopause and domestic violence are dealt with in a cross-functional way, with each case involving the search for concrete, pragmatic solutions, both internal and external.
- 11 Groupe agencies received a score of 100/100 for the 11th consecutive year from the Human Rights Campaign, which distinguishes the companies that are the "Best Places to Work for LGBTQ Equality."

- For the 14th consecutive year, the Groupe's proprietary program, the MCTP (MultiCultural Talent Partnership), took place over several days, offering a hybrid immersive experience, bringing together more than 700 participants, double when compared to 2022, in collaboration with more than 130 universities and schools.

- The Once And For All Coalition, launched by Publicis, and now a sectoral approach to promote diversity of and in the media, in order to better contribute to their development and financial solidity (see Section 4.3.8.4). More than 35 of them are in this program, which now has 160 active participants in the media, agencies and clients. The latter increased their investments in these media by +50%.

  This coalition is supported by the Inclusion Investment Fund managed by Publicis Media, which has made it possible to invest USD 25 million between 2022 and 2023 to help around thirty programs and content.
- As for the Inclusive Product Council, in its 4th year, 45 members from diversity were asked to evaluate 200 projects, and thus gave direct feedback to more than 60 brands/clients, enabling them to improve their arguments and to have a more accurate resonance in relation to the audiences with which they want to interact. Since its creation, the teams have been able to see the relevance and operational value of this exercise.
- Publicis Groupe is a member of the CEO Action for Diversity & Inclusion; through Leo Burnett, Publicis Groupe is a member of Free the Work, an independent platform aimed at facilitating working relationships between directors, photographers and creators from diverse backgrounds. The Groupe is also active in the ANA SeeHer alliance, which aims to change the representation of girls and women in the media and advertising.
- The Groupe's agencies participate in the ANA Educational Foundation Talent Partner Program for young people, forging links between companies and certain associations or institutions supporting young people, such as the National Black MBA Association or A Call to Men, taking action for a world without violence.
- The Alliance for Inclusive Multicultural Marketing (AIMM), to welcome and support more interns from diverse backgrounds. The alumni network of the MAIP (Multicultural Advertising Intern Program), initiated by the American inter-professional organization (4As, American Association of Advertising Agencies).
- The Diversity Progress Council, created in 2020 to bring together people from outside the Groupe (clients, academics, etc.) and employees, including young talent, met in November 2022 to monitor the progress of the actions undertaken by the Groupe.
- Each year, teams participate in several selected conferences such as Adcolor, which recognizes young talents from diversity, or the Black Enterprise Women of Power Summit, as well as Lesbian Who Tech, and Disability.IN, which promotes equality regardless of disability.

2) India

With nearly 24,000 employees in India, the Groupe has a significant presence, making it possible to deploy actions on a large scale.

Activities related to the Diversity, Equity & Inclusion program aim to sustainably change practices in terms of management, recruitment, appointment and the promotion of women, and in favor of persons belonging to under-represented population groups. The aim is to change mentalities, practices, representations and internal culture, with a priority on women, who are few in number in the engineering and developer professions.

- The RISE (Redefine, Inspire, Strengthen, Elevate) program is dedicated to them, with a highly individualized approach to meet the challenges of each one. It is based on internal sponsorship, which makes it possible to monitor the careers of talented women over time, on mentoring to address specific topics related to professional life, and on training. One of these leadership training programs benefits around 300 women per year and gives them access to committed managers involved in the program.
- The VivaWomen! internal network is active and facilitates the sharing of experiences, the highlighting of role models, and meetings with inspiring women, and promotes public speaking at professional events.
- LGBTQI+ Inclusion: this program concerns all employees. Each new employee takes part in an awareness-raising session, and at each change of position, another session on inclusion adapted to the challenges of his or her new functions is provided. For managers, the Transformational Leadership Program (created in 2010) lasts one year and includes a day dedicated to the challenges faced by the LGBTQI+ community and the role that the Company can have in terms of inclusion. Activities are carried out with associations and communities (Solidarity Foundation or The Aravani Art Project), allowing total immersion for managers and facilitating changes in perception. The activities of the internal network Égalité – Pride enable people concerned by LGBTQI+ issues to have a dedicated space to discuss personal situations, welcome experts, debate sensitive topics surrounding gender identity and transformation, and connect with this very supportive community. The Leading with Pride with Dwight Cook program has been in place for many years: it is based on mentoring for employees, provided by managers as mentors.

- The Rainbow Internship was set up to address the challenges faced by trans people. The objective is to better support trans people in what can sometimes be a complicated journey and to provide them with support with the help of specialized organizations such as Perriferry or the TWEET Foundation.
- For people with disabilities, various actions have been implemented through the Disability Confidence program. First, a proactive recruitment policy for the various departments, by training recruiters and giving them the tools to support these employees, the teams around them and the managers. The enABLE affinity group organized internal conferences or round tables for discussions and experiments allowing non-disabled people to better understand the situation experienced by people with disabilities. Each year, the Accessibility Hackathon, led by the Chair of Publicis Sapient, aims to find new innovations and technologies that can help people with disabilities. The teams in India actively participate in the work of the Center of Excellence on Accessibility, aiming to make digital content truly e-accessible, and to ensure that this expertise is easily accessible in all countries.
- For caregiver employees, and in particular the generation that must deal with the care of elderly parents or family complications while pursuing their professional objectives, the program makes it possible to help the employees concerned and provide them with support during the difficult period. The attention of co-workers is important for the Millennial and Z generations, who are particularly stressed and anxious about their future, and who express it easily.
- The "HOWathon," created by the Technology teams, enables teams to work together every year to find new solutions. In 2022, the theme focused on diversity, accessibility and sustainability. The participating teams are coached by a woman, they are mentored by managers, and they present their innovations and creations to an internal jury bringing together Publicis Sapient executives.
- Finally, the Groupe has strengthened its approach to diversity with its local suppliers to support companies led by women, LGBTQI and people with disabilities, and those concerned with equality of treatment.

3) France

Publicis France continues to step up its actions within all entities to promote a truly inclusive collective, with the training of all recruiters, HR managers and talents as a prerequisite to diversify profiles and experiences, around four pillars:

- Social diversity and diversity of origins. With the Publicis Track program, a concrete initiative to promote equal opportunities, which enables young students from disadvantaged areas of the city who are in their first or second year of higher education to join our agencies for quality internships. Since the program was created in 2021, the 18 participating agencies have welcomed 200 interns and mobilized 200 internal tutors. This program is conducted with five partner public high schools, and it received three awards in 2023. The DEI team set up another project in 2023, Publicis Teens, in order to more closely manage third-year students who come for a week to learn about the professions and discuss with creative professionals.
- At the same time, several mentoring initiatives for these young people have taken place with the *Telemaque* association (a three-year commitment by 15 employees to support 15 schoolchildren); with the Skills association (with four other companies) on Tech/Data and digital professions. Publicis France continues to be a partner of Sciences Po as part of their *Convention Education Prioritaire* ("Priority Education Agreement") program. The Groupe continues to be active in the government's *PAQTE* program to promote equal opportunities through actions to support young people, as well as the *Les Entreprises s'Engagent* system, also in the areas of education and inclusion.
- Gender equality: the collective agreement promoting gender equality continued to apply in 2023. It provides *inter alia* for the granting of financial assistance from the birth of a child until his or her third birthday, as well as the maintenance of full compensation during the entire maternity, adoption, paternity and childcare leave. This agreement also provides for the extension of the scope of this leave to spouses, civil union (PACS) partners or the biological father's partner. In addition, since 2023, the Groupe has provided two days' paid leave for spontaneous termination of pregnancy (for employees and their partners) and three days a year for employees suffering from incapacitating painful menstruation or endometriosis. The Groupe also promotes access to training after long-term family leave *via* three days of Marcel Classes training and the financing of up to euro 500 of training available on the CPF (personal training account).

  Publicis France is an active member of OneInThreeWomen, which brings together companies committed to the fight against violence to women/domestic violence; it also renewed its membership of StOpE sexism.

  Training actions continued with WeCare in order to fight against discrimination and all forms of harassment, with 45 correspondent employees spread across the agencies, dedicated sessions for managers and an internal and external listening and reporting system.

- The Disability mission was strengthened, with 31 Disability officers in 22 branches. The Disability Agreement was signed in January 2023 and approved by the DRIEEST in mid-January 2023. Efforts will focus on awareness-raising, job retention and recruitment. Several events took place during the European Week for the Employment of People with Disabilities (SEEPH), bringing together a total of nearly 900 participants. The IT teams entrusted the reconditioning of its used IT equipment to the adapted company AFB Social & Green IT. Lastly, Publicis France is a member of the *Cercle des Équitables*.

  The percentage of employees with disabilities is 1.63% in France.
- In support of the LGBTQI+ community, Publicis France was honored by Têtu magazine for the second edition of the *"Ma + Grande Fierté"* exhibition, featuring creations and works by Groupe employees. Several conferences and workshops were held with Têtu Connect, the leading think tank bringing together all players that promote inclusion in the professional world. During Pride Month, the agencies wore the LGBTQI + colors and organized debates.
- Finally in France, the Groupe is continuing its long-standing partnerships with several organizations, bringing significant help to young people considered as distant from large companies: Origami, Article 1, Simplon, *Nos Quartiers ont des Talents*, *Baissez les barrières, Jeunesse et entreprises*, *Prométhée Éducation*, etc. When allocating the apprenticeship tax, the Groupe maintains diversity among its priority criteria (courses, job profiles, etc.).
- Since 2013, Publicis Groupe has been a member of the *#StopIllettrisme* association (formerly B.A.ba), which aims to fight against illiteracy, dyslexia and computer illiteracy in companies, by organizing diploma courses for people in need at its members' sites, with employee volunteer tutors in addition to trainers.
- In 2023, the Groupe was particularly involved in the Alliance for Youth (All4Youth) initiated by Nestlé. Publicis was an active member of the digital hackathon launched by the Alliance, aimed at reducing inequalities in the labor market through innovative digital solutions. This eight-week hackathon attracted more than 5,000 young talents from around the world. In October 2023, Publicis welcomed the 26 members of the Alliance into its offices for the annual strategic workshop, with the main objective being 4 million young people trained worldwide in 2025.
- Detailed actions related to WorkingWithCancer in France are presented in Section 4.2.6.

4) United Kingdom

Diversity, Equity & Inclusion issues are strategic for Publicis UK and influence many aspects of the teams' work, with the ambition of making this commitment last over the long term. The Advertising Association DEI Charter award illustrates the progress made in recent years.

- Several programs were rolled out in 2023, such as the series of webinars addressing professional and personal themes, enabling employees to discuss the following topics with experts: taking care of yourself; cultural appropriation; fighting unconscious biases; multicultural intelligence; understanding people with neurodiversity disorders; understanding microaggressions; fighting all racism; men and patriarchy; self-confidence; getting through menopause; improving your well-being; living in a more sustainable world, etc.
- In terms of gender equality, eight entities published their data for Gender Pay Gap reporting, which still show demographic difficulties, with fewer women at certain levels of responsibility. Efforts are aimed at meeting the Groupe's objectives of having 45% of women in key management positions by 2025.
- Continuous updating of Publicis UK Life Stage Policies (including maternity, premature births, paternity, shared parental leave, adoption, miscarriages, fertility, menopause, gender transition, the fight against domestic violence, etc.) makes it possible to take employee feedback into consideration. Some policies have been adjusted in light of the WorkingWithCancer program to better help employees facing the disease (including disabling chronic pathologies). The team has introduced the possibility for employees to modify their compulsory days off to give flexibility with regard to other days important to their community.
- The DEI team also orchestrated various actions throughout the year such as the Race Equality Week, the National Inclusion Week, women's rights, and a strong action to fight against stereotypes around menopause with Break the Bias on Menopause. These activities are rolled out with the support of expert organizations such as the Stonewall's Global Diversity Champions program and its sessions to mobilize allies around LBTQI+ people, the Business Disability Forum, the Black British Network, Catalyst, the Advertising Association Black Representation in Marketing initiative, from which 15 employees were able to benefit.
- In terms of recruitment, in 2023, diversity partnerships were established with nine organizations, including Uptree, to build a pool of early career candidates from marginalized communities. 52 candidates from these partnerships were hired. The apprenticeship program was expanded to 65 new apprentices, of which 57% were from minorities. The first summer internship program with the 10,000 Interns Foundation took place, with a first cohort as part of a long-term partnership with their Black Interns and Able Interns programs. And thanks to Multiverse, 5,500 students were reached and made aware of the Groupe's business lines in 2023.

- This rich set of actions constitutes a solid foundation, which responds to feedback from the internal “Raising Concern” mechanism or the informal AskUsAnything CTO drop-in-days. It has made it possible to change internal perceptions, strengthening links with management with greater awareness of these issues, and with very positive feedback from employees who have taken part in all these actions.
- As part of the WorkingWithCancer program (see Section 4.2.6.3), Publicis UK has worked with Macmillan Cancer Research to analyze the needs of people facing the disease. A study of more than 2,000 patients or former patients highlighted the need for personalized support. The HR teams were trained by professionals from Macmillan Cancer Research to facilitate relationships when an employee is confronted with the disease, and by involving the internal Mental Health First Aiders community, which has been in existence for several years.
- The success of these actions also relies on the active role of the BRGs (Business/Employees Resource Groups) and DEI Champions – internal networks that support these positive changes throughout the Groupe through advocacy, the creation of alliances and awareness-raising. *Egalité*, Embrace, enABLE and VivaWomen!, Divergent Minds UK and *Écologique* advocated for inclusion through a series of innovative and intersectional events.
- In London, Publicis Sapient EMEA focused its efforts in 2023 on the fight against racism and all other forms of exclusion in order to help employees become aware of their unconscious biases and change the Company’s culture. More than 320 hours were devoted by Steps in Inclusion employees, for more inclusive management in the Tech professions. The RISE program for Women helped take care of the professional development and future careers of talented women in the region. The Catalyst MARC program was launched, with modules now available on Marcel. Several workshops were held in favor of the LGBTQ+ community, both for managers and employees.

5) Poland

In 2023, during the monthly sessions, the focus was on a better internal knowledge of the various groups that make up the Company: alongside experts, they discussed middle-aged people, the "Silver Generation" – its habits and aspirations. MSL shared its experience in a project related to obesity, which is an important health and social issue in Poland. Another team presented work on the LGBTQ+ community, with cultural aspects and demonstrations on how brands can build inclusion, through clothing for example, which concerns everyone. A session was devoted to how the unregulated use of artificial intelligence can escalate and fuel hatred rather than coexistence, and highlighted essential best practices.

In June 2023, pride month, an internal creative competition was organized to illustrate the slogan of *Egalité*: ten proposals out of 50 were selected, and the printed works were auctioned to raise funds, which were donated to orphanages. On the roof of one of the buildings in Warsaw, in order to visibly proclaim support for *Egalité*, a giant “pin” in the colors of *Egalité* was installed, so that it appears on Google Maps and can be photographed by satellites.

Specific actions have been carried out for people suffering from neurological disorders and their unique needs, to help everyone understand them better and adopt the right attitude when faced with a difficult moment. In addition to this type of significant initiative, management is very committed to inclusion, to ensure that it is a daily reality and is felt as such by the teams; the high level of employee participation in all these activities, where everyone learns about each other and about themselves, testifies to a positive impact.

6) South Africa

The fight against inequality is central to the agency’s approach, and support for South Africans of color is an essential lever to participate in the transformation of the country. The agencies are “BBBEE – level 1” (Broad-Based Black Economic Empowerment) certified, following an evaluation process carried out by external auditors. This level was achieved thanks to a proactive strategy with specific efforts in terms of management, recruitment, training of all employees and a procurement policy focused on suppliers who have been disadvantaged in the past. The focus was on training and upgrading the skills of 109 unemployed young people from the communities. At the end of the program spread over two years, 61% of young people were offered a job and 19 young people had the opportunity to continue their training with a reputable organization, thus improving their qualifications. All of these efforts allow the agency to have 77% of people of color. Finally, 19 low-skilled employees in the agencies benefited from a one-year program, the Cubs Grad Program, enabling them to train for a professional qualification.

A special effort continued with regard to suppliers headed by women or South Africans of color; the agencies work with a network of 380 various BBEEE-certified suppliers. All these actions are aimed at continuing the fight against apartheid and rebuilding a more egalitarian society.

7) Australia and New Zealand

Publicis Groupe ANZ strengthened its partnership with the NGOs Diversity Council Australia, Diversity Works New Zealand, Pride in Diversity, Unstereotype Alliance, Australian Network on Disability, Supply Nation and Reconciliation Australia. A program was set up with Symmtra, a training firm focused on creating an inclusive and respectful work environment; the Top 150 employees followed it in 2023 and it will be rolled out to all employees in 2024.

A great deal of work has been carried out around social benefits, including holiday flexibility, infertility treatments, gender affirmation, miscarriage and menopause in order to provide tangible support for employees, and to recognize that everyone has the opportunity to assert themselves.

The internal "Be You" survey conducted in 2023 helps to guide the work focuses, and the DEI team can rely on very dynamic affinity groups led by volunteers:

- *Égalité* was awarded a bronze medal by the Australian Workplace Equality Index for all its actions at Sydney World Pride, IDAHOBIT and Wear it Purple Day, and all the day to day actions and training in favor of the LGBTQ+ community;
- VivaWomen! launched the menopause policy in partnership with the Menopause Friendly organization, and organized several internal events. Their attention in 2023 focused on gender equality issues in terms of compensation. The VivaVoice series on Marcel continued with a steadily increasing audience;
- enABLE partnered with the Australian Network on Disability to fine-tune the Disability Access & Inclusion action plan, and organized key moments during the year to draw everyone's attention and educate, such as Global Accessibility Awareness Month;
- embRACE Australia continued its actions around the Reconciliation Action Plan, a national program to raise awareness of the aboriginal culture, with innovative training at the Brisbane premises. In New Zealand, *Matariki* (Maori New Year, which marks the transition to winter) was celebrated, accompanied by sessions and workshops carried out with the Tupu Toa association, which promotes Maori and Pacific Islander culture;
- Écologique, sponsored by an executive of the agency, has begun actions to promote the protection of the environment and seeks to mobilize volunteers in the agency.

8) Inclusion of people with disabilities

While this inclusion remains a priority, the Groupe does not have a global indicator for legal reasons in various countries. Various levers are activated, such as the recognition of the uniqueness of people with disabilities in the workforce, the recruitment of people with disabilities, and support in terms of adapting or adapting workstations for employees with invisible disabilities (more numerous). In recent years, a number of initiatives have been implemented in the agencies, including work on internal culture, the removal of taboos related to disability, the need to eliminate stereotypical and erroneous views, and a better understanding of individual situations. The expansion of the affinity group enABLE in recent years in the United States, the United Kingdom, India and Australia in particular, has also helped to remove taboos thanks to the testimonials of employees and their allies.

In the United Kingdom, in-depth work was carried out on updating the Disability policy in order to include more broadly different forms of disability (physical or mental disability, long-term, chronic or autoimmune diseases, pathologies impairing physical and/or mental capacities). In France, the Disability mission, which has 22 correspondents, worked more specifically on recruiting and retaining employees affected by visible or invisible disabilities (see the France section) and a first Disability agreement was signed in early 2023.

Digital accessibility or e-accessibility: the Groupe has always been keen to make its work and documents, particularly corporate publications, e-accessible. Access to digital technology is now a fundamental human right. For more than ten years at Publicis Sapient, between Canada and India, an expert team with W3C-certified employees (among others) has been supporting projects for clients in order to anticipate, from the initial technological design, all the points of vigilance to be checked in order to ensure a pleasant experience for the end user. Some certified employees are authorized to carry out external audits to confirm whether or not the digital project corresponds to the required criteria. In recent years, internal training has been accelerated to ensure employees have the basic skills to master technical prerequisites, with fully dedicated teams such as at Razorfish.

4.2.4.2 Attracting and recruiting talent with different profiles

The Groupe's key jobs – Creation, Media, Data, Technology – are under strain in most countries. The Groupe's agencies in all countries capitalize on several recruitment levers at the same time, as the challenge is to retain Groupe talent. The agility and potential gained through personal experiences are considered key in order to create the most diverse teams. At the same time, forging close relationships with schools and universities is still an asset that agencies can leverage to keep students informed of the considerable changes in Groupe jobs, and these rely on:

1. **employment forums**, many of which return to face-to-face sessions, depending on the country: Job Fairs or Careers Fairs enable several agencies to act as one, promoting a well-rounded vision of the diversity of Groupe occupations, sometimes around entertaining approaches or challenges to be won together;
2. **internships or work-study programs**: on-the-ground learning with actual business cases is still the best way of starting out with the Groupe. The vast majority of the Groupe's agencies welcome several thousand interns per year, internships being a means to jumpstart access to employment;
3. **"open house" or "discovery" days in agencies**: organized with the support of local professional organizations, in the form of talks by agency professionals on the various lines of business;
4. **teaching**: some Groupe managers are involved in teaching in schools or universities or, alternatively, in associations and organizations that reach out to young people who have veered away from traditional educational paths;
5. **sponsorship**: several agencies have set up sponsorship policies to encourage employees to propose new recruits, an interesting approach in particular for expert lines of business.

In more than 90% of entities, agency management is, and remains, local. A key success factor of the Groupe's agency acquisition and integration policy is maintaining the local management team in place, not to mention the necessity of gaining a strong cultural foothold so as to understand the markets in which we operate. The vast majority of an entity's employees are local, which is why it is essential to create teams with diverse profiles – career path, experience, culture, language, nationality, etc.

4.2.4.3 Collaborating with academia, schools and universities

In 2023, some of the face-to-face programs or activities conducted in universities and schools resumed and others remained virtual (see CSR section on the Groupe's website). Following the consolidation of initiatives to improve efficiency, more than **550 programs** took place between the Groupe's agencies and various institutions. The aim of these partnerships is to help young people with an educational background that is far removed from the usual standards to find out about jobs in the industry to show them that they have a place among our teams. Technologically-oriented or academic collaborations with certain establishments were established for pilot projects. Many managers of the Groupe's agencies act as regular contacts in certain disciplines and domains, and are keen on sharing their experience with future professionals.

The Groupe remains committed to various schools, universities and organizations that are very active in promoting diversity in the United States, the United Kingdom and in France. Publicis Groupe is a member of several business alliances, such as All4Youth, created and led by Nestlé, or Skills, created with four other companies in France.

4.2.5 Developing skills, experience and careers

Relations with academic institutions (high schools, schools and universities) and training organizations enable cooperation on current or future changes to the training courses of future professionals (see Section 4.2.4.2). All positions related to the Groupe's key business lines are subject to anticipatory work, as they evolve quite rapidly. Particular attention is paid to the Data and Tech business lines, in very high demand everywhere, and for which the Groupe has real advantages in appeal, in terms of freedom of innovation and cross-skills.

Changes in data over several years are available on the Groupe website in the CSR section under "CSR Smart data".

With Career Settings, the Human Resources information system deployed throughout the Groupe, the HR/Talent teams have a workforce management tool that provides a detailed analysis of needs in countries by business line, by agency and by type of project. This analysis makes it possible to anticipate:

- training needs in many areas according to the expectations of employees and the expertise required for ongoing projects;
- short- and medium-term recruitment needs, prioritizing internal applications and diversity of profiles;
- each person's professional and personal development needs;
- the composition of *ad hoc* teams when international teams with specific expertise are required;
- the need to build a learning company culture based on solid tools and real support;
- the need to support internal organizational changes and specialties (including upskilling and reskilling) and prepare for changes from the use of artificial intelligence.

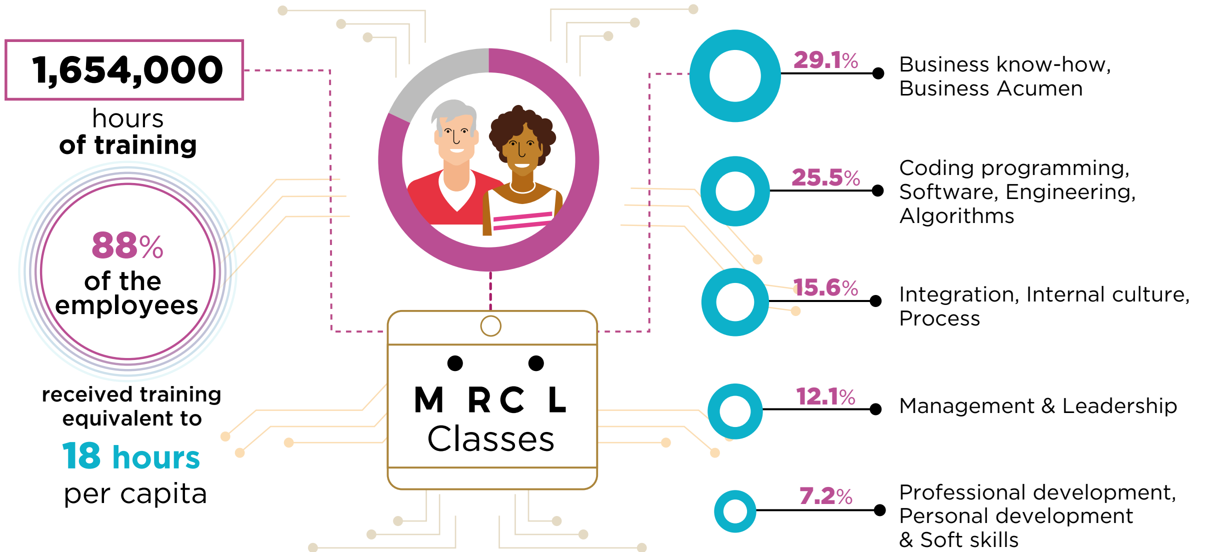
In a decentralized company the size of Publicis, employees are constantly on the move, evolving to keep up with the pace of their activities, and meeting clients' expectations as effectively as possible. Qualitative work is carried out on the basis of data and movements observed in Career Settings, making it possible to prepare the next generations of Groupe managers and executives, and to monitor the evolution of skills and expertise in order to help them acquire new ones, if necessary.

Since 2021, a Groupe course called "L'Avenue" has been set up to mark the first 133 days of newcomers. It consists of several modules: face-to-face meetings with the Groupe's managers, online training sessions, workshops and social events to build a sense of belonging to the Company's team.

2023 demonstrated the central role that the Marcel platform plays in supporting teams in terms of learning, by enriching the content and opportunities offered at Groupe level around the world. Marcel fulfills several roles, including an essential one for training, with Marcel Classes. Training serves all employees and the Company's strategic plan.

With the arrival of generative artificial intelligence tools in 2023, all employees had access on Marcel to Publicis GPT, a test environment enabling them to discover several tools, including Dall-E for image generation. This discovery was governed by dedicated policies, such as the Generative AI Acceptable Use Guidelines or AI Legal Guidelines, to understand the uses to be respected.

LEARNING & DEVELOPMENT



- 88% of employees received training or attended a Learning & Development program in 2023;
- 1,654,000 hours of training were provided during the year – *i.e.* nearly 18 hours *per capita* (based on the number of employees trained).

4.2.5.1 The Marcel platform is at the heart of the employee training strategy

With Marcel Classes, in 2023, employee training continued to increase sharply since 2020, the year of the deployment, with +93% access to the portal. The expectations formulated led to a change in the formats offered, with more podcasts and micro-learning spread over several months allowing for certification. Marcel Classes provides access to live formats, representing several hundred hours in 2023, with the Groupe's executives and inspiring guests. The change in content takes into account the skills to be acquired but also expectations in terms of inspiration and tools to support tailor-made professional development. Real learning circuits have been built on themes such as self-confidence, soft-skills and collaborative skills. Marcel Classes offers 37,000 modules on 12 different broad topics, providing access to content developed by partners or third-party experts in many areas, available in seven languages, or self-produced by Groupe entities to meet very specific needs. Five dimensions are taken into account in the analysis of training participants: 1) effective participation, 2) certification, when it exists, and program completion, 3) recommendation score, 4) interest and inspiration generated by the training module, 5) employee self-assessment at the end of the training.

All employees have access to Marcel and Marcel Classes (permanent, fixed-term, full or part-time, freelance).

Employees use Marcel Classes as follows:

- self-learning, motivated by the interest of individuals themselves, with almost all modules accessible 24/7, allowing them to discover business innovations or to go over best practices;
- individualized career paths built according to precise professional objectives defined between the employee and the manager, by profession or level; all employees can benefit from a personalized approach thanks to the Growth Dashboard set up two years ago, which offers curricula adapted to the needs of employees;
- training leading to qualifications with third parties and partners in order to learn, improve and obtain certification, in certain cases.

- Live Learning, with simultaneous physical and virtual sessions and professional trainers, allowing cohorts to form and get to know each other better.

The data for 2023 show a slight decrease in the number of hours compared to 2022; there has been a structural change in the sessions' length, making them shorter by 15, 20 or 30 minutes. Work is underway to better take this change into account.

Training and Development indicators (Marcel Classes & others)	unit	2021	2022	2023	Objectives for 2025
Groupe Workforce	Number	88,531	98,022	103,295	
Workforce trained (% of employees)	%	82	89	88	**100**
Of which % Women	%	51	51	51	
Number of training hours achieved – total	Hours	1,670,395	1,742,339	1,654,000	
Number of training hours *per capita* (divided by the number of employees trained)	Hours	23.4	20	18	
Number of face-to-face hours	Hours	499,969	495,972	652,341	
Number of hours in e-learning	Hours	1,170,426	1,246,367	1,051,098	
Training fees (external)	€M	15.8	19.9	18.5	

Among the Groupe's training programs, ***Marcel LAB*** (for Live Action Boost) is a Groupe-wide immersion experience. It is aimed at the widest possible range of high potentials, from senior and executive levels to business and operational functions. This program is a career accelerator around the Groupe's vision and strategy, through very open discussions with inspiring executives and guests. A specific module Creative LAB was created for high creative potentials.

The Marcel Studio Series now include two formats: The Studio is intended for junior and mid-level employees in order to learn in more detail how the Groupe operates and the challenges of the new world of work. The Large Studio is intended for senior to manager levels. These programs equip everyone with enhanced leadership abilities in the new world of work and across the Groupe in a sustainable, resilient and results-oriented way. The recommendation rate of over 80% encourages the Talent teams to enrich the program.

Programs Groupe	Levels	Women	Men	% Women 2023	% Women 2022	% Region or country	% Recommendation
The Studio 2022	Junior Managers & New Managers	1,007	579	63.5%	57.0%	25.6% APAC 22.1% EMEA 55.3% Americas	87%
The Large Studio 2022	Senior Managers & Directors	411	294	58.3%	73.4%	22.2% APAC 29.3% EMEA 48.5% Americas	89%
Marcel LAB Creation	Senior Directors & SVP	220	235	62%	54%	26.4% APAC 31.5% EMEA 42.1% Americas	94%

4.2.5.2 The workplace of the future is hybrid

After the complicated years linked to the Covid-19 pandemic, in October 2023, the Chairman of the Management Board, Arthur Sadoun, asked all employees to physically return to the office. This request is based on a minimum of three days on site (certain teams or activities are subject to exceptions in favor of 100% face-to-face or 100% distance learning if the need is on the customer's premises). This change is necessary for two reasons: firstly, because of the need to work together, to cooperate with each other and to cross paths physically, as many of the intangible aspects of the Groupe's businesses are dealt with through spontaneous exchanges; secondly, because the Groupe's businesses are carried out in teams, on the basis of shared moments and multiple discussions: client work is thus carried out much more efficiently.

With this format, the Groupe's management and management in the countries have established a balanced policy that meets clients' needs and the challenges formulated by employees in 2020, namely:

1. **flexibility in all its dimensions:** places, times, moments in life, opportunities: flexibility at work has been rethought to offer more and more individualized mechanisms locally, with expectations in terms of experience abroad. It is this work that led to the creation of the international mobility program #WorkYourWorld (see below);
2. **physical and moral well-being,** thanks to experts, specific content or useful experiences: the actions in place enabling employees to take better care of their physical and mental health have been perpetuated locally in the countries. A global partnership has been signed with Thrive;
3. **professional and personal development,** in order to consider future professional challenges: Marcel Classes has been enhanced in several dimensions. The continuing education section includes new modules and new teaching methods that take into account distance and face-to-face learning; the creation of new tools on Marcel, such as the fully individualized Growth Dashboard, makes it possible to support everyone in their professional and personal development;
4. **connection and relationship with others;** mentoring programs in various entities have been reactivated in order to strengthen interpersonal relationships. With the return to the office, agencies have increased the opportunities to bring employees together, to facilitate interactions between teams;
5. **the experience,** allowing feedback to be received at a personalized pace and provide individualized responses; the Career Conversation tool integrated into Marcel is used flexibly in all entities to facilitate more frequent feedback (depending on the projects, quarterly or half-yearly, and not just annually), and to better support skills development.

#WYW - WorkYourWorld

2,537 employees (of which 40% men and 60% women) benefited from the program in 2023. With #WorkYourWorld, they were able to work from another global location, for an average stay of 29 days, with the Top three destinations: France, India and Spain. Announced by the Chairman of the Management Board Arthur Sadoun, the program began in January 2022. It is an internal mobility system that is unique in the world, making it possible to respond in a sustainable manner to wishes expressed by employees following the pandemic. The expectations of employees revealed during internal work in 2020 on the future organization of work highlighted a demand for experiences abroad and physical exchanges. Widespread remote working has shown that all Groupe employees can work effectively from different locations. Given the Company's international footprint with offices in almost every major city around the world, the Groupe's management wanted to give everyone the opportunity to work from other locations in the world in a simple and flexible way. #WorkYourWorld allows employees to work for up to six weeks from a destination of the employee's choice – abroad (94 possible countries) or elsewhere in their country of residence. This is agreed with the employee's direct manager, who validates this change with regard to ongoing projects (approval rate of 99%), and in consultation with his HR/Talent managers (the employee pays for their transportation and accommodation).

Mobility indicators	2021	2022	2023
Number of employees who benefited from international mobility	723	1,442	1,292
Of which % women	23%	29%	27%
Number of employees who benefited from #WorkYourWorld	-	1,447	2,537
Of which % women	-	59%	60%

Internal mobility

1,292 employees benefited from international mobility in 2023 (71% men and 27% women).

Since its creation, Marcel has offered Gigs and Jobs. Gigs are requests made by a team in need of temporary upskilling on a specific subject. They enable people to take advantage of internal skills, thereby helping to move a project forward. The procedure for responding is simple and well-structured. For Jobs, Marcel publishes advertisements in advance of any external recruitment process in order to promote the internal development of employees.

4.2.6 Employee health and well-being

4.2.6.1 Balancing work and private life

With more than half of employees working at home in 2023, particularly in North America and Asia in technological professions, flexibility is at the heart of work organization. The Groupe wants the Company to remain the main place to work, because it is through spontaneous exchanges that a unique dynamic is created, where employees enjoy getting together and collaborating. A communications agency is above all a community of different individuals with unique experiences and expertise, where each employee contributes to shared objectives. In addition to the general principle, each entity determines the specific conditions for implementing flexibility (based on the workload, the role in the team, the duration, the mission to be accomplished for the client, performance, etc.). The aim is for employees to be able to benefit from flexibility at different stages of their professional and personal life. Agencies have been implementing sabbatical leave for many years (eligibility conditions defined locally), thus enabling employees to take a break (from three to 12 months) while remaining with the Groupe.

Parental leave

4,314 employees benefited from parental leave for the birth or adoption of their child in 2023 (59% women, 41% men). All employees are eligible for this type of leave, depending on the legal context and, above all, on internal arrangements implemented by the agency that are often far more advantageous. As part of the global audit conducted in 2023 on health policies and programs/benefits (see Section 4.2.6.3), the average length of maternity leave is 14 weeks.

Agencies have strengthened their policies to support pregnancy periods and maternity leave (number of weeks of leave in countries with less favorable regulations) as well as from a managerial point of view, in order to enable mothers or first-time parents to better manage their return to work (with *ad hoc* meetings before, during and on return to work, flexible schedules). Particular provisions have also been put in place by the countries in the event of miscarriage. A number of initiatives have been taken to facilitate family life: some branches have set up a breastfeeding room or, on some large campuses, daycare. Social benefit programs (*via* Employee Assistance Programs or EAPs) include provisions for childcare and family support schemes for parents and co-parents to simplify their personal organization.

4.2.6.2 Well-being in action

Health & Safety indicators	2021	2022	2023
Absenteeism rate (% of employees)	1.51	1.8	1.6
Employees benefiting from health coverage (%)	99	99	99
Employees with access to local health prevention plans (%)	100	100	100
Workplace accidents (%) (1)	0.11	0.15	0.16
Workplace accident frequency rate (%) (2)	0.60	0.86	0.92
Workplace accident severity rate (%) (3)	0.01	0.02	0.02

(1) Workplace accident rate: (Number of recordable workplace accidents/total workforce) x 100. Coverage rate 2023: 91.6%.
(2) Calculation of recordable workplace accident frequency rate: (Number of recordable workplace accidents/total number of hours worked) x 1,000,000 (GRI 403-9 standard) 2023 coverage rate: 91.6%.
(3) Calculation of workplace accident severity rate: (Number of days of work lost x 1,000)/number of hours worked (GRI 403-9 standard) Coverage rate in 2023: 91.6%.

100% of employees (permanent and temporary contracts) have access to various local health support services in the field of healthcare, whether internal or external services or with a third-party expert.

The pandemic situation led the Human Resources (HR) and Talent Departments to significantly strengthen the service catalog offered to employees with local partners, which continued to improve their offers to adapt to the new needs expressed. Mental health and individualized support have become a central issue. The second year of the Groupe-wide global partnership with Thrive provides everyone with support sessions on mental health and the prevention of the risks of overwork, and programs better adapted to specific issues. In 2023, 13,313 sessions were used on the platform, with users mainly from the United States and India. The Thrive Resets, which are short 60-second formats, Meditative Stories or MicroSteps are very popular because they make it possible to change habits over time and break with certain routines. Online sessions were supplemented by face-to-face sessions in several branches

The usual internal awareness-raising or prevention campaigns, linked to seasonal infections (flu, Covid-19, etc.), pathologies or health risks, are continually adjusted locally to be effective and useful regardless of the workplace. All these systems now incorporate the specificities of recent years (difficulties related to isolation, uncomfortable working from home accommodations, personal or family constraints related to the pandemic, psychological distress, etc.).

Healthcare prevention areas: the teams mainly work sitting in front of one or more screens and employees are sedentary, with intense visual activity. The key areas for occupational illness prevention are stress management (and/or psychosocial risks: PSR) and the prevention of musculoskeletal disorders (MSD). Visual fatigue and the prevention of risks linked to a sedentary lifestyle (cardiovascular diseases) are integrated into the health prevention plans, which include several components: office arrangements for working in a standing position, nutrition, physical/ocular exercises, disconnection and advice on how to set up a pleasant corner in a constrained space for remote working. For the more sporty, many agencies facilitate access to nearby gyms by offering discounts on subscriptions or have distributed online courses. Some entities are equipped with their own sports halls, with an on-site trainer or coach, like Sapient in India, or like the Bastille Campus in Paris. Free virtual sessions for all allow those who wish to exercise. Finally, for the most energetic, agencies encourage teams to take part in sports events (running, cycling, marathons or half-marathons, team sports).

1) in the United States, the benefits program offered to employees is increasing year by year, and is strengthened on the basis of proven measures in terms of effectiveness, and acclaimed by employees:

- the Employee Assistance Program (EAP), in place for many years, is the cornerstone of the Groupe's offer to all employees. It offers highly individualized and strictly confidential online support in terms of physical and mental health prevention. It can be used by employees and their close family members. Free, virtual access to doctors for all is a central feature. The Groupe has also set up a partnership with Catapult Virtual Checkup to set up an individualized prevention program from home, to which is added;
- Teladoc, the telemedicine service with free 24/7 year-round access to doctors for consultations from cell phones or by video, whether the employee is at work, at home or on vacation;
- the Healthy Living Wellness Program set up and managed by Re:Sources US: it offers employees and their families health coverage and various services; everyone can benefit from personalized monitoring thanks to the Health Coaching, very popular because it has a strong immediate impact. The satisfaction rate is above 90%. The participants confirm the motivational impact of this online assistance, which has sometimes changed their lives. This program makes a positive contribution to employee well-being;
- LifeSpeak, set up in 2023, is an advice line giving employees immediate access to professionals to discuss personal and family issues, improving well-being and mental health;
- Bright Horizons Back Up Care Program is a system that enables families to better address the challenges of finding a balance between their professional and personal lives, through care facilities (for children or elderly or sick parents) and home-help solutions, at very affordable prices, to cope with unexpected events. Since 2021, a preparation and coaching offer has been added to support parents and their children destabilized by the pandemic and for their future entry into college.

2) In India, the Health & Wellness system relies on various permanent activities. 100% of employees have access to the full social benefits program through an EAP (Employee Assistance Program). It provides access to a well-being portal giving free and virtual access to doctors 24/7 in order to help manage physical as well as mental health issues. This is combined with the protections provided by the scheme to which the Groupe has subscribed, giving employees access to a medical concierge to troubleshoot or help in the event of an emergency. 100% of employees can contact health professionals and doctors on site and virtually, from gynecologists to physiotherapists and dieticians:

- protection in the event of a personal accident: a specific offer has been set up to provide additional family insurance at an affordable price, allowing greater coverage and better protection, which gives employees peace of mind;
- therapies for those with neurodivergence issues (neurodivergent individuals) such as autism: the Company’s policy provides better coverage of these disorders for employees and their families. The objective is to cover essential care and specific support programs;
- the social welfare program continues to improve the coverage of specific healthcare costs, particularly for employees suffering from chronic diseases (diabetes, HIV, etc.), or those facing major surgery or treatments (fertility, hormone therapy, gender affirmation, etc.), The coverage of these needs applies to same-sex couples in order to have a truly inclusive approach;
- the offer includes various options (individual advice online or by telephone, in-person appointments, tests, self-assessments, etc.) allowing employees to be supported individually, as well as their immediate relatives (children and elderly parents), in order to relieve the burden of personal and professional life;

- as part of the WorkingWithCancer plan, in order to prioritize care and health, the employee's salary is guaranteed for at least one year for employees affected by a serious or chronic disabling illness. Flexibility schemes have been improved for caregiver employees;
- a doctor's office is accessible on weekdays on the Publicis Sapient India campuses in order to deal with urgent requests for care. Health prevention workshops in the form of webinars are regularly organized on smoking cessation, diabetes and the prevention of cardiovascular diseases. Mental health issues, in all forms, are also addressed. Due to the sedentary nature of the business, nutrition workshops are organized with professionals to answer any questions, including questions related to future maternity;
- an internal network of 27 trained Mental Wellbeing Ambassadors has been created to provide essential help as helpers in the company. Employees can thus find attentive listeners and an initial level of help, particularly on issues of emotional management;
- a new "Medi Buddy Gold" application was made available to employees, allowing immediate and strictly confidential access to healthcare professionals;
- access to daycare has been further facilitated for employees, whether located near the workplace or in living quarters, in order to relieve parents' work-life balance;
- Publicis Sapient India has focused on holistic well-being with a dedicated space, the Body, Mind and Soul Café. The program addresses all dimensions: body, mind and soul (essential in Indian culture), offering initiatives such as the 21 days of challenges as well as the reduction of mobile screen time. This café also offers sessions on mood management and micro-workshops on well-being, introduction guided breathing work and decoding and managing excessive thoughts. The month of October is the time when the agency focuses on well-being, with sessions on meditation, breathing, stress and anxiety management, depression and resilience;
- yoga and Zumba workshops are always successful, including virtual ones. Again, in yet another unusual year, with a large amount of people working from home, the management of the entities demonstrated their support by leading and/or participating in various workshops organized during Global Wellness Week, showing that the subject of well-being at work is serious and important;
- all of these activities have a significant impact on all employees' use by of the various resources. This encourages employees to take time for themselves and better manage periods of intense work. By leading by example, managers help to build an internal culture where mental health and well-being are recognized as key topics.

3) In France, the HR & Talent teams organized their priority action plans around needs clearly expressed by employees, including:

- continuation of the Back to Basics campaign – in place since 2019 – relating to codes of good conduct at work, the areas of which are shared and displayed within the Groupe's agencies;
- implementation of facilitated access to sports – preferential rates, free admission, organization of team races – in many agencies for activities such as running, yoga or boxing;
- organization of the "Quality of life at work" week focused on postures and nutritional balance; the theme for 2023 focused on the challenges of single-parent families in companies;
- continuation of the "*Les Bonnes Oreilles*" internal service – bringing together employees specifically trained to listen to employees wishing to discuss and confide;
- in many agencies, the regular distribution of seasonal fresh organic fruit and access to a vegetarian dish each day at the company canteen;
- continuation of training and awareness-raising actions against all forms of harassment (moral or sexual) and sexist acts as part of the WeCare@Publicis program.

  Publicis Groupe in France has partnered with the consulting firm of Cancer@Work: it applied for the Cancer@Work label, for which it obtained 3 stars. By setting up WeCare@Work, the Company has rolled out a concrete action plan. Several measures were rolled out in 2023:

  - the "Alex" web application, a completely confidential platform whose objective is to help employees better reconcile illness and disability at work, whether they are sick, caregivers, colleagues or managers,
  - the "*Allo Alex*" hotline, which enables questions to be asked related to the use of the platform, as well as to request clarification on health topics or on the inclusion of illness and disability in the workplace,
  - the coaching offer,
  - dedicated health webinars,
  - training and/or awareness sessions for disability & health officers, HR teams, managers and employees on the issues of illness and disability at work.

Measures to support employees in difficult life moments. As care and attention are at the heart of the professional relationship, and as part of the WorkingWithCancer dynamic, Publicis France has set up care and protection systems in line with the support required by this advocacy. In 2023, a Groupe Caring@Work agreement was signed with the representative trade unions at Groupe level in order to meet this objective.

This agreement includes several protection components:

- support for employee caregivers (donation of days, family caregiver days, family caregiver booklet);

- support for employees who are victims of domestic violence (up to one month of hotel expenses, three paid days of absence, domestic violence booklet);
- protection measures for sick employees as well as prevention measures (maintenance of compensation during sick leave, half-day of absence authorized to take prevention exams, support for employees after a long illness).

  A Caring@Work Community has been created in Marcel to provide quick and easy access to the support systems put in place for employees.

4) In the United Kingdom, local management has been involved for several years in a vast mental health prevention plan (well before Covid-19), involving all employees in order to meet their needs:

- 119 employees were trained as Mental Health First Aiders (with Mental Health First Aid England) and 15 of them received more specific training in suicide prevention. They are available to listen attentively to employees having difficulties or wishing to discuss this subject;
- the Wellbeing/Headline program continued and was enhanced with the help of 145 volunteers, Wellbeing Champions trained in issues related to well-being at work who can provide concrete answers, particularly on economic issues related to inflation;
- the offer of physical and mental healthcare services remained highly valued thanks to the simplified access to the EAP – Employee Assistance Program, and to different approaches: yoga, meditation, massages, sports club (including running, cycling, etc.), supplemented by a dedicated 24/7 line. Employees also have access to the Aviva Wellbeing app, which provides access to healthcare professionals;
- in addition, with PepTalk, employees have access to resources enabling them to answer many questions, whether they are professional development, inclusion or sustainability;
- access to the platform Thrive offers yet another approach to support daily changes, to create new habits that are simple and easy to implement;
- the UK Executive Committee regularly held plenary sessions to answer all employees' questions, and the internal communication plan has always accompanied government health announcements;
- these sessions were supplemented by Brave Space and another individual format, Ask US Anything days, which are days organized by the Talent and DEI teams, where employees could meet directly with each other and ask more personal questions;
- two internal surveys dedicated to employee well-being were repeated (one per half-year), in order to monitor changes in team morale and provide rapid responses;
- the Marcel Mentors program began allowing mentees with a professional challenge to find a voluntary mentor within the Groupe to support them; this relationship had a very positive impact for both partners, especially during the long months of working at home;

  Similar approaches adapted to meet employee expectations exist throughout **Europe**.
- **in Poland**, with the Talent team, a joint program on health and well-being at work has been strengthened over the last few years, with the intervention of professionals and external experts. The healthcare offer is accessible to employees and their families in order to have easy access to healthcare professionals (covering dental, eye, nutrition and mental health). In terms of mental health, an *ad hoc* system was set up where employees can express themselves in Polish, Ukrainian or English. A sports program allows teams that so wish to access sports, swimming, gymnastics, dance and fitness facilities, as well as rock-climbing and skiing;
- **in Australia and New Zealand**, the Employee Assistance Program (EAP) is now well deployed. It provides free, 24/7 access to health professionals and psychologists providing mental health support. Doctors and specialists are also accessible to relatives of employees. With the roll-out of the WorkingWithCancer internal plan, free prevention consultations have been popular, as were skin cancer screening tests. Internal activities around the Mental Health & Wellbeing policy continued, particularly in terms of training 137 volunteers in Mental Health First Aid; they were able to access more in-depth training to maintain their skills and knowledge, making them immediately operational when needed. Lastly, due to a complicated economic context in 2023, two new training courses in personal finance were made available to employees: "Navigating current home loan market" and "Mastering Superannuation;
- **In South Africa,** AIDS-HIV prevention and screening sessions are also held every year, and during Wellness Days, workshops are open to all employees on the classic themes of well-being at work, with discovery sessions on meditation (mindfulness).

  In addition, the international partnership with Thrive continues, this application provides access to content to improve physical and mental fitness, access to yoga classes, meditation, and various exercises that are easy to practice on a daily basis.

  With the introduction of the WorkingWithCancer program, the key points of the program in the United States are guaranteed jobs and salaries for sick employees, access to support and coaching services to help them through difficult times, and a warm and effective internal community to support both patients and caregivers.

4.2.6.3 Preventing serious illnesses

#WorkingWithCancer

As the Chairman of the Management Board, Arthur Sadoun, was personally affected by cancer in 2022, and aware of the difficulties that employees may face, he wanted to take action to eliminate the stigma of cancer in the workplace. This subject should no longer be taboo. Two figures underpin this project: the fact that 50% of the adult population will be affected by cancer during their lifetime, and the fact that 92% of sick employees stated that a work environment that was attentive to their particular situation had helped them. Considering the multiple difficulties that employees must face during their illness (medical care and follow-up, personal and family organization, professional development and responsibilities, material constraints) or when they have a role of direct caregiver, the Chairman of the Management Board launched this program aimed at encouraging companies to take better account of individual situations surrounding the disease. Since the official launch in January 2023 at Davos with 200 business leaders, 1,500 companies (representing nearly 40 million employees) have joined and signed the WorkingWithCancer Pledge. This simple commitment requires companies and their managers, on the one hand, to publicly show their support for the approach by pledging the name of the manager and the company in order to be clearly associated with the program; on the other hand, to take concrete personalized support measures for employees faced with the disease.

This #WorkingWithCancer charter covers employees affected by cancer or serious and/or chronic pathologies affecting personal and professional life, temporarily or permanently. Each company is free to choose its own way of working. It is also interesting to note that SMEs (small and medium-sized enterprises) have joined the initiative.

For its part, Publicis Groupe has made the following four commitments:

1. safeguarding the salary of employees affected by the disease for at least one year;
2. offering the employees concerned individualized support to help them manage professional and personal difficulties and facilitate their return;
3. creating an internal community of people directly or indirectly affected by the disease, trained to provide adequate support;
4. for caregiver employees, access to personalized support to assist them during this complicated period.

In this context, an audit of the practices of the Groupe's subsidiaries was carried out in 2023 at the initiative of the HR Operations, Insurance and CSR Departments, in order to obtain a detailed status of the local social protection and social protection systems and care schemes for employees faced with illness (or as caregivers). This work was carried out in 70 countries with the help of WTW. The conclusions of this audit were reported to the Nominating and Compensation Committee of the Supervisory Board. This audit revealed that all countries are in compliance with their local regulatory framework, when it exists, and in compliance with the basic rules set out in Janus, the Groupe's Code of Conduct and Ethics, on these issues of social protection and health. This inventory was essential in order to co-construct with the local HR and Talent teams the deployment of the WorkingWithCancer plan, which required a country-based approach. In 2023, it was rolled out in all countries, with the introduction of a one-year salary continuation scheme for employees affected by illness, the effective implementation of coaching or personalized support to deal with professional and personal ups and downs during this complicated period, the establishment of internal communities able to provide voluntary and generous support, and the search for local solutions to help caregivers. (see the example of France Section 4.2.6.2)

#WorkingWithCancer works in France with the Institut Gustave Roussy and the Cancer@Work association, as well as with the Memorial Sloan Kettering Cancer Center in the United States, and with MacMillan Cancer Support in the United Kingdom.

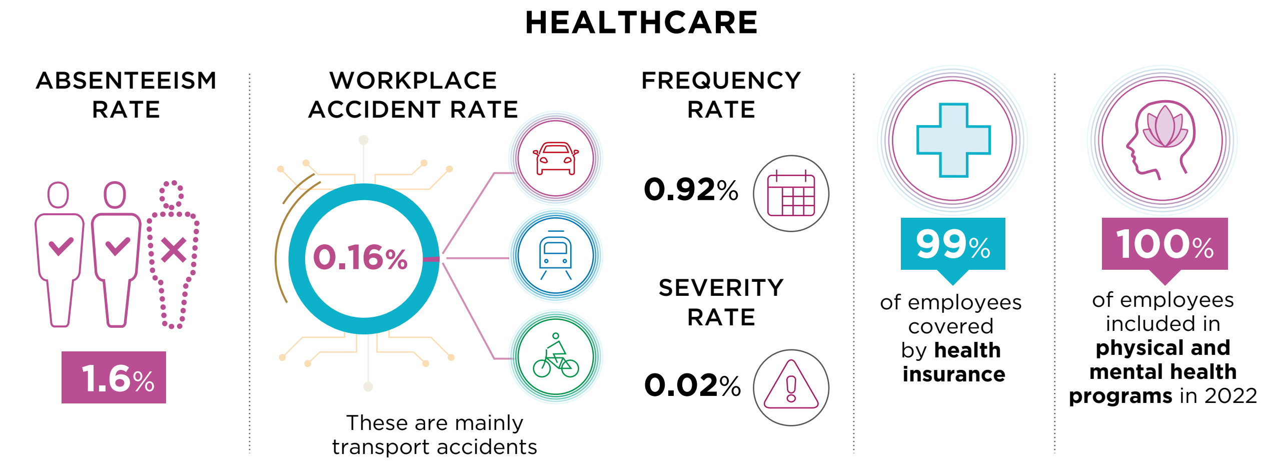
4.2.6.4 Healthcare Coverage

99% of employees (full and part-time permanent and temporary contracts) are covered by medical coverage (social security or health insurance), irrespective of local social security provisions (government, government-company-employee or private company-employee contribution plans or self-funded). These programs cover serious or chronic illnesses to enable employees to be properly cared for and to receive appropriate follow-up. In several of the Groupe's regional markets, including the United States, Europe and India, employees can benefit from health insurance programs for themselves and their families.

- The absenteeism rate is 1.6%, which, when applied to all employees means four sick days *per capita*. These sick days cover a wide spectrum of illnesses or health problems, including those that are not work-related or occurring in the workplace, as well as those that may result from work-related difficulties (mental health, physical health, etc.);

- The workplace accident rate [(1)] was 0.16%. The main causes of workplace accidents were related to transportation accidents (commuting and business travel).
- The accident frequency rate was 0.92%. [(2)]
- The severity rate was 0.02%. [(3)]

In terms of protection, Groupe employees benefit from disability/death coverage, adjusted according to the practices in the various countries. In 2023, as last year, the Groupe did not have to report any fatalities related to a work-related accident.



4.2.6.5 Health and Safety

100% of the workforce in Groupe agencies are covered by these health, hygiene and safety support plans. Most employees have sedentary jobs in offices or working from home, and are seated behind screens. Agencies apply current local regulations on personal security in the workplace and are responsible for implementing their health support and action plans.

In the United States, federal law (Occupational Safety and Health Administration) may be supplemented by laws in each state, and possibly reinforced at the municipal level. In Europe, this mission is entrusted to dedicated local committees (Health and Safety Committees) and the CSE (Social and Economic Committee) in France. Elected or volunteer employees receive training on safety and first aid. Evacuation drills (fire, earthquake, etc.) are regularly conducted at the facilities, with support from general services safety teams (Re:Sources) and building managers. In all agencies, safety officers (fire or emergency evacuations) are also trained each year; volunteers are trained in first aid. In India, Occupational Health and Safety regulations apply, and, as in many countries, small teams of employees are trained every year in all buildings and on all floors to assist others in the event of an emergency or evacuation. Given their large size, Publicis Sapient entities in India are ISO 45001-certified, thus covering 48% of the workforce of the Groupe in this country.

In some cities, as is the case in India and China, devices monitor air pollution and inform employees so that measures can be taken for those who may be the most vulnerable in terms of health, and so that teleworking can be facilitated during peak pollution periods.

In many agencies, offices are protected by external security teams who check people entering and leaving.

LionAlert is the internal tool designed to be able to contact employees in the event of an extreme emergency and ensure that they are safe; LionAlert is activated locally according to events (earthquakes, cyclones, floods, major fires, as well as acts of terrorism, political tensions, etc.). LionAlert is overseen by the Groupe's Secretary General. In 2023, it was activated numerous times in Ukraine to monitor the situation of our employees in the context of the war. It was also activated in October 2023 following the terrorist attack in Israel. It was also used in certain cities during fatal attacks, floods and cyclones, *i.e.* 91 activations in seven countries (including Ukraine for 73/91).

(1) Workplace accident rate: (Number of recordable workplace accidents/total workforce) x 100. Coverage rate 2023: 91.6%.
(2) Calculation of recordable workplace accident frequency rate: (Number of recordable workplace accidents/total number of hours worked) x 1,000,000 (GRI403-9 standard). 2023 coverage rate: 91.6%.
(3) Calculation of workplace accident severity rate: (Number of days of work lost x 1,000)/Number of hours worked (GRI 403-9 standard). Coverage rate in 2023: 91.6%.

4.2.7 Listening to and engaging with employees

Since 2020, the country managements have developed local systems that enable them to be in very regular contact with all the teams to better respond to their expectations, to encourage solidarity and mutual attention so as not to forget anyone, and thus to better detect any weak signals or warnings regarding employees who may be in difficulty.

At the Groupe level, four regional round tables (APAC; Europe, Africa & Middle-East; North America; South and Latin America) were held four times this year with, each time, the Chairman of the Management Board Arthur Sadoun, supported by the members of the Management Board/Directoire+, the Management Committee and key local executives. Employees are invited to send all their questions in advance and to interact live during the sessions. In the United States, for example, these quarterly sessions were attended by around 10,000 employees each time.

Publicis Groupe has always been committed to human rights and remains concerned about respect for fundamental freedoms, including freedom of conscience, freedom of expression, freedom of association and assembly, the right to respect and the protection of privacy. These values are included in the Janus Code of Conduct and Ethics and apply everywhere; Publicis Groupe has included in the Groupe's Janus Code of Conduct and Ethics the Ten Principles of the United Nations Global Compact, as well as the Seven Women Empowerment Principles (UN WEPs).

Lastly, listening to employees is carried out at the highest level of corporate governance, with the Supervisory Board, which has two employee representatives (one man and one woman) from two French subsidiaries.

4.2.7.1 Measuring employee satisfaction

In 2022, Moments that Matter was launched in the Groupe. This is a satisfaction survey program that may be addressed to all or some employees to better estimate their experience as employees within the Company. These are short, frequent surveys and sometimes linked to certain circumstances. In 2023, all new employees in the Groupe were surveyed through the Onboarding Survey. All employees were asked in the Mid-Year Check In Survey, just as there is an Anniversary Survey (linked to the start date at the Groupe).

Since 2022, “Moments that Matter” is a new short survey that can be initiated for different reasons (end of a project, intermediate point, check-in with a team, etc.). In 2023, 86% of employees indicated a clear understanding of what is expected of them. Finally, an Exit Survey is sent to for all employees leaving the Groupe voluntarily, and more than eight out of ten employees indicated that they remained interested in returning to the Groupe in the future. This is an important factor to consider when analyzing the structurally high employee turnover rate in the communication sector.

4.2.7.2 Discussing everyone’s professional assessment

88% of employees had at least one individual interview (talent review, annual appraisal or performance review) in 2023, not counting Catch-ups or Wrap-Ups, shorter formats carried out during the year or following a completed project. This is an internal obligation and is part of the human resources management rules defined in the Janus Code of Conduct and Ethics. Career Conversations is the tool used in the Marcel platform, which has the advantage of being used throughout the year, and to keep pace with the projects.

This platform allows for more frequent meetings between employees and their managers, based on key objectives for Senior Management (KPIs), for all employees, to build a Growth Plan in order to achieve their ambitions, and to ask for 360° opinions. The Wrap up is a summary exercise on the past year and on the employee’s impact, and allows a forward view to the year to come.

Indicators	2021	2022	2023
Employee assessments (% of employees)	76%	90%	88%
Of which % Women	57%	53%	53%

4.2.7.3 Involving the younger generations

For several years, the Groupe’s major agencies and certain countries have set up Next Generation Boards (NGBs), enabling young talent to be involved in the operation of the entity and in the consultation and decision-making processes. In the vast majority of cases, these young employees are selected to sit on this advisory Board for one year. Their work schedule is specific to each country context, but all are involved in both internal (inclusion, culture, organization, etc.) and business (innovation, development, etc.) issues. These Next Gen Boards also make it possible to escalate the concerns of the teams to the Groupe’s General Management, and are an interesting avenue for internal dialogue within agencies and within countries.

4.2.7.4 Social dialogue policy

Social dialogue is included in the Janus Code of Conduct and Ethics. The aim is to foster staff/management exchanges and ensure freedom of expression for employees as a basic human right. With regard to the Groupe's commitment to the UN Global Compact and its adherence to the International Labour Organization (ILO) Convention, the Groupe is committed to respecting freedom of association, freedom of expression and the right to collective bargaining in the countries where it operates. Social dialogue takes place at agency level. The average size of the Groupe's agencies worldwide ranges between 120 and 160 employees, with the exception of a few large entities with a staff of over 1,000 people in the United States and India. Publicis Groupe remains very decentralized, with operations in 100 or so countries. The aim in each entity is to promote direct, frequent discussions between managers and their teams regarding Company matters and current projects.

In France, the notion of collective agreement (which does not exist in this form in the communications industry in other countries) is a cornerstone of labor law. Agreements negotiated and signed previously are still in force and regularly updated, including the agreement relating to healthcare costs, including the responsible contract and to which an optional supplementary scheme has been added, as well as the collective bargaining agreement relating to the welfare plan. Negotiations with the Publicis Groupe union coordinators in France took place on Quality of Life at Work in order to renew the teleworking agreements and the sustainable mobility package, for a period of three years. The new agreements include a lump-sum allowance of euro 3.50 per day of teleworking to cover the various costs incurred by teleworking, and a euro 40 per month sustainable mobility lump-sum allowance to help finance employees' commuting journeys using alternative, sustainable modes of transportation. The collective agreement on the right to disconnect has been continued. Its objective is to define operating rules and methods of use of digital technologies in order to ensure the right to disconnect for everyone and to guarantee a balance between personal and professional life.

In July 2023, the Groupe and the social partners signed a first agreement on trade union communication in order to find a solution to adapt the distribution of information in each agency with the new "hybrid" working model. A deployment phase is underway and an assessment will be made subsequently to find out whether the system is used.

In several countries, particularly in the United States and India, the role of affinity groups (such as VivaWomen!, *Égalité*, enABLE and many others) or BRGs is important to lead to many changes in local policies benefiting all, in a very cooperative and constructive spirit.

The Groupe continued its commitment to Zero Tolerance of any form of harassment or discrimination within the Groupe through training and awareness-raising programs for managers and HR/Talent teams. In this context, sexual harassment officers have been appointed by the CSEs in France; they received specific training, with regular reminder modules.

Some agencies have kept more specific systems dedicated to listening to employees, such as "*Les Bonnes Oreilles*" at Publicis Conseil in France, where volunteer employees who are trained in listening ensure this relationship, or in the United Kingdom and the United States, where the Safe Conversations are organized by the agencies' DEI teams, in particular following serious events such as racist or homophobic attacks, as in support of the Black Lives Matter movement. All employees in all countries are regularly reminded of the possibility of contacting the Group's ethics line at https://publicis.whispli.com/lp/ethicsconcerns, through messages from the Secretary General.

4.2.8 Rewarding and sharing value

4.2.8.1 Compensation and equal pay

Payroll and personnel expenses stood at euro 8,514 million in 2023, including salaries, social charges and freelance pay. Trends are shown in Section 6.6, Note 5 of this document.

Compensation must respect the following three principles: 1) remain competitive and attractive locally and avoid disparities within the same market; 2) be in line with the Groupe's practices, particularly in terms of gender equality and equity based on individual and collective performance in order to ensure fair and balanced compensation; 3) where appropriate, strengthen protective measures.

In 2022 and 2023, 90% of employees with at least two years of service with the Groupe received a salary increase.

Gender pay equality: country by country "Job Grading" is applied in the new Human Resources Information System (HRIS) Groupe tool, allowing for uniform understanding of positions and functions. This project is led by the Secretary General, coordinated by the HR Operations Department, with support from the teams in charge of compensation (Compensation & Benefits) and the HR/CTOs of countries. The Groupe remains vigilant on gender equality issues and in the event of disparities, it is up to the local management of the agencies to remedy them.

The Syndio tool has been rolled out by the Groupe's HR Operations Department in several countries, *i.e.* 60% of employees, with the aim of covering the entire Company. This tool makes it possible, according to local regulations, to cross-reference various diversity criteria and not only that of gender (age, ethnic origin when legally applicable, disability, etc.), to serve as a support for mandatory declarations, to support managers in their recruitment decisions and compensation and to guarantee equal pay:

- **in the United Kingdom**, eight entities with more than 250 employees publish the comparative situation of the Gender Pay Gap Reporting (measuring the pay gap between men and women, not equal pay). The data show an improvement in most agencies, although efforts to increase women's access to positions of responsibility must continue. The issue is monitored by the UK Executive Committee;
- **in France**, in accordance with legal obligations, 12 Publicis Groupe companies with more than 50 employees published their gender equality index on March 1, 2023. The average is 90/100 in terms of France, the objective remains to achieve 95/100 for all entities. The Executive Committee in France monitors this index on a monthly basis;
- **in Australia**, where the law also requires companies to report annually on gender equality, Groupe agencies have circulated reports on the actions put in place to improve the conditions for women in these organizations.

Almost all Groupe employees are professionals who have received long and qualifying initial training, and the compensation of men and women is well above so-called minimum-living wages in all countries. In 2023, a comparative analysis and definition of the living wage was carried out and presented to the Compensation Committee of the Supervisory Board. This definition will be used in 2024. Publicis Groupe has always defended the principle of a decent wage and extends this concept to its suppliers as part of its CSR assessments.

All of the information pertaining to the compensation of Publicis Groupe senior executives is detailed in Section 3.3 of this document. The precise criteria are indicated for the different components of this compensation, including CSR.

The equity ratio, namely the ratio between the level of compensation of the executive corporate officers and the average employee compensation are set out in Section 3.3.2.7 of this document.

4.2.8.2 Sharing value

During 2023, in view of the Groupe's good performance and inflationary environment in several countries, 90% of the Groupe's employees received a salary increase (in addition to exceptional bonuses paid in April and November 2022, each an additional week of salary, for those employees not paid variable compensation).

Employee profit-sharing: in France, the Groupe maintained the employee profit-sharing agreement (in force for three years until December 31, 2024), a policy of involving employees in economic performance in line with the Groupe's annual organic growth in France and worldwide. This is part of the Groupe's long-standing commitments for its French employees in terms of employee savings, with many advantages for them in terms of availability of the sums deposited and in terms of tax.

Employee savings plan: in France, in addition to the Company Savings Plans (PEE) covering all of its companies in France, the Groupe rolled out a Groupe Collective Retirement Savings Plan (PERECO) in 2021, thanks to a quality social dialogue with all trade union coordinators. The system is optional and applies to all employees in France. It allows the vesting throughout the employee professional career, of either lifetime annuity rights or the payment of a lump sum no earlier than the legal retirement age, except in the event of early release. This system is funded by one-off or scheduled voluntary payments as well as payments in connection with incentive and/or profit-sharing plans. The PERECO system set up at Groupe level in France benefits from an annual contribution of up to 200% of the voluntary payment made by the employee (contribution capped at euro 400).

Long Term Plans - LTIP Publicis Groupe	LTIP 2021	LTIP 2022	LTIP 2023
Number of management beneficiaries*	264	307	348
Of which % Women	43%	43%	45.2%

** Excluding Management Board, Directoire+, Management Committee.*

In addition, concerning the different pension schemes and other long-term benefits are presented in this document, Section 6.6, Note 23.

Publicis Groupe's different stock option plans and free share plans are detailed in this document in Section 6.6, Note 32.

The participation of employees in share capital through a range of profit-sharing and incentive plans is explained in Section 8.3.6 of this document.

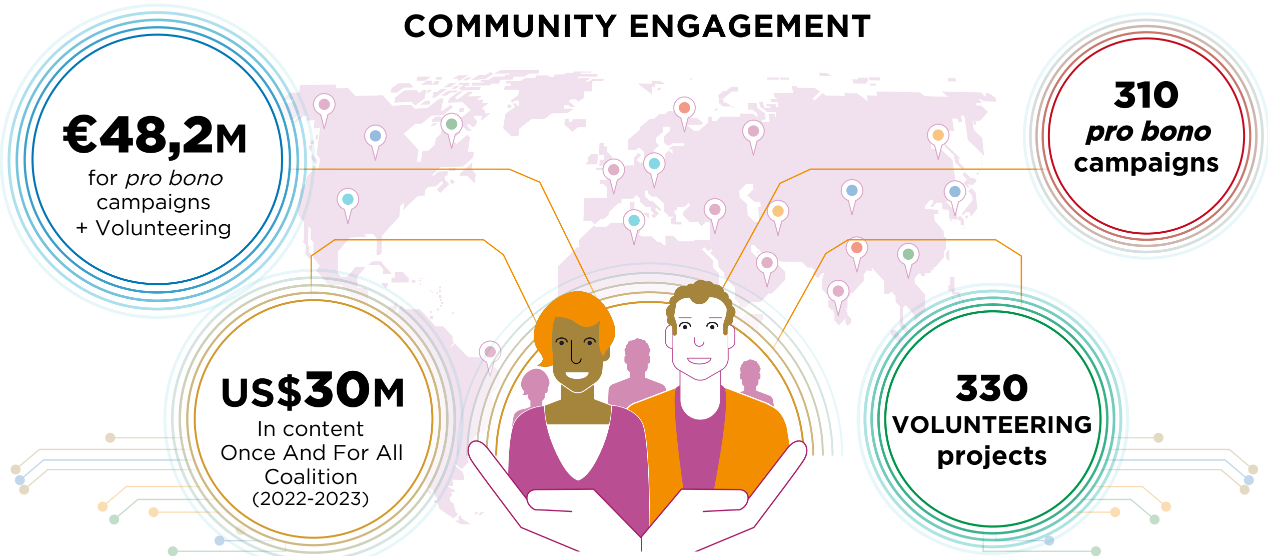
In Ukraine, the Groupe has continued to pay the salaries of local teams in 2023, as it did in 2022.

4.2.9 Commitments given by the Groupe, agencies and employees to local communities: Create & Impact 2023

For over 15 years, Create & Impact has been the umbrella program that brings together the Groupe's actions undertaken with communities and society in general, including *pro bono* campaigns, as well as volunteering and charitable activities. Create & Impact 2023 combines all Groupe commitments having a societal impact, representing an **estimated total of euro 48.2 million in 2023**. Despite the context of the crisis, employees were very active, in particular by helping many associations, such as those providing food aid to underprivileged people, for which the number of beneficiaries has surged in all major cities.

The nature of the contributions made by agencies as part of Create & Impact has moved towards charitable activities involving more volunteer employees but with a lower financial value than the *pro bono* campaigns. All activities carried out within the context of Create & Impact have a direct impact on populations, on local and neighboring communities, and on regional economic, social and environmental development, since there is a strong proximity between the agencies and the causes they support. All of the activities included in Create & Impact have been monitored for the last eight years, in line with United Nations Sustainable Development Goals (SDGs), in order to better assess their direct impact (see the CSR section of the Groupe's website).

Quarterly reporting to monitor these actions more regularly is part of the Groupe's commitments made in 2020 to promote social justice. In this respect, **USD 30 million has been invested** by Publicis Media US (APX Content Ventures), cumulative between 2022 and 2023, as part of the commitments made within the Once And For All Coalition to provide long-term support, through content aids, to media intended for under-represented groups (see Section 4.3.8.4).



Groupe agencies took part in **640 projects in 2023.**

The **310 *pro bono* campaigns** are free campaigns carried out by the agencies, in addition to all the skills-based sponsorship provided. Agencies concentrate on a limited number of causes. The teams are very proud of the actual efficacy of the campaigns, and of the awards that they have won in recognition of their creative freedom.

The **330 volunteer initiatives** involved making one or more teams available for a limited period of time to provide operational support for specific initiatives run by non-profit organizations in the name of general interest causes. In some countries, this may also be regarded as skills-based sponsorship.

A presentation of select projects can be found in the CSR section of the Groupe website under social aspects.

Donations and charity work: emergency aid is ongoing. To a greater or lesser extent, natural disasters and tragic accidents can prompt spontaneous acts of generosity that bring employees and management together. Under these extraordinary circumstances, local presence is a key factor for success. This is why the Groupe gives priority to a decentralized approach and local initiatives.

In Ukraine, donations made by employees and the Groupe to a fund dedicated to employees and their relatives have helped 32 families of Ukrainian employees since July 2022. This made it possible to help Ukrainian employees to relocate after their homes were destroyed by the war.

Outside of exceptional circumstances, the Groupe regularly provides financial support to a few charities. The identification of these charities may be made by the Chairman of Supervisory Board, up to an amount set by the Board; others may be chosen by the Chairman and members of the Management Board.

Create & Impact Indicators	Unit	2021	2022	2023
Total number of *pro bono* campaigns and volunteering initiatives	Number	440	510	640
Of which *pro bono* campaigns/projects	Number	290	250	310
Of which volunteering initiatives	Number	150	260	330
Financial valuation of *pro bono* campaigns, volunteering and charities or charitable work	€M	41.4	39.6	48.2
Once And For All Coalition: Cumulative content investments (US) 2022 and 2023	$M	-	25	30

The Publicis Foundation: in the United States, as part of the #WorkingwithCancer program, the Publicis Foundation's mission is to support actions to combat the stigma of cancer in the workplace. The objective is to rally companies to advocate #WorkingWithCancer, to continue working with organizations that are experts in the subject, and to mobilize widely so that general awareness-raising promotes the evolution of the world of work on this subject. It provides companies with various tools to support them in their own approach. It is also in contact with the various institutions that are associated with the program.

LA FONDATION PUBLICIS

4.3 GOVERNANCE, BUSINESS ETHICS AND RESPONSIBLE MARKETING

The third ESG pillar concerns Governance; this subject is detailed in Chapter 3 of this document. In this section, the Groupe has chosen to focus on two key aspects that are material for the proper conduct of the Company's activities: business ethics, an imperative that applies to everyone without exception, and marketing and responsible technology, with a more relevant business line approach.

4.3.1 The Groupe's commitments

Publicis Groupe was founded in 1926 on the respect of strong ethical principles, regularly reaffirmed by the Chairman of the Management Board. The Groupe's Janus Code of Conduct and Ethics is the backbone of the way in which the Company intends to conduct its development. Janus applies to all employees, including managers and executives. This Code is updated each year and supplemented by a detailed procedure code. Janus specifies the way in which relationships must be established with clients, suppliers, civil society and other third parties (see Section 4.3.2 below)

Publicis was the first communication group to join the United Nations Global Compact in 2003, and to promote its Ten Principles. Then the Groupe signed the Seven Key Principles of the United Nations WEPs (Women Empowerment Principles) and decided to follow the United Nations Sustainable Development Goals for a fairer world.

4.3.1.1 Analysis of impacts, risks and opportunities related to Business Ethics and Responsible Marketing

Respecting demanding ethics in business conduct is a prerequisite for all employees of the Company.

Communications activities reflect the evolution of the societies in which they are expressed at a given time. They support the economic development of companies and facilitate the relationship and direct dialogue with the consumer-user of the goods and services available on the market. They are based on social representations and everyday situations, which must be inspiring and creative and based on substantiated arguments. Publicis Groupe has chosen to support its clients in their digital and environmental transformation by helping them strengthen their direct relationships with their clients, and by illustrating changes in behavior in favor of a fairer world, through responsible marketing in all business lines, including technology and data.

The table below summarizes the highlights of the topics covered in this section. Governance topics are discussed in Chapter 3 of this document. This table includes many of the aspects requested in the ESRS, such as the category of the impact (current or potential) and its characteristics (positive or negative), and the time frame (short-, medium-, long-term). This presentation will continue to evolve for 2024 reporting, in order to integrate the financial dimension more precisely, as well as the work that will refine the opportunities component.

Issue and level of impact and financial materiality*	Major impacts (I) Risks (R) Opportunities (O)	Impact categories ** C, P; "+" / "-"	Time frame of impact *** ST, MT & LT	URD referrals 2023
Data security Mat = Medium Fi = High	**I:** Publicis Groupe supports its clients in understanding their consumers and improving communication with them. The Groupe has a database that is unique in the world, Core ID, with 250 million profiles, to help brands win business and retain their customers. **R:** Faced with a resurgence of cyber-attacks, or a failure of information systems, the Groupe may be faced with significant financial consequences, including possible fines and legal risks. **O:** With Core ID, the Groupe offers its customers tailor-made, secure strategies, enabling brands to be as close as possible to their customers and their needs; with its Intelligence System approach, to identify and reduce the bias of artificial intelligence.	P, -	MT / LT	Section 4.3.4
Data protection Mat = Medium Fi = High	**I:** The protection of personal data is essential to maintain the trust of consumer-users in the digital world. **R**: The increasingly stringent regulatory changes aim to regulate the use of personal data, to address increased risks related particularly to the use of artificial intelligence. **O:** The massive arrival of artificial intelligence will simplify and refine the interactions of brands with their consumers allowing them to operate in a more precise and relevant way.	C, -	MT / LT	Section 4.3.3
Impact of Publicis services on society Mat = High Fi = Medium	**I:** Communication in the broadest sense supports changes in society: by playing on situations and representations, it anticipates them and can accelerate them, and it can encourage behavioral changes. **R:** The major risks are going against the grain of public expectations and generating rejection of brands, products or services, with potential financial and legal consequences for customers, ourselves as suppliers, consumers and other stakeholders. **O:** In the current period, requiring significant changes in representations and models that stimulate desire, the Groupe has unique strengths in the market to help its customers in their transitions and make them desirable.	C&P, + & -	ST & MT / LT	Section 4.3.8
Client satisfaction Mat = Medium Fi = High	**I:** Client satisfaction is the driving force behind the Publicis model, to help them in their transformation, to give them control of a direct and transparent relationship with their own clients, for effective and responsible communication. **R:** The risk is the loss of a client dissatisfied with the services provided, with financial and reputational impacts. **O:** Client satisfaction is the key to expanding our partnerships and working on new projects, increasing our market share.	C, +	ST	Section 4.3.7
Responsible marketing Mat = High Fi = Medium	**I:** As a leader in the sector, the Groupe contributes to improving professional standards and practices and combating all forms of greenwashing / socialwashing. Communication is an accelerator of behavioral changes to move towards a more inclusive, sustainable and responsible society. **R:** The main risk is to give the consumer what are perceived as misleading arguments, to mask reality and to maintain confusion. **O:** The coming changes in society are numerous and represent opportunities for the Groupe's clients in terms of innovation and the launch of new products and services adapted to the constraints of the moment.	C, + & -	ST & MT / LT	Section 4.3.8.6
Client selection I = High Fi = Low	**I:** The Groupe is committed to supporting its clients in their transformations, facilitating their transition to new models, products and services, and promoting activities that have a positive impact on society. **R:** The risk would be to work with clients who do not respect the law, human rights and the environment. **O**: Supporting innovative clients creates opportunities for the Groupe to grow and imagine new solutions and services. Innovating in our business lines is a factor in winning new clients.	C&P, + & -	ST & MT / LT	Section 4.3.8.2
Business ethics and compliance I = Medium Mat = Medium	**I:** The Groupe expects its employees and stakeholders (clients, suppliers and others) to behave in an exemplary manner in the conduct of its business, and to combat corruption and all types of fraud. **R:** The risk of unethical business behavior may impact the Groupe as well as its stakeholders, both from a legal, financial and reputational point of view. **O:** The smooth running of the Company is based on ethical conduct on behalf of all, and is part of the relationship of trust forged with clients and partners, which makes it possible to grow development projects.	C, +	ST & MT / LT	Section 4.3.8.1

Issue and level of impact and financial materiality*	Major impacts (I) Risks (R) Opportunities (O)	Impact categories ** C, P; "+" / "-"	Time frame of impact *** ST, MT & LT	URD referrals 2023
Responsible procurement Mat = Low Fi = Medium	**I:** The Groupe's purchases on its own behalf or on behalf of its customers are significant; this gives it a responsibility to define partnerships with its suppliers, in order to act jointly to promote human rights and the preservation of the environment. **R:** The main risk lies in unbalanced relationships with suppliers that could jeopardize them and harm the Groupe's activities and projects for clients or suppliers that do not comply with our high standards. **O:** Working in trust with partners promotes innovation and the co-construction of products and services, regardless of the size or activity of the suppliers.	C, +	MT / LT	Section 4.3.9

* *Materiality level: Mat = material impact ; Fi = financial impact , following the Groupe's gradation: Very High, High , Medium, Low; this scale is the result of the dual materiality exercise.*
** *Categories: C = current / P = potential; Positive + / Negative -*
*** *Temporality: ST = short term or MT/LT = medium term and/or long term*

4.3.2 Janus: Ethical principles in the code of conduct

Janus is the Groupe's Code of Conduct and Ethics and applies to all managers and their teams. It consists of a code of conduct and detailed operating rules. The Code of Conduct and Ethics applies to all employees without exception (see Section 3.1.8 of this document). In 2023, nearly 80% of the Groupe's workforce received training in the Janus Code and its contents. Training on the Janus Code of Conduct and Ethics takes various forms: online training in Marcel, awareness-raising sessions during programs for new employees, and more specific internal sessions for the most exposed positions. In the induction programs, Janus is explained as part of the presentation of the Groupe and its activities. The key principles are detailed in particular regarding the standards of behavior of managers and teams, and the rules of operation to comply with fair practices. One of these elements is the "Zero Tolerance" principle in terms of discrimination, harassment, and violence at work, rules regarding conflicts of interest, fraud, prevention and combating of corruption, data protection, key points of the HR policy, and a reminder of the major principles adhered to by the Groupe, such as the United Nations Global Compact.

In terms of business, one of the Groupe's historic principles is its refusal to take part in partisan communications campaigns of any kind. The Groupe refuses to work for political parties, cults or ideological propaganda organizations, and refuses any request for funding, contribution or free support.

Several extracts from Janus are available on the Groupe's website, in the CSR section, at the following address: www.publicisgroupe-csr-smart-data.com/fr/links.

Indicators	2021	2022	2023
% Employees trained in internal Janus Code of Conduct and Ethics	61%	85%*	79%*
Of which % ABAC (Anti-Bribery & Anti-Corruption)	55%	89%	80%
Of which % GDPR (Data Protection)	68%	74%	84%
Of which % GSO (Data Security)	70%	75%	84%

* Training on the Janus Code of Ethics takes various forms: online training in Marcel, awareness-raising sessions during programs for new employees, and more specific internal sessions for certain positions.

4.3.3 Data protection: Role of the Global Data Privacy Office (GDPO)

1) Governance, organization and mission

The GDPO (Global Data Privacy Office) is an experienced team of specialists, lawyers and certified professionals, working under the supervision of the Chief Data Protection Officer (CDPO). The GDPO is part of the Groupe's Legal Department, which reports to the Secretary General. Its role is to oversee the data protection program, advise agencies on protection issues and help them with risk management. It also participates in various professional bodies or joint initiatives such as IAB EU's Transparency & Consent Framework and the IAB, US' CCPA Framework. The deployment of the global data protection program is managed by a central team, in charge of the implementation and support to the local Country/Regional Privacy Operational Leads. They work closely with the Data Privacy Stewards appointed in each agency to implement the action plan, worldwide. This hybrid operation, with centralized and local governance, ensures that all entities are aligned behind the same principles and rules, while enabling agencies to respond to more specific issues linked to their country or region.

The GDPO and GDPOps teams work closely with the GSO (Global Security Office) on technical or organizational aspects to ensure the protection of personal data and their encryption, transfer and storage, as well as destruction. A Groupe process is dedicated to incident response (Incident Response Process) to manage cybersecurity incidents and data breaches.

The Groupe's data protection policy is based on key principles such as transparency and respect for individual rights. The Privacy-by-Design policy and the Default policy provide teams with guidance on how to take data protection issues into account in their day-to-day activities and comply with current legislation and best practices. This very early stage approach facilitates cooperation with all teams from the earliest stages of a project, so that data protection is well integrated into systems and solutions, and in close contact with client-side teams and their partners. This Privacy-by-Design policy incorporates issues related to the use of artificial intelligence (AI) in processes and various systems, so that responsibilities are clear, with rigorous oversight and strong governance.

These compliance issues are handled with vigilance, in order to ensure that the teams are well trained and supported to maintain a high standard of compliance. Training is mandatory for all employees on data protection principles as well as security issues. More specific and in-depth training is given when there are specific regional issues such as the European GDPR (General Data Protection Regulation) or the CCPA (California Consumer Privacy Act) or related to an industry such as digital advertising.

As required by law, the Groupe offers consumers access to their privacy rights. For example, with Epsilon, certain rights can be exercised using an automated tool: https://legal.epsilon.com/dsr. In addition, in the United States, Epsilon indicates in its privacy policy the number of requests received by consumers during the previous year: https://legal.epsilon.com/us/NA-products-privacy-policy.

In 2023, Publicis Groupe, as Data Controller, did not notify a regulator of any data breach.

2) Certification

In 2023, Publicis Groupe was assessed by CyberVadis and remains in the top 1% of companies in terms of security and data protection (score for 2023: 958/1000), thanks to the joint work between the GDPO and the GSO.

A summary of data protection policies can be found in Janus and is publicly available on the Groupe's website, in the CSR library. Data protection issues are centralized and each employee can directly contact the GDPO and its teams: privacyofficer@publicisgroupe.com.

3) With suppliers and partners

Suppliers are subject to an initial due diligence whose purpose is to assess their processes and policies in terms of data protection and security, to verify their compliance and to understand their practices. The various GDPO, GDPOps and GSO teams work together for these initial reviews. Suppliers and partners must also complete a self-assessment of compliance with laws and best practices. The contracts contain strict contractual obligations, in particular data protection declarations and guarantees. A Data Processing Addendum (DPA) is systematically distributed to suppliers, partners and publishers. This work is carried out in cooperation with the Procurement Department (see Section 4.3.9 of this document).

4.3.4 Data security: Role of the Global Security Office (GSO)

1) Governance, role and mission

At Publicis Groupe, information security is everybody's responsibility. This involves protecting sensitive information, particularly that of clients. The entire security program is led by a dedicated team from the Global Security Office (GSO), which brings together highly experienced professionals whose expertise is certified in CISSP, CISA, CISM, CRISC, etc. The GSO is responsible for policies, guidelines and standards applied throughout the Groupe. The entire program is based on a logic of continuous improvement, with an ongoing assessment of security risks and monitoring of the application of Groupe rules. The work of the GSO is managed and monitored by the Groupe's Top Management.

The GSO oversees a number of programs such as compliance, risk management, security or vulnerability testing, technical reviews, service continuity plans and educating employees about these risks. Particular attention is paid to training all teams using different methods (blogs, articles, videos, tests, graphics, etc.) in six languages (French, English, Spanish, Chinese, Portuguese, German) to build a culture of security across the entire Groupe. All employees must complete a mandatory module on data and information security each year, in addition to on-demand training such as code security. The GSO team coordinates regular communication with all employees, recalling best security practices and detailing existing threats.

A dedicated team, the SOC (Security Operations Center) monitors cybercrime risks (ransomware, malware, phishing, etc.). The SOC is operational 24/7 and ready to intervene to protect infrastructure, systems, information and data and, where necessary, activate business continuity plans and disaster recovery plans.

2) Certifications and compliance

The GSO program is subject to multiple independent external audits throughout the year. These audits are conducted by third parties, but also at the request of our clients and partners, in order to maintain the highest levels of assurance and to continue improving the systems year after year. GSO teams work closely with agency project teams to ensure compliance with client expectations. This means following external certifications such as ISO 27001 or ISO 22301, as well as more specific standards such as Payment Card Industry Data Security Standard (PCI DSS), the Health Insurance Portability Accounting Act (HIPAA) for healthcare or Service Organization Control (SOC) Trust Criteria. Groupe information security policies are aligned with ISO 27001 standards; the Groupe's largest entities in the United States, India, the United Kingdom and Latin America are ISO 27001-certified. The GSO ensures the monitoring of these ISO 27001 certifications for entities, agencies and departments where it is imperative, such as shared service centers, with IT and systems infrastructures, general services, HR and security (GSO) representing more than 11,000 people in the Groupe. This team prepares and monitors external audits in order to ensure that the standards are respected and ensured in order to be in compliance. Some entities are ISO 22301-certified for specific business continuity plans.

Data security issues are centralized and each employee can contact the GSO and its help desk teams directly at: askgso@publicisgroupe.com.

3) With suppliers and partners

Suppliers working with the Groupe must meet security criteria, which are an integral part of the contract. The GSO manages the Security Risk Management program in cooperation with the Groupe Procurement Department (see Section 4.3.9). These are formal security risk assessments to review various administrative, technical and physical security controls. These assessments are regular and contractual, in order to protect the Groupe's information systems.

The Information Systems Security policy is an integral part of the Janus Code of Conduct and Ethics; it is publicly available in the CSR library of the Groupe's website.

4.3.5 Anti-Corruption Compliance Program

The Groupe complies with the provisions of the French law known as "Sapin 2". The Groupe has implemented a compliance program as provided for by law, including the Janus Code of Conduct and Ethics and the anti-bribery and anti-corruption policy, illustrating acts and behaviors relating to corruption or influence peddling that are prohibited. The Groupe is also in compliance with the other anti-corruption laws applicable where it operates.

The anti-corruption compliance program includes:

1. an Anti-Bribery & Anti-Corruption Policy, including a helpful guideline to illustrate how Publicis employees should behave;
2. a system for reporting concerns (also known as a whistleblowing system), which can be used to raise concerns about violations of Publicis policy, as described in the Reporting Ethics Concerns Policy;
3. regular corruption risk mapping, which analyzes the risks of corruption;
4. third party (clients, suppliers and partners) due diligence processes;
5. accounting procedures and controls to prevent and detect corruption;
6. employee training, both online and in-person;
7. monitoring of the effectiveness and implementation of the Groupe's anti-corruption compliance program;
8. sanctions for violations of the anti-corruption policy.

The Groupe's Legal and Compliance experts play an important role in terms of awareness and the application of anti-corruption laws and regulations. They are part of the Shared Service Centers (Re:Sources) and report to the Groupe's Compliance Office and Groupe Legal Department, which constantly monitors the program. Their mission is to prevent bribery and corruption and to help ensure compliance processes and procedures are in place, applied and adapted to local markets. The aim is to maintain the high standards that comply with current applicable regulations and the Groupe ethics rules and policies. The Legal and Compliance experts who support the implementation and monitoring of the anti-corruption compliance program report into the Groupe's Chief Compliance Officer (CCO). Reporting to the Groupe Secretary General, the CCO oversees the Groupe's compliance programs, including the anti-corruption compliance program.

Anti-Bribery & Anti-Corruption Policy

The Anti-Bribery & Anti-Corruption Policy is rolled out at all levels of the organization and is based on the principle of zero tolerance for any form of bribery or corruption. All employees must comply with this Policy, as well as with all applicable anti-corruption laws. This Policy includes:

- a strict prohibition of any form of bribery, corruption or influence peddling;
- potential significant risk areas requiring a high degree of vigilance;
- rules relating to gifts and entertainment, engaging with third parties, lobbying and more;
- a reminder on the system for reporting any violation of this policy, Janus, or applicable anti-corruption laws;
- helpful guidance for employees to illustrate how Publicis employees should behave and what risks to avoid;
- the policy was last updated at the beginning of 2024 in order to include additional practical guidance (DOs/DON'Ts) and to improve upon the 2023 version of the policy which was revised following the 2022 corruption risk mapping exercise. Updates to the policy have reinforced the fact that it applies to business partners, that special attention must be paid to working with government partners and that conflicts of interest must be avoided.

The Anti-Corruption Policy is accessible to all employees within the Anti-Bribery & Anti-Corruption chapter in Janus. In France, the anti-corruption policy is incorporated into the internal rules and, for this reason, has been the subject of the employee representative consultation procedure provided for in article L.1321-4 of the French Labor Code. It can be accessed by the general public in the "CSR Smart data" section of the Groupe's website.

Employee Training and Monitoring

Publicis Groupe has made an online anti-bribery & anti-corruption training program available to all employees. The online training program includes a full anti-corruption training course: it is 25 minutes in length and is designed to guide employees in preventing and detecting corruption risks and in applying the Zero Tolerance principle to any form of corruption. This training also covers how the whistleblowing system works. Specifically, the course highlights the rules around giving and receiving gifts and entertainment, working with public officials, and engaging third party representatives. The full course is mandatory for all employees. New joiners are invited to complete the course within one month of joining the Groupe. For all employees who have completed the full course, an anti-corruption refresher training, called the "Refresher," has been made available to all employees and is to be completed within one year of joining the Groupe. This program enhances the training, reminding employees of the behavior to be adopted with third parties, on the issue of gifts and entertainment, and what to do if an employee witnesses any unethical behavior. The Groupe also provided an online training course on the Groupe's Whistleblowing Policy, and how to raise a good faith concern about unethical behavior in the workplace. It reminded employees of the importance of raising their voice when they witness unethical behavior, how to report good faith concerns, including anonymously, if preferred, and how the Groupe treats concerns (promptly, confidentially, and without retaliation). In-person anti-corruption training is also available to employees with a heightened risk of exposure to corruption. Legal teams at Groupe, country and regional levels host training sessions all year to targeted employee audiences and aim to raise awareness and strengthen compliance with the Groupe's rules around preventing and detecting corruption.

The Groupe Compliance Department regularly monitors attendance rates to both the online and in-person training programs and ensures the materials are effective at communicating the Groupe's commitment to ethics. In 2023, 80% of employees had received training (workforce at December 31, 2023).

Third-Party Assessment

Publicis Groupe completes an assessment of its third parties and performs anti-corruption-specific due diligence using a risk-based approach. Publicis Groupe does not work with any third party that presents a risk of corruption or that does not agree to comply with anti-corruption laws and the Groupe's anti-corruption policy. Suppliers are assessed and verified in this regard before the contract is signed. For further detail regarding the Groupe's third party assessment efforts in procurement (see Section 4.3.9 of this document).

Audits and Control Tests

The Groupe's anti-corruption compliance program includes regular monitoring by the Compliance Department and the Internal Audit teams, who conduct audits throughout the year. The Internal Audit, Risk Management and Internal Control Department interacts regularly with the Compliance Department in order to optimize audit and internal control practices and contribute to the anti-corruption program.

Audits are carried out by Internal Audit or by external auditors as part of the certification audits of the financial statements provided for in article L. 823-9 of the French Commercial Code.

Internal Audit reports on its work, including its anti-corruption work audit program, to senior management and a report is presented to the Supervisory Board's Audit Committee. The Internal Audit Department also shares its work with the Compliance Department, to influence decisions aimed at updating the policies, processes and procedures of the anti-corruption compliance program.

Whistleblowing

Employees, suppliers and third parties can report violations of the Anti-Corruption Policy and/or applicable anti-corruption law by using the email address ethicsconcerns@publicisgroupe.com or the external platform Ethics Concerns, at https://publicis.whispli.com/lp/ethicsconcerns, rolled out in 2023, the two solutions being part of the same centralized system as described in the Reporting Ethics Concerns Policy (whistleblowing policy). Alerts can be made anonymously and all alerts are treated promptly and confidentially, as described in the Reporting Ethics Concerns policy. All alerts are dealt with by the teams of the Compliance and Internal Audit Departments, reporting to the office of the Secretary General (see Section 4.3.6).

Sanctions

Any employee who violates the Anti-Bribery & Anti-Corruption policy may be subject to disciplinary action, the result of which may be severe penalties up to and including dismissal. Immediate measures may be taken should suppliers contravene this policy.

4.3.6 Whistleblowing system

Employees, suppliers and all other parties may report any concern related to a potential violation of laws or Company policies on fraud, corruption, harassment, discrimination or any other ethics concerns, as stated in the Janus Code of Conduct and Ethics Reporting Ethics Concerns Policy or so-called "whistleblowing" policy. This policy and the system for reporting concerns are accessible to all employees and publicly available in the "CSR Smart data" section of the Groupe's corporate website.

The recently rolled out external Ethics Concerns platform, available at https://publicis.whispli.com/lp/ethicsconcerns, makes it possible to receive all types of alerts, whether internal or external. The longstanding dedicated email address: ethicsconcerns@publicisgroupe.com is still available for alerts. All whistleblowing alerts received are processed, even those sent anonymously, if they are sufficiently precise and substantiated. They are dealt with by the Internal Audit, Risk Management and Control Department, or the Legal Department under the supervision of the Secretary General. Investigations are carried out by the Internal Audit Department or by a lawyer, using the appropriate resources depending the subject in question, while maintaining strict confidentiality. Whistleblower communications are protected by confidentiality and any form of retaliation against a whistleblower acting in good faith is strictly prohibited.

In 2023, 102 whistleblowing alerts were received and dealt with, of which 89% were internal reports. 74% of the cases concerned HR issues, mainly related to internal operations. The increase in the number of alerts is due to strengthened internal communication and the introduction of the new Ethics Concerns platform. The results of the investigations carried out are communicated to General Management and a report is provided to each Audit Committee.

Indicators	2021	2022	2023
Total number of alerts received	38	84	102
Of which % internal alerts	45%	70%	89%
Of which % external alerts	-	23%	11%
Of which % anonymous reports	-	7%	29%
HR topics (%)	42%	52%	74%
Topics related to fraud, corruption, conflicts of interest (%)	-	23%	15%
Requests *via* the dedicated line Ethics Concerns (%)	-	70%	84%

4.3.7 Client satisfaction

Client satisfaction is a core value of the Groupe. In recent years, Publicis Groupe and its agencies have set up various systems to closely monitor client satisfaction. At the end of a project and/or during the quarterly or half-yearly face-to-face review, the satisfaction assessment makes it possible to assess at least five main themes:

1. the performance of the campaigns or digital systems put in place;
2. the creativity/innovation provided;
3. the teams' skills;
4. the effectiveness of the service offered;
5. the quality of the relationship.

Several hundred clients are interviewed in this way every year, at least once a year. In addition to this qualitative approach, there are questionnaires administered by the agencies or by the clients themselves for annual performance reviews based on quantified indicators to assess the objectives and results achieved; around 8,000 people with our clients responded in 2022.

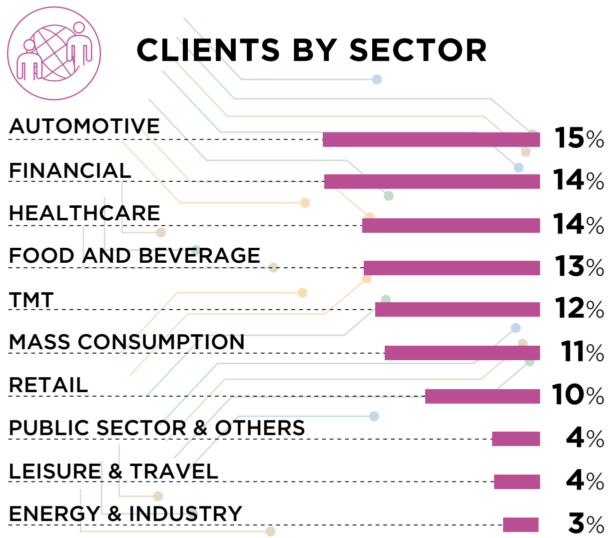
Given the speed and the multitude of projects, the relationship between the client and the agency is central. The Groupe signed its global agreement with the independent service provider TRR (The Referral Rating), which administers a flash survey to clients three times a year, which takes less than a minute to complete, in order to capture the "emotional temperature" of the moment. The main advantage is to immediately detect any points of weakness and implement a corrective action plan. More than 390 client accounts in 75 countries took part in the 2023 survey, with 9,780 respondents. This external tool also enables agencies to compare themselves with their competitors in their market.

Publicis Groupe, as a supplier, regularly participates in CSR and/or Climate sessions dedicated to suppliers organized by clients. As client stakeholders, the Groupe's representatives are the sales teams supported by the Groupe CSR Department and/or a local CSR manager. These interactions provide a good understanding of client expectations, particularly in terms of fighting climate change.

Benchmarks on the Groupe's clients

Based on 3,641 clients representing 91% of the Groupe's total net revenue (see Section 1.3.4 of this document), the breakdown of the Groupe's client business sectors/industries has been well balanced for several years now.

- The top 100 clients represent 58% of annual revenue (see Chapter 6, Note 30 of this document).
- Of these top 100 clients, as of February 2023, 96% have set public targets for fighting climate change, and 70% have made SBTi (Science Based Targets initiative) commitments.
- In 2023, 235 clients asked Publicis Groupe to produce an external CSR assessment traceable on a third-party platform (such as EcoVadis, CDP, etc.).



Client satisfaction indicators	2021	2022	2023
% of Groupe Revenue from Top 100 Clients	56%	57%	58%
% of the Top 100 Clients with public climate commitments			96%
% of Top 100 Clients with SBTi commitments	-	65%	70%
Number of Client surveys conducted by agencies (persons interviewed)	≈12,000	≈12,000	≈8,000
Number of Clients (brands) which responded to TRR surveys	321	351	390
Number of Clients (brands) requiring a CSR assessment carried out by a third party for Publicis (third-party platforms such as EcoVadis, CDP, etc.)	150	182	235

Responsible consumption: listening to our clients' customers

Social and environmental justice issues are at the heart of citizens' concerns. More than ever, civil society and stakeholders aspire to more responsible (concrete commitments of brands and companies in social and environmental matters), transparent (on raw materials, origins, manufacturing processes, etc.), sustainable (reparability, exchange, rental, etc.) and affordable consumption. In the disrupted and inflationary context of 2023, the question of price is central to the purchasing choices made by citizen-consumers.

Attentive social and societal listening to the needs and expectations expressed is central to the Groupe's business lines. This explains the commitment of the Groupe's agencies to the principles of free will and free choice, which must be respected in the design and production of communications. The intention is to avoid the intrusive nature of advertising, regardless of the distribution channel. For many years, several of the Groupe's agencies have put in place systems for in-depth social listening, enabling studies to be carried out. In France, Free Thinking produced regular analyses; in the United Kingdom, Salterbaxter uses Progress Point.

Regarding education, Publicis Groupe has, for over ten years now, been a partner in Mediasmart, a European program (*PubMalin* in France, www.pubmalin.fr) designed to help primary school teachers teach 8-11 year-olds critical thinking skills relative to advertising, as part of a joint initiative with media representatives, teachers, consumer associations and regulatory authorities. The Groupe also participates in the Mediasmart Plus program aimed at high school students and their teachers.

Listening to consumers also means finding technical solutions to meet their expectations in terms of content authenticity. Publicis Groupe is a member of C2PA (Coalition for Content Provenance and Authenticity). In order to provide large-scale solutions to this problem for publishers, content creators and consumers, this Consortium has developed technical specifications to establish the provenance and authenticity of data flows thanks to the contribution of expert partner organizations, like the Project Origin Alliance and the Content Authenticity Initiative (CAI). These C2PA design guidelines and specifications are available at https://c2pa.org/principles/.

4.3.8 Responsible marketing: a unique approach

4.3.8.1 Ethical principles applied to all business lines

1) Confidentiality

Respect for the confidentiality of client data and projects is a fundamental value. It is required from 100% of employees, in addition to the obligations undertaken by employees in their employment contract with the Groupe. Teams may have access to sensitive information; they are now systematically asked to sign specific confidentiality agreements (NDAs – non-disclosure agreements). Intellectual property, whatever the type of creation or output, is also protected. Experts in trademark law or copyright or database law (data base), within the legal teams, must be consulted well upstream of projects. Data protection and security specialists must also be involved in all projects to ensure that these issues are addressed strictly.

2) Intellectual property

As a creative company, Publicis Groupe has always been committed to respecting and protecting intellectual property, an increasingly complex topic to manage in a digital and ultra-connected world and with images created through artificial intelligence. It is in this spirit that the PMX Digital team has set up an exclusive contract with WIPO (World Intellectual Property Organization) to identify and exclude sites that violate intellectual property.

3) Artificial intelligence

The use of artificial intelligence, or algorithms based on deep learning (also called machine learning), is already integrated into the Groupe's business lines, with interesting and successful advances in Media activities, in data with Epsilon and in digital transformation with Publicis Sapient. This makes it possible to meet very large-scale customization needs.

For several years, the Groupe's Responsible Marketing policy has defined five key principles to be respected:

1. **equity and inclusion**: by applying the "Inclusion by design" principle to combat unconscious bias and ensure a diversity of viewpoints in the team so as not to offend anyone;
2. **reliability and security**: critical review is part of the process of designing an IT program to ensure clarity and completeness for each user;
3. **privacy protection and data security**: the "Privacy by design" principle is applied to these projects, as described in the Publicis Groupe data protection policy;
4. **transparency and accountability**: it is imperative to monitor performance to identify irregularities and continue to learn from all experiences;
5. **"tests and trials"**: tests are the crucial steps to ensure that the project complies with regulations and industry best practices, and to validate the effectiveness of the proposed campaign or technological solution.

In February 2024, the Chair of the Management Board, accompanied by the Directoire+, presented to all employees the developments related to the arrival of generative artificial intelligence (AI) in the Groupe's business lines. The main lines of the corporate deployment project around CoreAI and the evolution towards an "Intelligent System" (.is) were laid out. The use of machine learning (automated deep learning) has already been integrated into many activities for several years, in creative but also at Epsilon and Publicis Sapient. The transformation brought about by generative AI must be based on clear ethical rules, particularly in terms of transparency, loyalty, responsibility, confidentiality and security.

The Groupe has set up an operational governance for artificial intelligence (AI), in view of its strategic needs in its various business lines, and the interest expressed by clients. In the short term, these various tools, particularly those authorized by the Groupe or expressly requested by the client, need to be appropriated in order to understand their use in a holistic way, integrating transparency on the sources of learning and on the data collection mechanisms. Internal uses of what AI has generated, whether text, images, sound or video, must comply with these principles. Employee received the first key policies related to AI, including Generative AI Responsible Use Guidelines and Generative AI Legal Guidelines. They have access to several tools on Marcel to test them in an internal and protected environment, to learn how to use them effectively and to collaborate on projects. All corporate functions – legal, HR, IT, CSR, etc. – are committed to contributing to this transformation.

4) Lobbying practices

Some assignments may involve lobbying and strategies to influence decision-makers. The lobbying teams operate in compliance with the laws and the Groupe's rules, particularly concerning combating conflicts of interest and anti-corruption. In accordance with legal obligations and best practices, the teams concerned are identified and, where required, their activities as representatives of interests are declared, both in terms of the Transparency Register of the European Parliament and the European Commission, or on a country-wide basis, listed in the digital repertoire of representatives of interests managed by the High Authority for the Transparency of Public Life in France (HATVP), and in the United States, where the rules of the Lobbying Disclosure Act apply, or where this relates to the FARA (Foreign Agent Registration Act), with registration in compliance with the subjects and organizations concerned.

Publicis Groupe did not lobby on its own behalf in 2023.

Publicis has the historical principle of refusing to work for partisan campaigns (political parties, cults or ideological organizations). The Company does not financially or otherwise support such organizations.

5) Commitment to professional organizations

The Groupe is active in professional organizations in all countries, and its commitment is always publicly identifiable on the websites of these organizations: for example, the IAB (Interactive Advertising Bureau) and its representations in several countries, as well as in the United States, with the 4As (American Association for Advertising Agencies) and the AAF (American Advertising Federation); at European level with the EACA (European Association of Communication Agencies). Other countries include France, where the Groupe is a member of the AACC (*Association des Agences de Conseil en Communication*) and the UDECAM (*Union des Entreprises de Conseil et Achat Media*); and the United Kingdom, where the Groupe participates in the Actions not Words industry initiative to combat racism and inequality. However, the Groupe's entities belong to a very limited number of local organizations for obvious reasons of efficiency and availability. This highly selective approach is used locally and at Groupe level for international commitments. For example, Publicis Groupe is a member of the Unstereotype Alliance (UN Women), and is also a founding member of Ad Net Zero, which promotes the reduction of carbon emissions related to communication activities.

6) Vulnerable populations

With regard to vulnerable audiences: the Groupe defends and promotes the rules set out in the guide Marketing & Advertising to Children of the ICC (International Chamber of Commerce) on the specific responsibilities that brands and agencies must have with regard to children and adolescents, whether in terms of product categories to be promoted or communication techniques used. This code provides a framework for communication intended for children (under 12 years old) and adolescents (between 13 and 18 years old).

7) Digital accessibility

Digital accessibility or e-accessibility: for more than ten years, teams of digital accessibility experts have been involved in numerous projects, notably within Razorfish and Publicis Sapient. An Accessibility Center of Excellence built around the dedicated team, with experts in many cities, makes it possible to intervene well upstream of projects for clients. Digital platforms designed for clients must meet the universal criteria issued by the W3C (World Wide Web Consortium) in order to allow equal access to content, including for people with disabilities (visually impaired, blind, deaf, hearing-impaired, other types of physical difficulties, etc.) or with access difficulties. The key issue is the upstream training of the teams that conceive, design and develop these projects, in order to simplify the indexing of pages, to facilitate the reading of all the elements (video, images, texts, links, navigation, etc.) and lastly, to facilitate technical maintenance or content changes. In addition to compliance issues, these best practices also make the user experience simpler and more enjoyable. These expert teams may also be called upon for certification issues, as several employees are themselves duly qualified to do so.

In France, creative agencies such as Publicis Conseil, Leo Burnett and Saatchi & Saatchi have chosen to systematically subtitle films or videos for all media with Prodigious. This approach is an extension of the French Advertising initiative (AACC) to promote the universal subtitling of advertising films, www.soustitronsnospublicites.aacc.fr. This voluntary approach is applied by other teams around the world, particularly in Europe.

4.3.8.2 Anchoring the Groupe's values and the specific details in all business lines

Responsible marketing is based on key principles to be applied in any communication project: **truth, decency, respect, honesty, societal responsibility**. This must be translated into the form and the substance of the messages, while preserving a maximum amount of creativity. Publicis Groupe's professional standards in terms of responsible marketing are based on a set of voluntary rules, some of which are specific to the Company and others are defined by professionals in forums open to stakeholders, in a logic of cooperation. Since 2009, Publicis Groupe has taken a position, formalized in an internal note from the CEO, on the fight against greenwashing, in the name of honesty and respect for clients, and to avoid any damage to the brands entrusted to us. Particular attention has been paid in recent years to the use of environmental arguments (green claims) in order to avoid any risk of greenwashing or confusion. With a view to constant improvement, the Groupe reviews its general responsible marketing policy each year, which is a public document available in the "CSR Smart data" section at www.publicisgroupe.com.

In this digital world, another principle is essential: the possibility for everyone to have control of their data and to be able to exercise the rights granted by the applicable regulations. This principle guides the technological choices and solutions offered to clients, so that the end user, client or visitor has real control over their data. All end users must be able to access their own data, to rectify or delete them, and even easily exercise their right to be forgotten, according to applicable legislation.

In 2021, Publicis Groupe began work entitled P.R.I.S.M.S. (Publicis Groupe Program for Responsible, Inclusive and Sustainable Marketing Standards) aimed at developing more precise indicators for responsible marketing. It addresses the major and operational challenges of the business lines to go beyond legal compliance. On this point, for all work products, regardless of the client's sector of activity, a compliance review is conducted upstream with the legal teams in order to validate a set of prerequisites, whether these are for regulatory compliance, the application of the Charters and/or Codes of Best Practice issued by the client's sector and/or by the client itself. In 2023, internal work continued on production and media activities.

All of the Groupe's business lines are active in terms of professional standards attesting to responsible marketing in action:

- for **all business lines and therefore all teams**, the need for training, to put practices into perspective and find solutions to make all activities the least impactful as possible. There are different ways to progress: France's approach is exemplary, with the NIBI (No Impact for Big Impact) program, which is a training plan for all employees to integrate new eco-design reflexes in all areas, or that of Publicis Sapient, which adapts its innovation approach according to its sectoral business practices;
- **creation**: eco-creation and eco-design are at the heart of the work carried out by the teams. This is based on a voluntary approach aimed at being fairer and more efficient while limiting the amount of resources to be deployed. An *ad hoc* training program was introduced in France with sessions of the Make it Positive LAB, as part of the NIBI (No Impact for Big Impact) plan;
- **production**, eco-production is a requirement and is spreading in particular in the subsidiaries directly concerned, such as Prodigious. This means a rigorous approach to each stage of production (including pre-production and post-production) from the start of the project in order to identify the least impacting options (see Section 4.3.8.5);
- **digital campaigns**, whatever the country, creative teams use best practices when choosing, optimizing and/or compressing images – their weight being a critical factor when it comes to energy consumption – and even selecting ink-saving fonts. In the same way, computer code languages such as Java, JavaScript or C++ can make it possible to build websites and applications that consume less energy for an equivalent quality of service for the user. Thanks to the Low-Tech Web by Design approach taken by engineers and developers, it is possible to cut energy consumption by a factor of five, in the knowledge that consumption always depends on the final medium (screen type, age of computer, tablet, smartphone, etc.) and the generation of electronic processors that it contains;
- **press relations and business lines influence**: thanks to its proprietary platform MSL Fluency, MSL US is continuing its studies on pay gaps between influencers based on gender and/or ethnic origins. In July 2022, MSL brought together all direct players in the influence professions to work together on standards for the industry in terms of equal pay. In September, MSL UK published its "Just Influence" report exploring the situation on compensation for influencers in the United Kingdom, echoing the work carried out in the United States. In December 2022, a social listening of influencers made it possible to see that the subject of pay inequalities had greatly increased in visibility. This progress is the result of the partnership established with The Influencer League to build a training course enabling influencers to defend their interests and be better compensated. In July 2023, MSL US continued its work to highlight specific barriers, slowing the emergence of new designers from the broadest diversity. The agency proposed six best practices for a fairer world of influence.

For **Media** business lines:

- **Publicis Verified**: this is Publicis Groupe's proprietary program enabling a technological assessment of the services offered and the capabilities of the platforms and media in relation to the standards defined by the Groupe. This review carried out by this team aims to be independent and agnostic in order to determine the best professional standards to be followed. For more than eleven years, the Publicis Verified team has been piloting this international and multi-level assessment in more than 15 media categories, examining their offerings and testing technical platforms as well as services. In each category, the team focuses on more than 500 data points for very detailed analysis. The Verified team then informs agencies and clients of their work on Adtech and Martech. This certification makes it possible to validate the contexts in which the brands will appear (brand safety). Out of the hundreds of suppliers in the industry, only 90 have now completed the full assessment and obtained Publicis Verified certification. The annual reassessment process takes into account the evolution of suppliers and industry standards, ensuring that existing partnerships meet the needs of advertisers and the demanding standards of Publicis. Publicis Verified not only works with external and independent technology and data partners to promote the best technology standards across the industry. Extensive work has been carried out since 2021 to cover the areas of Corporate Social Responsibility (CSR or ESG), integrating environmental and social issues – notably on diversity and inclusion, as well as the ethical use of data and integrating artificial intelligence and systems to combat the various biases of automated systems;

- **Publicis Lighthouse**: Publicis Groupe clients have exclusive access to Publicis Lighthouse, the industry's best-performing new verification solution using a combination of technologies and prior analyses to measure media based on ESG parameters. The analysis spectrum is based on more than 25 complex points, ranging from the measurement of carbon emissions to the fight against disinformation to the logics of inclusion. Publicis Lighthouse harmonizes the measurements and verifications of key players in the sector such as Zefr, Adelaide, Compliant, Scope 3, Peer39 and many others;
- **Digital Standards Client Council**: for the past four years, Publicis Media has set up this Global Standards Council, which meets every month in the form of monthly sessions open to employees and clients, to review current issues in the industry. The sessions are monthly and provide an update on industry progress, new initiatives, topical issues and changes in practices within Publicis. In 2023, it brought together more than 500 participants from the 100 participating clients/brands, with an internal community of more than 1,000 participants from 25 countries each month;
- **Brand Integrity Workshop**: launched in 2022, this workshop aims to align the responsible marketing strategy with the ESG objectives of the client and its brands. The planned actions are analyzed through a prism based on purpose, authenticity, trust and ethics. It is a tailor-made analysis tool promoting continuous improvement to promote sustainability. The team has helped to create more than 1,000 proposals for clients, each adapted to their environment and communication projects;
- **Global Exclusion List**: Publicis Media has deepened its exclusive offer around disinformation, in collaboration with numerous independent experts, in order to create a specific category of criteria under surveillance to identify and fight against all forms of disinformation, a phenomenon that is booming in recent years. Publicis Groupe clients benefit from greater transparency and the option to opt for the most extensive protections for their brand (brand safety) on the market. This tool excludes many sites, all classified according to the brand safety rules defined by GARM - the Global Alliance for Responsible Media. This procedure prevents a brand's advertising from unintentionally funding views or impressions on harmful sites. An estimated 17 billion views were blocked in 2023;
- **TAAG: Technology and Activation Group** brings together employee digital advertising experts, working 24/7, duly trained throughout the year on the latest innovations from partner platforms and able to intervene quickly according to standardized processes. This expertise enables the teams to react very quickly in the event of identified problems.

<u>For **Data** business lines:</u>

- the Epsilon database, which includes 250 million American profiles (**TSP** – Total Source Plus) from more than 40 different sources, is refreshed every six weeks to ensure the success of targeted actions or the activation of certain consumer groups. This mechanism is part of Epsilon's responsible marketing practices in order to take into account client expectations and protect consumers. This approach makes it possible to precisely identify the target audiences to eliminate the risk of duplication; this is a guarantee of quality and efficiency;
- **Truthset**: Epsilon regularly calls on this external and independent data certification company to have the quality and validity of the data used in its databases assessed by an independent third party. This provides additional security for clients. Epsilon's data protection policies are publicly available - see https://legal.Epsilon.com/global-privacy-policies.

<u>For business lines related to **DBT**</u> (Digital Business Transformation), the approach is twofold around Digital for Good and Good Digital:

- **Digital for Good**: the challenge is to systematically reduce anything that could limit access to online services. By digitizing 160 million files for the office of a public defender (United States, California), Publicis Sapient contributed to the digital transformation of this government service to ensure better defense of clients in need of legal assistance. In another program, Publicis Sapient worked on a platform enabling a local government service (United States, North Carolina) to redistribute emergency aid to tens of thousands of people to facilitate their access to housing. By bringing efficiency to the digital strategy to grow the operations of a central healthcare administration, Publicis Sapient has helped to connect more than 16,000 healthcare providers to more than 17 million patients to improve the health of people who need it most. As another example, Publicis Sapient has partnered with a car manufacturer (France) to develop a peer-to-peer charging reservation service for electric cars. The platform is based on connecting people who have unused electric charging stations at home with people who use electric vehicles of all brands. The principle of inclusion by design remains central, in addition to the dual principle of transparency and accountability, in particular for projects based on deep learning or artificial intelligence;
- **Good Digital** consists of finding, for each project, solutions to reduce the impacts of digital to move towards Net Zero, through a series of Green IT audits and the implementation of eco-design in all digital projects;
- the **Center of Expertise in Accessibility**, created several years ago, has made it possible to train thousands of employees, and to create a kind of library open to all engineers in order to facilitate their specific tasks to write accessible code and constantly improve it (see Section 4.3.8.1);

- many agencies must respond to specific compliance issues, such as **Healthcare** agencies. Communication in this sector is regulated in many countries. This requires that our teams are trained in the local regulatory framework and sometimes led by clients, who are subject to specific regulations involving a more demanding communication framework. The agency must ensure high compliance with different levels of joint validation between the operational and legal teams.

4.3.8.3 The proprietary tool: A.L.I.C.E. (Advertising Limiting Impacts & Carbon Emissions)

- To determine the carbon emissions of goods and services, the first and simplest option is to apply emission factors to the total amount of purchases made, these emissions factors being public and international, and by category of products and services. The second option is to measure the impact of the components of a product or service as closely as possible. This has been Publicis Groupe's commitment since 2017 with the creation of A.L.I.C.E. Since the end of 2019, the agencies have been using this *ad hoc* calculation tool, developed and monitored by Bureau Veritas for calculation methodologies aligned with the GHG Protocol, and for updating emissions factors (emissions factors taken from the IEA – International Energy Agency; DEFRA – Department for Environment, Food and Rural Affairs in the United Kingdom; ADEME – French Ecological Transition Agency; the EPA – Environmental Protection Agency in the United States, etc.). A.L.I.C.E. is a tool for the Company's Climate objectives for clients, in order to more precisely assess our ability to reduce the impacts of our products and services. A.L.I.C.E. covers all major Groupe business lines: Creation, Production, Media, Events, Data, DBT (Digital Business Transformation), and makes it possible to respond to a request from clients on the calculation of the carbon impact of their marketing and communication activities. A.L.I.C.E. makes it possible to analyze the impacts on a project-by-project basis, identify reduction levers and increase the positive impacts through new, more frugal solutions, tested by the agency and offered to clients.
- A.L.I.C.E. has already made it possible to reduce the impacts of the campaigns and projects that have been assessed, thanks to the upstream reflection that is undertaken well before measuring the impacts. The measurement also identifies easy-to-operate levers to reduce impacts by 20-25%. This exercise gave the agency an impact framework to better anticipate certain aspects of production. For example reducing the size of visuals and/or video formats can generate more than 50% savings on electricity consumption. The agency has thus defined new production standards to maintain visual quality and minimize these energy consumption impacts. These standards are then shared with the Media teams, then with partners and supports. A.L.I.C.E. is used with more than 250 clients/brands.
- A.L.I.C.E. has an educational role to play with employees, allowing them to materialize concrete environmental impacts in order to imagine less impactful solutions early on. The objective is to sharpen everyone's reflexes to reduce all environmental impacts. The clients for which the teams use A.L.I.C.E consider that the calculation method used is robust and that the cross-functional approach to the Groupe's various business lines provides unparalleled homogeneity of calculation. A.L.I.C.E. is an open system, making it possible to interface with other internal tools such as Razoscan, built with the support of Green IT and Epsilon's Digilab. With respect to external partners, in 2022, A.L.I.C.E. hosted two APIs with experts in the measurement of media-related impacts: Impact+ and Scope3. These two interfaces make it possible to refine the calculations of digital impacts, particularly those related to programmatic advertising. Other partnerships are underway.
- A.L.I.C.E.'s governance is the responsibility of the Groupe's CSR Department with a cross-functional project group of around twenty employees from different business lines and countries, actively participating in A.L.I.C.E.'s improvements and developments. Bureau Veritas acts as a trusted third party and ensures compliance with the methodological framework by assessing each improvement project. In 2022, a critical scientific review was conducted by an external third party, Resilio Solutions, based in Lausanne, in order to refine the measurement of digital impacts, particularly for calculations related to servers and data centers. A presentation methodological document is publicly available on the Groupe's website in the CSR section of the Responsible Marketing section. In 2023, a commission of experts met to discuss the next steps in the development of the tool, given the more general changes in the measurement of environmental impacts.

PUBLICIS GROUPE | A.L.I.C.E.

4.3.8.4 Once And For All Coalition: for stronger inclusion

Launched in 2021 at the initiative of Publicis Media US, in 2023, this coalition brings together more than 70 companies, including clients/brands and media. The common objective is to build long-term relationships with media that are held by, and target, minorities or groups of under-represented populations. Clients thus increased their investments with these media by +50%.

This program has enabled the Groupe to develop inclusive tools from the media planning stage and for media purchasing, including the Inclusive Buying Protocol (IBP). This tool is unique in the market and makes it possible to align the inclusion objectives of a communication campaign with the demographics of the brand's potential customers. This tool ensures better coverage of all target population segments, corrects any bias resulting from automated purchasing mechanisms, such as with programmatic advertising, and complements the multicultural aspect of a campaign. The IBP, which enables a more granular approach to the audiences sought, has been deployed in the various Publicis Media tools in the United States.

In 2022 and 2023, through its dedicated Inclusion Investment Funds, the Groupe will have invested USD 30 million in the creation of 32 projects, representing 390 hours of content, alone generating more than 500 million additional views. Some content continues, such as "6 Minutes to Glory" with a season two. In October 2023, the Coalition met to take stock of the rest of the initiative, with nearly 150 participants and 32 clients/brands represented.

This investment contributes to the commitments of the Pausing For Action plan taken in 2020 in the United States in favor of effective and concrete support for communities and minorities.

4.3.8.5 Responsible Marketing & Technology in action in agencies and with clients

1) Publicis France

Within the France Executive Committee, a country-wide CSR Department was created in 2019. A community of 60 CSR ambassadors was set up, meeting twice every month to share, learn and disseminate common actions within the agencies. Since 2020, Publicis France has been the leading network in the country in terms of number of CSR agencies labeled "Active Agencies of the AACC" in partnership with Afnor Certification, with 11 agencies (out of 13 eligible), including ten at the highest level. Publicis Live was ISO 20121-certified. These efforts should also be compared with actions to promote diversity (see Section 4.2.4.1).

In 2023, Publicis France continued to make CSR transformation a major strategic challenge, both internally and with its clients, in particular with its responsible communication program No Impact for Big Impact (NIBI), including the Positive Media Project think tank. Inspirational Positive Talks are regularly offered to all employees and are often open to clients. They address issues of responsibility such as "The war on greenwashing is declared" and "The new challenges of representation in communication." In July 2023, a whole day was dedicated to "New Narratives and Collective Imaginations" to get all employees on board and make people understand where our responsibility lies. France makes its work and interviews with experts publicly available on the platform www.positivebypublicis.com, for the sake of sharing with the industry.

Regarding the NIBI program, 2,700 employees have been trained internally by the end of 2023, with a program available in French and English on Marcel. More than 19 clients are engaged in the process of transforming their communication, and 41 others were made aware of NIBI (representing 87% of the Top 30 clients in France), with more than 800 people trained.

Publicis France continued to work on diversity and inclusion issues in representations with partners such as Singularist and Icono'clash, as well as with partners acting in the "Behind the camera" business lines, such as *Sequences Clés* and the *Collectif 50/50*. NIBI tools have been updated and shared with other countries.

In 2023, a Playbook for more responsible communication was launched, bringing together our committed communication actions and responsible solutions to support our clients in their positive transformation. It can be requested at the following address: nibi@publicis.com.

Publicis France continued to actively participate in the collective actions of the sector with the AACC, UDECAM, the CPP and the UDM, and also by getting involved in the work initiated by the Ministry for the Ecological Transition and the General Secretariat for Sustainable Development. For example, Publicis has played an active role in raising awareness of the Climate and Resilience Act's Climate Contracts by leading by example and writing its own in June 2022, but also by encouraging its clients and other agencies to publish their Climate Contracts *via* client webinars and at AACC.

Publicis Conseil has published its 4th CSR Strategy and Action Plan report and worked with its Expert Stakeholder Committee (including four clients, one representative of the ARPP, two representatives of NGOs, one representative of an Inclusion & Diversity association, one representative of Responsible Digital Services, two representatives of Media and one representative of a student association), which meets twice a year.

2) Publicis UK

- In 2023, Publicis UK continued its work on measuring the environmental impacts of all its activities. The internal Green Council accelerated the ongoing transformation. A training program made it possible to raise all teams' awareness of climate issues, enabling everyone to understand the challenges of individual and collective scope. In the form of three interactive and dynamic Peptalk sessions, employees were able to be trained and motivated, and ask all their questions to experts and management. This determination was also seen in the internal communication materials, covering and detailing inspiring internal and external initiatives.

- With regard to buildings and life within them, after making a switch to 100% direct-source renewable energy, the focus of 2023 was on better management of heating and air conditioning and reducing energy consumption, as well as hot water. Efforts have extended to the management of waste and e-waste.
- Publicis UK is a founding member of Ad Net Zero, the sectoral platform set up at the initiative of the communications industry and whose objective is to reach Net Zero by 2030. Publicis UK is also a founding member of AdGreen, the carbon calculator, and encourages its clients to join the great movement to reduce the environmental impacts of the various business lines and projects.
- *Écologique*, the BRG (Business/Employee Resource Group) dedicated to the environmental impacts of our activities, makes it possible to bring together internal goodwill to act and accelerate around two areas. The first is to share knowledge and build a motivated community to change employee behavior and reduce impacts. The second is to have a holistic approach to engage clients and communities.
- Cross-functional work continues on the preparation of briefs respecting the "Route to Zero" framework in order to integrate the need to make and have a discourse promoting low-carbon solutions from the first ideas and creative intentions.
- In 2022, Publicis UK management implemented various actions to meet the challenges of the social and environmental crisis: a free breakfast for employees every morning and on Tuesdays and Tuesday Vegan lunches, also free of charge, not to mention the various actions to promote well-being at work (see Section 4.2.4.1).

3) Publicis Production

For nearly five years, Publicis Production has been committed to a vast program to reduce its direct impacts. After an initial period of analysis of the challenges related to production activities (including pre- and post-production), as well as those arising from the value chain with its many stakeholders, the agencies focused on their direct scope, then on that of their key partners. 2023 was the year of virtual production acceleration, with large-scale projects for more than 20 large international clients. On all shoots, the ability to connect remotely to the cameras also helped to reduce travel. 2023 was the year for the roll-out of responsible production throughout the network. The hubs of Chicago, São Paolo, Bogota, Paris, Cape Town, Dubai, Mumbai and Bangkok have all taken this structural turn, which is changing many business lines. This was made possible thanks to a network of 15 ESG Champions in the ten major countries, thanks also to internal workshops to acculturate the teams and by the provision of cross-functional tools on new working methods, as well as with the investment in new tools. Among them, a proprietary software producing a synthetic voice thanks to artificial intelligence made it possible to make quality audio descriptions in several languages and on a large scale.

Publicis Production is also active with its partners and numerous suppliers, and seeks to increase the proportion of its purchases with suppliers resulting from diversity, in order to support more sustainably a local ecosystem composed of many SMEs/VSEs (Small and Medium-sized Enterprises/ Very Small Enterprises), on the one hand, mainly in Europe, by refining its direct portfolio of service providers to better integrate these characteristics and, on the other hand, as in the United States, by using Groupe tools such as supplier.io or WeConnect.org.

In France, Prodigious has a long tradition of helping numerous associations each year to create their communication materials. Among the activities in 2023, support for the Solidays Festival (fight against AIDS), the completion of a hackathon dedicated to minority entrepreneurs to help them start their projects, support for people with disabilities to help them find a job, and the material support of a research project initiated by EMLyon students on sustainable video production in Europe can be mentioned. Lastly, as every year, the agency welcomes many young people from middle and high schools to introduce them to production jobs.

4) Salterbaxter

Salterbaxter helps companies to harmonize the complexity and interconnection of sustainability issues – climate change, carbon emissions, impacts on nature, circularity, biodiversity regeneration, fight against social inequalities, financing needs. This agency supports clients in their materiality analysis, in defining their action priorities and in communication.

With offices in London, New York, Los Angeles and Sydney, Salterbaxter is a sustainability firm renowned in its field. The teams combine expertise in sustainability consulting with creativity and their understanding of audiences and behavioral changes; they co-construct with their clients the transformation of companies to be resilient and sustainable.

In 2022, in partnership with the World Benchmarking Alliance (WBA), Salterbaxter built a tool: ProgressPoint. It is a fairly easy analysis tool that makes it easy to identify existing or future action levers, and thus prioritize efforts and resources on initiatives with a strong positive impact. This framework is based on numerous data, in particular non-financial performance, anticipation and innovation, and reputation. This makes it possible to draw up a completely tailor-made roadmap because it is specific to the client, its activities, products and services, and the characteristics of its market.

In 2023, Salterbaxter held its Innovation Day for the 12th year, the agency's annual day dedicated to the support of social entrepreneurs, free of charge and on a voluntary basis. 71 employees from several Groupe agencies in the United Kingdom from 20 different agencies helped ten entrepreneurs. Since its inception, 710 employees have participated in the program, helping 105 social entrepreneurs, each providing an estimated value of GBP 25,000.

4.3.8.6 Active participation in industry and professional initiatives

Publicis Groupe is a member of professional organizations in communications and digital activities in the major countries where the Groupe operates. In order to ensure strategic alignment with the positions taken in these forums, the Groupe and its subsidiaries are represented by one of the local managers. At the international level and on a few selected and limited projects, the corporate teams are involved in certain work, such as:

- for more than 80 years, the communications sector has been governed internationally by the **Marketing Code of the ICC (International Chamber of Commerce** – www.iccwbo.org). This code is the benchmark in self-regulation and best practices for advertising and marketing (Advertising and Marketing Communication Practice – ICC Code). The founding principles are that all communication must be **legal, decent, honest, truthful and socially responsible**. This code is neutral in terms of technology and media; no player can derogate from it. It obviously includes digital communications and mobile applications, the Internet of Things. This code also incorporates issues related to data collection and protection and the right to privacy, and takes into account the different needs of different types of audiences, including vulnerable people. Advertising claims related to climate change and environmental issues have been clarified, in order to clarify the proliferation of arguments and allow consumers to better navigate. The ICC Framework for Responsible Environmental Marketing Communication reports on this collective work on recommended standards. The objective of this guide designed for industry-professionals is to ban all forms of greenwashing. It includes an Environmental Checklist intended to facilitate the teams' work and to have clear arguments;
- **Ad Net Zero**: Publicis Groupe is one of the founding entities of the sector initiative led by the British agency inter-professional body. After making the calculator AdGreen available, the interprofessional organization and the Communications company groups have decided to work together on a set of methodologies for calculating the carbon footprint and environmental footprint of the business lines, products and services. The challenge is to define a common framework ensuring that everyone uses the same measurement methods. Ad Net Zero worked with the Cannes Lions (the profession's major annual event in Cannes in June) to ensure that CSR criteria were included in all applications submitted to the organizers and the various juries. Since 2022, Ad Net Zero has been set up in the United States with the aim of defining a common methodology for the impact of broadcasting and the media. The initiative was extended in 2023 to Australia/New Zealand and all of Europe in order to align practices behind a single standard. University work with the University of Oxford and the Saïd Business School was undertaken to find a method to better assess the indirect environmental impacts of the communication professions;
- Groupe agencies play an active role in **national and international *ad hoc* professional organizations**. Worthy of note is the work carried out with the IAB (Interactive Advertising Bureau) and the MRC (Media Rating Council) on the visibility of digital advertising, and how this can be quantified (viewability). Publicis Media was the first agency to be Gold Standard certified in the past few years. This work is done in close cooperation with other professional organizations such as the 4As (American Association for Advertising Agencies), particularly the 4As Privacy Committee, and the ASRC (Advertising Self-Regulatory Council) in the United States, as well as the EASA (European Advertising Standards Alliance);
- the Groupe took part in the launch of the **GARM** (Global Alliance for Responsible Media) in Cannes in 2019, at the behest of clients belonging to the World Federation of Advertisers (WFA). Since 2020, Publicis Groupe has been one of the founding members of PRAM (Partnership for Reasonable Addressable Media), with consumer protection as a priority: it is a consortium positioned on inclusion by developing principles and standards to properly address the various consumer groups. These projects require the Groupe's commitment, in the same way as the work done collectively for many years on Online Behavioral Advertising and Native Advertising, both in the United States and in Europe;
- the **Trustworthy Accountability Group** (TAG) is the first cross-industry initiative of its kind dedicated to the fight against criminality in the digital advertising supply chain. Its work focuses on four areas: eradicating illicit traffic, combating malware, fighting against online piracy and promoting transparency (TAG Anti-Piracy Pledge). The goal is to apply brand safety; that is to say, to ensure brand do not appear on inappropriate sites or environments. The TAG Registry was the second part of the "Verified by TAG" program, whose twofold aim is to combat fraud and crime related to the online advertising sector, and to promote best practices. Publicis Groupe is one of the companies integrated in the TAG Registry. Publicis Media was the first group to be awarded "TAG Platinum" status in 2019, and it has since maintained its compliance in the following areas: TAG Certified Against Fraud, TAG Certified Against Piracy, TAG Certified Against Malware are fully compliant with the TAG Brand Safety Guidelines;
- **Digital Ad Trus**t: this French initiative, launched in 2017, has been fully operational for two years now and brings together all ecosystem players, including the Media agencies. The goal of this approach, coordinated by IAB France (International Advertising Bureau), is to assess and promote responsible sites based on the quality of their content and the advertising practices used (cookie and browsing preference policies).

This work resulted in a label qualifying the sites with the best practices in terms of editorial context, visibility of advertising campaigns, the fight against fraud, priority access to content and respect for personal data;

- Publicis Groupe has, for several years, been a member of the **Coalition for Better Ads**, which brings together all key players in the ecosystem (companies and trade organizations) around the common goal of improving online advertising standards. While it is clear that this finances many digital activities, it also has to better meet the expectations of consumers. One of the areas of work concerns the non-intrusive nature of advertising and the technical standards to be respected, notably regarding data protection.

4.3.9 Responsible purchasing

4.3.9.1 Review process and Due Diligence

In 2023, and for the last four years, the Groupe Procurement Department has extended its supplier compliance program in order to have more precise monitoring. The scope of this risk analysis and compliance program is based on five pillars:

1. **risk analysis**: this part covers a wide range of subjects, such as the financial health of the company or supplier reputation issues. In 2023, the Groupe Procurement Department activated and deployed the Supplier Risk module of the Ariba SLP platform, which covers legal compliance, financial situation, CSR assessment and operational issues;
2. **anti-corruption**: teams carry out a risk analysis to assess suppliers. Publicis Groupe will not work with suppliers that may present a risk of corruption or that are not in compliance with anti-corruption laws and the Groupe's anti-corruption policy;
3. **data protection**: under the application of the GDPR (General Data Protection Regulation) and other regulations, suppliers are required to comply with the Groupe's DPA (Data Processing Addendum). The GDPO (Global Data Privacy Office) performs critical reviews according to the level of data protection risks identified. The GDPO has the processes to assess data protection risks and proposes appropriate mitigation measures;
4. **information systems security**: the GSO (Groupe Security Office) teams carry out regular assessments of supplier security systems. This review includes tests (due diligence) to verify the security of the supplier's systems in order to verify their compliance and security and their alignment with the Groupe's policies. The GSO informs of any risks and validates the service continuity plans proposed by suppliers;
5. **CSR, social and environmental impacts**: the CSR component is addressed either by external assessments, for the Groupe's strategic suppliers, or for critical suppliers, by a CSR self-assessment on the Groupe's P.A.S.S (Publicis Groupe Providers' Platform for a self-Assessment for a Sustainable Supply chain) platform. In the context of calls for tenders initiated by the Groupe Procurement Department, CSR assessments account for 20% of the final score awarded to the supplier's proposal.

Two dimensions are treated in specific ways: suppliers' diversity (see Section 4.3.9.3), in order to better identify them and work with a greater number of them, and the climate commitments that are subject to *ad hoc* monitoring.

The Groupe CSR Department participates in Supplier seminars organized by the Groupe Purchasing Department, with a particular focus in 2023 on regulatory changes related to the CSRD and the Groupe's expectations of its partners. In terms of subcontracting, the agencies endeavor to anticipate as best they can their clients' major constraints, notably concerning the time needed to carry out certain projects during peak activity periods. In all countries, the Groupe ensures that all suppliers are treated fairly and paid promptly.

All employees negotiating with suppliers must respect the rules of the Janus Code of Conduct and Ethics and act in a professional and rigorous manner, free from any conflicts of interest.

In 2023, the Groupe Procurement Department launched a new engagement and individual review program with 111 major suppliers considered strategic by the Groupe on five mandatory topics:

1. application of and compliance with the CSR for Business Guidelines;
2. accessibility/e-accessibility;
3. Net Zero climate commitments for 2050 (at the latest);
4. CSR assessment by a third party such as EcoVadis (minimum score of 45);
5. commitment to the WorkingWithCancer initiative.

This program is intended to ensure supplier compliance, with a view to continuous improvement. **71% of these 111 strategic suppliers** were in full compliance in 2023 on the five criteria, with the objective being to reach 100% for the top 200 strategic suppliers by 2025. This 71% is not comparable with the rate of 98% indicated in 2022 because the program was not the same: fewer suppliers and three out of the five subjects covered by the new program.

Purchasers are regularly trained on CSR issues by the CSR Manager of the Procurement Department, who works closely with the Groupe CSR Department, and they took part in conferences/webinar with suppliers on these subjects. Regulatory changes, such as changes to the CSR for Business Guidelines, are reviewed with the teams at least once a year.

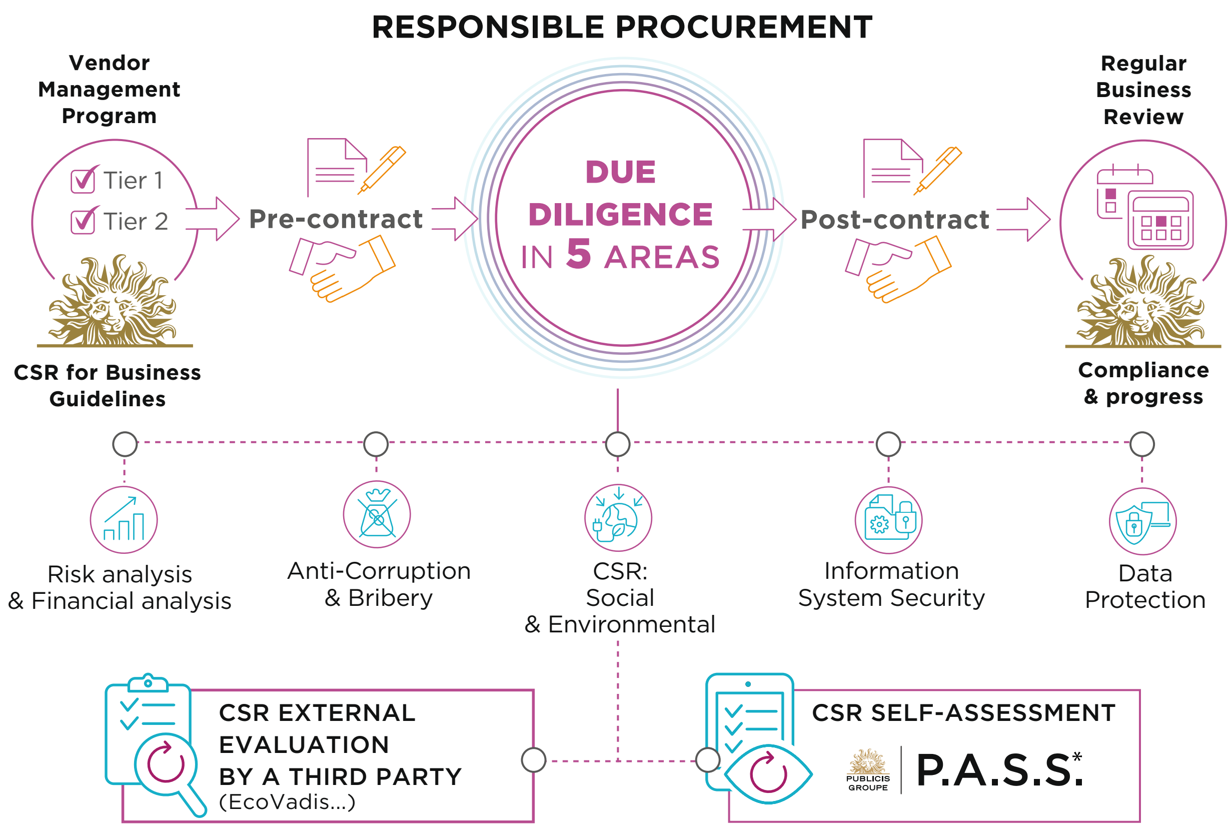
The **CSR for Business Guidelines** policy is explicit and demanding on the three aspects related to the application of the French Duty of Care Law: human rights and fundamental freedoms, health and safety of people, environmental impacts. This 17-point policy reflects the continuous work carried out between the Groupe's Procurement and CSR Departments, supported by regular training sessions on regulatory issues, market developments to be anticipated, the sharing of best practices and discussions on indicators.

This policy is systematically reviewed annually by the Groupe Purchasing and CSR Departments in order to assess its relevance and improve it on the basis of feedback from buyers. In 2023, the issue of accessibility/e-accessibility was formally defined and other points were strengthened around the human rights and working conditions of supplier employees. This CSR for Business Guidelines policy is included as an appendix to all calls for tenders and is part of the contractual clauses signed between Publicis Groupe and its strategic suppliers. This document is publicly available in CSR section's library on the Groupe's website and is communicated to suppliers when contracts are renewed. Non-compliance with any one of these 17 points is a non-selection criterion.

The Publicis Groupe whistleblowing system is accessible to employees of suppliers, via the external platform Ethics Concerns: https:/ publicis.whispli.com/lp/ethicsconcerns.

For certain activities with VSEs, such as security and cleaning, which are carried out by very small local businesses, the Groupe makes sure that it regularly assesses its local suppliers regarding their respect of human rights, and all social and societal criteria. In several countries, the Groupe has signed specific commitments, such as the Modern Slavery Act, in the United Kingdom or Australia, or has certifications such as the BBBEE – level 1 (Broad-Based Black Economic Empowerment) in South Africa, which requires specific local compliance on certain human rights issues, such as the fight against human trafficking, or related to labor law, such as the fight against all forms of discrimination.

The Groupe's Procurement team is based in the Groupe's three main regions: Americas, Europe and APAC. The Groupe and agencies' procurement policy is proactive in terms of eco-responsible, eco-designed products from the circular economy or that have been responsibly sourced or have a recognized environmental certification. In the United States, but In Europe as well, the Groupe works with dedicated partners for the entire IT equipment base to ensure recycling or reformatting for the second-hand market, depending on the condition of each machine (screens, laptops, mobile phones, etc.).



*P.A.S.S : Publicis Groupe Providers Platform for a self-Assessment for a Sustainable Supply-chain

4.3.9.2 CSR assessment of suppliers

This is structured as follows:

- **CSR assessment by an external independent and internationally-recognized third party** (EcoVadis, Sedex, CDP or others): this is the preferred approach. Since 2015, the Groupe Procurement Department has introduced a systematic CSR assessment for all its strategic suppliers. Publicis Groupe works with the EcoVadis platform and invites its strategic partners to be assessed by an external third party. In 2015, these assessments represented 40% of the volume of expenditures from strategic suppliers, reaching 98% in 2022, almost the 100% objective set for 2025. The scope of this level of strategic suppliers was therefore extended in 2023 to 111 partners, with the same criteria. This scope will continue to grow each year.

  In 2023, Publicis Groupe had 154 suppliers assessed by EcoVadis (average score: 62/100), up 2 points compared to 2022;
- **CSR self-assessment *via* P.A.S.S** (Publicis Groupe Platform for Providers' Assessment for a Sustainable Supply chain). This Groupe proprietary platform was created for SMEs (small and medium-size companies), which are less familiar with CSR assessment processes by third parties. It allows the Groupe's local buyers and agencies to ask their critical suppliers to carry out a free self-assessment that commits them. This self-assessment is then validated on the basis of documented compliance criteria by the Groupe CSR Department, thus acting as a trusted and neutral third-party expert. This transparent self-assessment based on around 50 key questions makes it possible to confirm whether the supplier meets the criteria and priorities set by the Groupe regarding human rights, ethics (anti-corruption, data protection and security) and environmental impacts.

  105 out of 132 new suppliers (China, India, Vietnam, Hong Kong, United States, France, United Kingdom, Germany, etc.) were assessed on P.A.S.S in 2023, each of whom received individualized support (average score: 46/100, up 2 points). The integration of P.A.S.S into other supplier information systems is continuing in 2024;

PUBLICIS GROUPE P.A.S.S.

- **complementary sectoral CSR self-assessment *via* P.A.S.S.**: the Groupe's production and events activities can assess their suppliers on appropriate complementary aspects in relation to the characteristics of certain sectors. Additional question modules in P.A.S.S. are enabled for these suppliers.

Responsible Procurement indicators	2021	2022	2023	Objectives for 2025
Strategic suppliers assessed by a third party in terms of CSR, in number			111	**200**
% of strategic suppliers in compliance with the Vendor Management Program 2023	90%	98%	71%*	**100%**
Groupe suppliers assessed during the year by EcoVadis, in number	250	166	154	
Average supplier score in EcoVadis (all sectors)	52/100	60/100	62/100	
Critical suppliers self-assessed during the year in terms of CSR *via* P.A.S.S, in number	180	70	105	
Average supplier score in P.A.S.S (all sectors), in number	42/100	44/100	46/100	
Supplier Diversity: certified suppliers (United States only), in number	1,100	1,200	1,334	
Supplier Diversity: amount of purchases (United States only) in millions of USD	458	649	774	

** New scope in 2023 extended to 111 Groupe suppliers. This 71% cannot be compared therefore to the 98% of 2022.*

4.3.9.3 Supplier Diversity

Publicis Groupe works with a large number of local SMEs and VSEs, and recognizes that diversity among suppliers is essential because it is a source of innovation and agility. As such, and in compliance with the legislation in force in each country, the Groupe encourages so-called "diverse suppliers" (led by an ethnic minority, women, LGBTQ+, disabled people, etc.) to participate in tenders, as well as suppliers from the social and solidarity economy or social entrepreneurs. This proactive approach is conducted in many countries, such as the United States and Canada (companies run by minorities), the United Kingdom and India (companies managed by women or with disabled employees) and in South Africa. In France, the Groupe works with companies in the Social and Solidarity Economy, and sheltered-workshop organizations and companies (ESAT and EA).

The Groupe continues to focus on women-led companies through its partnership with WEConnect International, which gives access to several thousand companies managed by women in many countries.

In the United States, Publicis Groupe has had its own unique ecosystem for several decades, with various agencies certified as diverse suppliers, such as Burrell, specializing in African-American consumers. Based in Chicago, it is minority-owned & women-owned. Rauxa was also founded and is managed by a woman. Conill and La Communidad are two agencies with Latin American managers and teams. Finally, in 2021, Publicis Groupe announced a joint-venture between its agency Le Truc in New York and Retrospect, an experimental design and technology studio that focuses on the cultural differences related to various African-American communities.

The Groupe is attentive to this commitment to these suppliers:

- direct management of a portfolio of suppliers which are Diverse Supplier certified, with which relationships of trust have existed for many years. For example, the American agencies have been working for decades with a portfolio of more than 1,300 accredited suppliers, of which 35% are women-owned (WBE) and 25% minority-owned (MBE). In South Africa, the Groupe works with a network of 380 minority-owned suppliers;
- the deployment of an external tool providing access to a database of several thousand certified and qualified suppliers in relation to the needs of agencies and teams. This tool makes it possible to draw up a selection of suppliers to be approached according to the opportunities. The platform also makes it possible to immediately identify suppliers who have already worked with one of the Company's subsidiaries;
- these supplier diversity issues are processed within a Steering Committee, which meets monthly, chaired by the Groupe Secretary General, supervised by the Director of Shared Platforms (Re:Sources) and coordinated by the Chief Procurement Officer. The progress made shows an improvement of +42% in the amount spent in the US market with these various suppliers since 2021 and +20% compared to 2022. This Steering Committee also monitors partnerships with dedicated organizations such as the NMSDC (National Minority Supplier Diversity Council) or the WBENC (Women Business Enterprise National Council) in the United States, around their respective support programs for suppliers in the process of certification.

4.3.10 Duty of Care Plan

In accordance with law No. 2017-399 of March 27, 2017 on the duty of care required for parent companies and contracting companies, transposed in article L. 225-102-4 of the French Commercial Code, Publicis Groupe has drafted and implemented a plan comprising duty of care measures for the identification of risks and prevention of serious infringements in the areas of human rights and fundamental freedoms, health, personal safety and the environment, resulting from the Company's activities and those of the companies it directly or indirectly controls, as well as the activities of subcontractors or suppliers.

This plan includes:

- a mapping of risks for their identification, analysis and prioritization;
- procedures for assessment of the situation of subsidiaries, subcontractors or suppliers with which the Groupe has an established business relationship, with regard to risk mapping;
- appropriate actions to mitigate risks or prevent serious harm;
- a mechanism for alerting and collecting alerts relating to the existence or occurrence of risks;
- a system for monitoring the measures implemented and assessing their effectiveness.

4.3.10.1 Governance and scope

The dedicated Steering Committee on Duty of Care, set up in 2017, is made up of members of the Internal Audit, Risk Management and Internal Control Department, as well as the CSR, Procurement, Human Resources and Legal Departments. This Committee reports to the Groupe's Secretary General, a member of the Management Board. The Steering Committee meets annually, and thematic working sessions are organized in smaller committees

The mapping of the Duty of Care risks and the progress of the actions implemented as part of the Duty of Care plan were presented to the Strategy and Risk Committee and the Supervisory Board in September 2023.

The Duty of Care plan covers all the activities of Publicis Groupe and its subsidiaries, as well as those of its subcontractors and suppliers with which it has an established commercial relationship.

4.3.10.2 Risk identification and methodology

The purpose of the duty of vigilance risk mapping is to identify and prioritize the risks and serious violations related to the activity of the Company, its subsidiaries and its suppliers with regard to human rights and fundamental freedoms, personal health and safety and environmental matters. It is prepared by the Internal Audit and Risk Department according to the common risk mapping methodology introduced by the Groupe as described in Chapter 2, Section 2.2.4.

A first mapping was carried out in 2017. It has been regularly updated since then. The completion of the ESG risk mapping in 2023 covered certain aspects of the Duty of Care. It confirmed the absence of serious risk in this area. The mapping of risks related to the Duty of Care will be updated again in light of the future European directive (Corporate Sustainability Due Diligence Directive).

As the core of the Company's activity is business services, the mapping mainly refers to risks relating to human rights and fundamental freedoms, on the one hand, and risks related to personal health and safety, on the other hand; risks related to the environment are low in terms of both probability and potential impact.

The risk mapping carried out as part of the Duty of Care did not detect any risk or serious violation of human rights and fundamental freedoms, personal health and safety, or the environment.

However, even in the absence of risks or serious harm, certain risks described below require special attention and are closely monitored by the Groupe.

4.3.10.2.1 Risks monitored regarding human rights and fundamental freedoms

Human rights and fundamental freedoms must be protected and respected whether in relation to employees, clients and partners, or suppliers:

- on the effective abolition of child labor: Publicis Groupe only hires adult employees. Short-term job shadowing (lasting a maximum of one to three weeks) may, however, be offered to minors as part of their school career or professional apprenticeship, subject to obtaining authorization from parents and in agreement with the educational institution;
- on the elimination of all forms of forced labor or modern slavery and the fight against discrimination: the Groupe applies a Zero Tolerance policy with regard to forced labor or modern slavery, and discrimination in all its forms, against all persons. The Groupe's employees may receive legal support in the performance of their duties in countries with low levels of legal protection;
- on freedom of expression and freedom of association: freedom of movement, association and expression are some of the key principles recognized and protected by the Groupe;
- on combating physical, sexual or moral harassment: the Groupe has a Zero Tolerance policy with regard to all forms of harassment and regularly trains its employees on these topics;
- on women's rights: in 2018, Publicis Groupe signed the Women Empowerment Principles (WEP), seven fundamental principles listed by the United Nations to act tangibly to promote women's rights (or equality of rights) worldwide and at all levels. Publicis Groupe is the owner of the Women's Forum, an international platform that defends women's rights and human rights, as well as the essential contribution of women to the economy and society;
- on the protection of personal data: as these data are specific to each individual, they must be protected over time and be protected from any risk of theft, intrusion or falsification in accordance with the regulations in force. The guidelines of the Global Data Protection Office (GDPO) in terms of data protection were applied by the operational teams, and the Global Security Office (GSO) has strengthened its controls at all levels, also monitored by the Internal Audit Department. (See Sections 4.3.3 and 4.3.4 for more information).

On these six points, the Groupe asks its suppliers to comply with these standards, which are part of the CSR for Business Guidelines and are appended to the contracts signed between the Groupe and its suppliers.

Pro bono campaigns, like volunteering (see Section 4.2.9) in support of organizations or general interest causes promoting human rights (of women, men and children) and opposing all forms of exclusion and discrimination, demonstrate the long-term commitment of the Groupe, as well as its agencies and employees, to defending human rights.

4.3.10.2.2 Risks monitored regarding personal health and safety

Publicis Groupe is a "people business": the Company's women and men are our main asset. Several topics receive special attention:

- stress prevention and mental health: the agencies are responsible for taking measures to prevent psychosocial risks, whether relating to work organization or team management. The agencies have set up *ad hoc* support systems for employees in difficulty, which, in addition to telemedicine, offers physical and psychological support – with dedicated applications, psychological help lines and access to health professionals and sports sessions. The Groupe has set up a global partnership with Thrive, an application accessible to all employees to offer them solutions adapted to mental health issues;
- in 2023, Publicis Groupe launched the WorkingWithCancer advocacy, led by the Chairman of the Management Board, in order to fight against the stigma of cancer in the workplace. This advocacy is aimed at all companies wishing to take concrete action on this issue, both with regard to their employees and within their sphere of influence. (see Section 4.2.6.3);
- prevention of MSDs (Musculoskeletal Disorders): employees are encouraged to make known their needs in terms of work equipment in order to have the tools adapted to their job. The agencies have put activities in place to combat sedentary behavior and encourage good posture;
- Safety at work: all employees are trained, on an annual basis, in office evacuation *via* simulations, and are informed of what to do in the event of extraordinary events (i.e. earthquakes in at-risk locations). Volunteer employees are trained in first aid.

The Groupe has introduced a very strict travel policy, under which countries are classified into three risk categories. Some high-risk countries are simply banned while other countries are only permitted after assessment and verification of travel conditions and, when appropriate, the implementation of additional security measures. All travelers are provided with advance information and advice on the situation in the country to which they are traveling.

Publicis Groupe applies to its suppliers the same level of care as it provides to its own employees. These three topics are part of the CSR for Business Guidelines appended to contracts signed by the Groupe with its suppliers.

The risks monitored in terms of human rights, on the one hand, and personal health and safety, on the other hand, comply with the principles and policies of the Janus Code of Conduct and Ethics, in particular:

- principles and values;
- human resources policies and general rules;
- diversity, Equity and Inclusion;
- health and safety;
- harassment and violence at work;
- data Protection;
- information security;
- CSR for Business Guidelines (Responsible procurement);
- whistleblowing system.

These policies are aligned with the Universal Declaration of Human Rights, incorporating article 1: men and women are born and remain free and equal before the law, with the ILO Declaration (International Labour Organization) on fundamental principles and rights at work – including freedom of expression, freedom of association, and the fight against child labor and forced labor. The reference to the Ten Principles of the United Nations Global Compact and the Seven Principles of Women Empowerment Principles of the United Nations is registered in Janus.

4.3.10.2.3 Climate and environmental risks monitored

For around the last 15 years, Publicis Groupe has had in place its "Net Zero Climate Policy," which is based on eight pillars aligned with the SBTi objectives – each one of these pillars is backed by a performance indicator (see Section 4.1 "Environment"):

- reduction in transportation;
- reduction in energy consumption and switch to 100% direct-source renewable energy;
- reduction in the consumption of natural resources and raw materials;
- reduction in waste volume;
- reduction of the impact of campaigns and projects carried out for clients: A.L.I.C.E. (Advertising Limiting Impacts & Carbon Emissions, see Section 4.3.8.3);
- innovation in terms of products and services for clients;
- reduction in the impacts related to goods and services purchased: CSR self-assessment and environmental P.A.S.S (Publicis Groupe Providers' Platform for a self-Assessment for a Sustainable Supply chain, see Section 4.3.9.2);
- Net Zero by 2040: 50% reduction in emissions by 2030; and 90% reduction in emissions by 2040, with the ambition to be Net Zero by 2040.

In 2022, in-depth work was carried out on the analysis of risks related to climate change, in order to take into consideration both physical risks and transition risks and their potential impacts on the Group's activity and on employees, bearing in mind that Publicis Groupe is not exposed to serious risks with regard to the provision of intellectual services to companies (see Section 4.1.2.2).

Employees in all entities have come together to reach these targets, to find local solutions enabling them to better manage the so-called irreducible impacts of our activities.

Publicis Groupe expects its suppliers to make a serious commitment to combating climate change and alignment with the objectives of the Paris Agreement.

This aspect of the vigilance plan complies with the principles and policies of the Janus Code of Conduct and Ethics, in particular:

- climate policy: Net Zero;
- CSR for Business Guidelines (Responsible procurement);
- whistleblowing system.

The Net Zero climate policy is aligned with the United Nations Rio Declaration on Environment and Development and with the 2015 United Nations Paris Agreement.

4.3.10.3 - Systems in place for the application and monitoring of the Duty of Care Plan

The Duty of Care plan is based on the principles and policies defined in the Janus Code of Conduct and Ethics. Agency CEOs are responsible for implementing local measures and the indicators are monitored at Groupe level. Measures are implemented with the involvement of Shared Service Centers (Re:Sources). Procedures are implemented to assess the situation of subsidiaries, subcontractors or suppliers with which there is an established commercial relationship. Aspects relating to the Groupe's employees are monitored by the HR/Talent teams of the agencies and countries through the indicators mentioned and supplemented where necessary.

Aspects relating to the Groupe's suppliers are monitored by the Groupe's Procurement Department, in conjunction with the Groupe's CSR Department (see Section 4.3.9 "Responsible procurement") The CSR for Business Guidelines document presents 15 key topics, with increased requirements for several criteria. This document (accessible on the Groupe's website) is a mandatory appendix to any contract signed between the Groupe and a supplier. Publicis Groupe uses the EcoVadis platform and invites its suppliers to be assessed on this platform; other assessments by neutral and independent third parties, dating from 12 to 18 months, are recognized by the Procurement Department. For local suppliers, mainly small and medium-sized companies, they can conduct a CSR self-assessment on the proprietary "P.A.S.S" platform (see Section 4.2.7).

Summary of the key Duty of Care indicators

Indicators	2021	2022	2023
Number of Publicis Groupe employees	88,531	98,022	103,295
1 - Human rights and fundamental freedoms			
% Employees trained in Janus	61%	85%	79%
- Data protection	67.7%	74%	84%
- Data security	70%	75%	84%
Suppliers assessed on Human Rights*	250	166	154
- Average score on two criteria (FBP) & (SUP)	-	49.7/100	57.5/100
2 - Personal health and safety			
Absenteeism rate (%)	1.51%	1.8%	1.6%
Workplace accident rate (%)	0.11%	0.15%	0.16%
Suppliers assessed on Health and Safety*	250	166	154
- Average score of suppliers on the criterion (LAB)	-	53.6/100	62.8/100
3 - Environment & Climate			
Carbon emission reduction objectives: SBTi trajectory aligned with the Paris Agreement and the 1.5°C scenario (scopes 1+2+3)	47%	50% in 2030 90% in 2040	50% in 2030 90% in 2040
- Reduction of carbon emissions compared to 2019	-49.5%	-29.7%	-29.7%
- Share of renewable energies (objective 100% in 2030)	38.8%	47%	60%
Suppliers assessed on climate objectives*	250	166	154
- Average score of suppliers on the criterion (ENV)	-	52.5/100	67.1/100

(1) Training on the Janus Code of Conduct and Ethics takes various forms: online training in Marcel, awareness-raising sessions during on-boarding programs for new employees, and more specific internal sessions for certain positions.

* EcoVadis criteria are used, according to their thematic classification: FBP = Fair Business Practices; SUP = Supply Chain; LAB = Labor; ENV = Environment. The average scores are those of the Publicis Groupe suppliers assessed on this platform and serve as the starting point for the CSR analysis of suppliers.

4.3.10.4 - Whistleblowing system for the Duty of Care plan

The whistleblowing system, set up as part of the Groupe's Compliance Program (see Section 4.3.6 below), has been extended to alerts related to the Duty of Care; this system, consolidated around an external platform, Ethics Concerns (https:/publicis.whispli.com/lp/ethicsconcerns) and previously consolidated around a unique address (ethicsconcerns@publicisgroupe.com), is intended to collect and process internal or external requests and whistleblowing alerts.

4.3.11 Innovations and partnerships

As the preferred partner of major digital platforms, Publicis Groupe has also formed technological partnerships with numerous businesses, whether established companies or promising start-ups. The aim is to better understand the technical possibilities and work together to find new, intelligent solutions, and to meet client and consumer expectations.

On the basis of their expertise, Groupe entities have also developed different analysis and research methodologies, in particular for consumer behavior and sociological developments, and have developed software tools and specific systems to assist in serving clients.

Relations with start-ups and societal innovation

- **VivaTech** (created by Publicis Groupe and Groupe Les Echos-Le Parisien) is an innovation accelerator that connects start-ups, technology leaders, major corporations and investors responding to our world's greatest challenges (education, health, science, innovation, economy, inclusion, sustainability/climate, etc.).

  Every year, VivaTech organizes the largest Start-up and Tech event in Europe. Over the course of four days, the entire tech world gathers in Paris to discuss the most disruptive topics in the ecosystem and to preview innovations from around the world. VivaTech has become the unique place where business and innovation meet. The latest edition in June 2023 brought together in Paris more than 150,000 visitors from 174 countries, 2,800 exhibitors, 11,400 start-ups and more than 2,600 investors. The eighth edition of VivaTech will take place from May 22 to 25, 2024. More information is available at https://vivatechnology.com and @VivaTech.

VIVA TECHNOLOGY

- Some of the Groupe's digital agencies have an internal "Lab" which aims to create the optimal testing conditions for multi-disciplinary teams, particularly with regard to augmented reality, virtual reality, artificial intelligence and everything relating to the Internet of Things (IoT). Technical partners and academics have joined forces for projects to co-develop innovative solutions.
- Since 2012, Publicis Groupe has been a partner of the IRIS fund. This fund supports 40 or so technology companies with an overall revenue totaling euro 2.3 billion and a total headcount of 10,100 people. IRIS focuses on technology companies as start-ups – Early Stage, Late Stage and Growth with high potential – radically transforming their sector through the use of new technologies of the web, cloud, artificial intelligence or robotics, among others: it addresses in particular Industry 5.0, the Internet of Things, cybersecurity, B2B software, fintech, 5G networks, and logistics and e-commerce (see www.iriscapital.com).
- Publicis Groupe is a partner of the FCPI Alpha Diamant II and Alpha Diamant IV, raised by the AlphaOmega Foundation with a societal purpose, of which 80% of the capital gains go to the Foundation's actions. It provides support to associations active in helping young people and students in difficulty, who need to be supported in terms of training and reintegration in order to regain their self-confidence and build their professional future (see www.alphaomegafondation.com).
- The Groupe has also been very involved with the ICM (*Institut du Cerveau et de la Moelle Épinière*) since its creation, and more recently in The Brain Fund, 80% of the capital gains of which finance the fundamental research work and innovations of the ICM in neurological or psychiatric diseases.
- In 2023, Publicis Groupe committed to investing euro 20 million in the Climate Fund for Nature managed by Mirova (Natixis group), alongside other major French companies. This fund, domiciled in France, aims to invest in projects dedicated to the protection and restoration of nature. It aims to generate carbon credits from benefits for biodiversity, with co-benefits for local communities.

4.3.12 Relations with other stakeholders

Stakeholders other than employees, clients and citizen-consumers are mentioned here. All stakeholders are invited to send their comments or questions to the Groupe's CSR Department: csr@publicisgroupe.com.

With shareholders and investors

The Company has been listed on the Paris Stock Exchange since 1970. It is one of the companies selected for the CAC 40 index. Detailed information on shareholders is provided in Section 8.2 of this document.

The Investor Relations Department (see Section 8.4.2 of this document) oversees everyday relations with investors and shareholders *via* numerous meetings and exchanges in various countries. The Investor Relations Department and the CSR Department work closely together with respect to ESG (Environmental-Social-Governance) and SRI (Socially Responsible Investments) requests from shareholders, investors, management companies or ratings agencies.

The press releases and presentations circulated throughout the year are accessible on the Groupe's website, in the Investor Relations section.

With the media

The media and platforms are key Groupe partners: they are the suppliers that agencies deal with on a daily basis in different countries. Publicis Groupe has always been very committed to media pluralism and is often engaged in supporting media diversity and respect for media neutrality. The Once And For All Coalition in favor of minority media and content is an example of the active way in which long-term partnerships are built (see Section 4.3.8.2).

In a completely separate manner, the Groupe's Communication Department supports the schedule of the Company's official announcements and major cross-functional projects, such as #WorkingWithCancer. Agency communication focuses on projects that they have completed for clients and on campaigns and awards. The Groupe's Communication Department also keeps all stakeholders informed. Employees, shareholders, the general public and institutional investors are informed *via* different communication tools (media, website, social networks, newsletter, etc.).

With consumer and environmental protection associations

In every country where the Groupe operates, these associations are key stakeholders in the local ecosystem. The agencies are called upon to work with a large number of these associations on communication projects. Particular attention remains focused on organizations fighting against social and racial injustices. The climate emergency encourages more regular exchanges with environmental and biodiversity protection (fauna and flora) associations in order to find cooperation with certain clients, industrial or service companies. The agencies promote the co-construction of solutions with expert partners (see Section 4.3.8.5 with examples in France and the United Kingdom). At the head office in Paris, the Groupe has built a long-term relationship with Apiflordev, which helps communities of women in Africa set up their apiaries, which become levers for economic and social development (see Section 4.1.7).

With supervisory and self-regulatory authorities and inter-professional bodies

In the majority of countries where the Groupe operates, regular cooperation takes place with the different industry regulatory and/or self-regulation bodies through professional networks and work carried out within the industry on common issues. The challenges surrounding the protection of personal data are an illustration of this: advertising is one player among many others. Permanent collective work with all stakeholders is therefore essential (see Section 4.3.8.6).

Although the communications industry has a framework of rules, and sometimes laws, too, the profession has always promoted professional self-regulatory mechanisms to ensure that the ethics of advertising content are respected. The Groupe and its agencies work hand in hand with various national bodies such as ASRC (Advertising and Self-Regulation Council) in the United States, ASA (Advertising Standards Authority) in the United Kingdom, ARPP (*Autorité de régulation professionnelle de la publicité*) in France, EASA (European Advertising Standards Alliance) in Europe and the ASC (Advertising Standards Council) in India.

With States and administrations

Publicis Groupe is a responsible taxpayer that complies with its tax obligations (payment of taxes). This means:

- complying with the tax laws applicable in each country;
- preparing and filing tax returns in an accurate and timely manner, in accordance with applicable regulations;
- understanding how and where value is created and ensuring that transfer pricing reflects this;
- employing appropriately qualified and trained tax professionals with the right levels of tax expertise and understanding of the business.

The Groupe's fiscal policy is based on these four principles:

1. **compliance:** the Groupe always acts in compliance with applicable laws and international rules; Publicis Groupe does not practice tax evasion and does not use any practices contrary to regulations;
2. **transparency:** the Groupe complies with all tax disclosure requirements and prior requests to the tax authorities when required, and all information is clearly presented to the relevant authorities. Openness and honesty are paramount in all dealings with the tax authorities;
3. **tax risk management strategy:** to the extent the Groupe undertakes tax planning, it takes place where there is a business purpose or commercial rationale. The Groupe manages tax risks based on an analysis of the risks;
4. **accountability & governance:** the Groupe ensures that, as a business, it has the mechanisms in place to adhere to the above principles. The tax strategy is monitored by the Finance Department, in tandem with General Management (see Section 6.6, Note 10 in this document).

Stakeholder expectations *(modes of dialogue)*	Our responses	Main actions implemented
Talent *(Career Conversation satisfaction surveys, individual interviews, workshops, conferences, seminars)* Health and safety protection, Increased inclusion in agencies and the Groupe, Support changes in society,	Protect the physical and mental health of employees, Increase diversity and inclusion, *Viva La Différence*: each employee contributes to the Company's sustainable performance, Offer a learning culture to grow and benefit from professional opportunities,	Sustainability of physical and mental health prevention solutions covering 100% of employees, launch of **#WorkingWithCancer**, Programs enabling women to access key positions in the Groupe: 43% in 2023 (Objective in 2025: 45%) **#WorkYourWorld** program to work differently, **Marcel:** platform serving +98,000 employees for their professional and personal development, to learn and progress,

Stakeholder expectations ***(modes of dialogue)***	**Our responses**	**Main actions implemented**
Clients *(satisfaction surveys, Business reviews, TRR, joint projects)* Offer innovative, sustainable and energy-efficient services, Transparency on data protection and use Environmental commitment (with suppliers),	Support the marketing and digital transformation of our clients with innovative solutions, Make **responsible marketing the standard**, Reduce our environmental impacts in line with the 2030/2040 objectives validated by **SBTi**,	"**Power of One**" offer around disruptive, inclusive and dynamic creativity, media, data and innovative technological solutions, Training of teams in the Groupe's ethics rules (Janus Code of Conduct and Ethics): 79% trained, (1) **A.L.I.C.E**. (Advertising Limiting Impacts & Carbon Emissions): carbon calculator for campaigns and projects promoting eco-design, Events: Women's Forum and VivaTechnology,
Suppliers & partners *(RFIs/RFPs, Annual/Quarterly reviews, P.A.S.S, joint projects)* Measure the social & environmental impacts of products and services purchased,	Reduce all negative impacts and increase positive impacts together, Help SMEs access our calls for tenders and diversify our value chain,	Due Diligence on suppliers to strengthen the strength of commercial relationships, Specific action plan with the **Supplier Diversity program**, Enhanced CSR assessment of suppliers by a third party,
Universities and Schools *(teaching, working groups, visits, conferences)* Promote social inclusion,	Welcome all differences, Cooperate to innovate together, Support educational and research programs,	Work in schools and universities to train (**MCTP, Publicis Track, etc.**) and co-construct the future of business lines, Targeted local programs for disadvantaged young people who are far removed from our business lines,
Associations & NGOs *(Meetings, conferences, pro bono & volunteering campaigns, joint projects)* Participate in the fight against inequalities and climate change,	Support causes of general interest fighting against social inequalities and the climate emergency,	Permanent dialogue and material support through our business lines at the service of NGOs, Creation of the **Once And For All Coalition** in favor of media targeting minorities in the United States,
Shareholders and investors *(conferences, meetings, roadshows, General Shareholders' Meeting, written responses)* Create sustainable value,	Sustain the Company's financial, economic, social and environmental performance,	Regular and transparent communication through the provision of information,
ESG rating agencies *(questionnaires, discussions)* Enhance the available information,	Discuss as part of the assessments and examine the improvements to be made,	Make all data available with CSR Smart data on the Groupe's website,
Regulatory authorities *(conferences, meetings, joint projects)* Participation in inter-professional work,	Improve the standards of the profession and promote self-regulation,	Active participation in sector projects in countries where the Groupe operates, such as **Ad Net Zero**, **GARM**, and many others,
States and Administrations *(meetings, discussions)* Fulfill our obligations,	Meet local legal requirements and participate in local and global institutional dialogue,	Member of the United Nations **Global Compact**, Participation in international institutional events such as the **World Economic Forum** in Davos
Society & Consumers *(studies and surveys, workshops, events)* Promote responsible products/services.	Listen carefully to expectations, Encourage responsible consumption behaviors.	Training of employees in eco-design with the deployment of the program **NIBI** and the use of **A.L.I.C.E.**

(1) Training on the Janus Code of Conduct and Ethics takes various forms: online training in Marcel, awareness-raising sessions during programs for new employees, and more specific and detailed internal sessions for certain positions

4.3.13 Compliance

The Compliance Department reports to the Groupe's Chief Compliance Officer, who reports to the Secretary General. Its objectives are to promote an ethical culture within the Groupe and to design, deploy and monitor the implementation of compliance programs in all Groupe entities.

This department relies on a network of compliance officers operating at the local level. Under its supervision, they are responsible for coordinating and ensuring the effective deployment of compliance programs within their scope.

Compliance in relation to the GRI (Global Reporting Initiative) guidelines:

- Publicis Groupe, whose core activities involve the provision of intellectual services, has not recorded any incidents involving child labor or forced or compulsory labor, nor incidents relating to the violation of the rights of native populations, nor human rights grievances;
- Publicis Groupe has not experienced any incidents of non-compliance with voluntary rules and codes to be applied concerning the following: impacts on consumer health and safety; information about its products and services; the provision and use of its services;
- Publicis Groupe has had no complaints filed against it for invasion of privacy or loss of client-related data, and has not had to declare data breaches to authorities;
- Publicis Groupe has not had to report incidents of non-compliance with regulations and voluntary codes of application relating to communication, which most often result in opinions or notifications from supervisory or self-regulatory bodies, each time giving rise to immediate changes;
- Publicis Groupe has not been convicted of conduct contrary to competition law or corruption.

Litigation and Controversies

On February 1, 2024, Publicis Health US indicated in a press release that an agreement had been reached between the Attorneys General of the 50 US states, the District of Columbia and certain territories of the United States regarding the work carried out by the former advertising agency Rosetta on behalf of opioid manufacturers, thus closing three years of discussions.

The Attorneys General recognized the good faith and responsible and civic attitude of Publicis Health when signing this agreement.

As the former owner of Rosetta, an agency closed for ten years, Publicis Health said:

"This settlement agreement allows us to close three years of discussions, and ends with a net payment of euro 148 million. The total amount of the agreement should directly and quickly help to strengthen the assistance provided to these States to combat the consequences of the opioid crisis."

The work carried out on behalf of pharmaceutical companies and covered by this regulation has always been fully compliant with the law. It was carried out mainly by Rosetta, a small agency closed for ten years, which was already working with pharmaceutical clients producing opioid-based treatments when it was acquired thirteen years ago in 2011. Its work on these products has been used only with healthcare providers, never with consumers, using only communication tools and terminologies approved by the FDA (Food and Drug Administration). Rosetta's role was limited to providing standard services that an advertising agency offers to its clients for products that are still prescribed to patients, covered by the main private insurers, Medicare, and authorized by State pharmaceutical authorities.

"We recognize the broader context in which this law-compliant work has been conducted. The fight against opioids in the United States requires collaboration between industries, legislators and communities, and we are determined to contribute to it. This is why we have worked to achieve this agreement and reaffirm our long-standing commitment to reject any future opioid-related projects."

The press release is publicly available on the Groupe's website: www.publicisgroupe.com/fr/news-fr/communiques-de-presse

In compliance with article R. 225-105 of the French Commercial Code and supplementary information required by other French legal texts, the environmental impacts are dealt with in Section 4.1. Some indicators do not apply to Publicis Groupe, given its service-based and intellectual activities, namely:

- The resources dedicated to preventing environmental risks and pollution. Given the insignificant level of these types of risks, the Groupe does not envisage writing any provisions and guarantees for environmental risks or risks associated with climate change;
- The consideration of noise pollution and other forms of activity-specific pollution;
- Measures taken to prevent, reduce or repair air, water and soil pollution (including land use) affecting the environment.

Concerning article R. 225-102-&, III of the French Commercial Code, "promoting the nation-army bond and supporting commitment to the reserves" is a subject that has not yet been addressed.

Audits and certifications

Communications industries are subject to different formal frameworks. The Groupe's agencies are sometimes audited by clients on different issues. In the United States, in response to a request from the Association of National Advertisers (ANA) focusing on issues of audience reliability, all the audits conducted at Publicis Media failed to show any anomalies, thus making the media solutions offered to clients even more credible.

Among the main certifications in place in the agencies are ISO certifications:

- more than 50% of the workforce is covered by the various ISO certifications; the majority of them cover agencies in India and the United States;
- professional certifications are required in some countries for certain activities, for example, with the CENP in Brazil or the CAANR in New Zealand;
- technological certifications, which are widespread and cover different types of technical standards.

As well as:

- industry qualifications related to certain tightly controlled business sectors, such as healthcare for Publicis Health agencies, in the United States, France and the United Kingdom: employees are trained in local regulatory frameworks and every campaign undergoes a compliance review.

ISO coverage	2021	2022	2023
Share of employees covered by ISO certifications (%)	25.8	22.3	53.8*

* Based on the number of people at sites affected by ISO 27001 certification

ISO Certification	Number of branches	Main countries
ISO 9001	15	Romania, Spain
ISO 14001	13	India, Spain
ISO 27001	10	UK, France, Australia
ISO 17100	4	Belgium, United Kingdom
ISO 20121	4	China, France
ISO 45001	2	India
ISO 18587	4	Belgium, United Kingdom
ISO 37001	1	Spain
ISO 22301	1	US

4.4 SUSTAINABLE DEVELOPMENT GOALS

The Groupe measures its contribution against nine of the United Nations' Sustainable Development Goals that are aligned with the Company's CSR/ESG strategy.

SDG	Among the targets monitored	Actions implemented and mechanisms	Indicators
SDG 3 - Good Health and well-being	• 3.8: Ensure that everyone benefits from universal health coverage, including protection against financial risks and access to quality essential health services and safe, effective, high-quality essential medicines and vaccines at affordable cost.	After the pandemic years, all Groupe agencies have maintained their local prevention and support plan in place for mental health to better help employees. The #WorkingWithCancer (WWC) program was launched by the Groupe's CEO in early 2023 to mobilize companies against the taboo of cancer in the workplace, with the aim of better protecting employees.	100% of employees have access to healthcare prevention actions. 1,500 companies joined the advocacy campaign WWC.
SDG 4 - Quality education	• 4.4: Significantly increase the number of young people and adults with the skills, including technical and vocational skills, necessary for employment, decent work and entrepreneurship.	Continuous training is at the heart of the employee skills development plan, with Marcel and Marcel Classes accessible 24/7 in 13 languages; all employees have access to training. The Groupe continued its actions in favor of young people far removed from our agencies in order to show them that they have a place among us. (14th MCTP Program – USA, 3rd Publicis Track – France)	88% of employees trained. More than 1,654,000 hours of programs took place (18 hours *per capita*).
SDG 5 - Gender equality	• 5.1: End all forms of discrimination against women and girls worldwide. • 5.5: Guarantee the full and effective participation of women and their equal access to management positions at all levels of decision-making in political, economic and public life.	The "Zero Tolerance" policy with regard to discrimination and harassment in all their forms remains central. The US seven-point plan launched in 2020 has made it possible to advance diversity within teams. Unconscious bias training is mandatory in many countries. With Career Settings, the Groupe has a more precise management tool to monitor its demographic and social evolution. Diversity, Equity and Inclusion are at the heart of the Groupe's social vision.	43% women key executives in 2023. Objective 45% by 2025.
SDG 8 - SDG 8 - Decent work and economic growth	• 8.2: Achieve a high level of economic productivity through diversification, technological modernization and innovation. • 8.5: By 2030, achieve full and productive employment and ensure decent work and equal pay for work of equal value for all women and men, including young people and people with disabilities. • 8.7: Take immediate and effective measures to eliminate forced labor, end modern slavery and human trafficking, prohibit and eliminate the worst forms of child labor, including the recruitment and use of child soldiers and, by 2025, end child labor in all its forms.	The Groupe directly employs 103,295 employees worldwide, representing a personnel expense of euro 8,514 million. The Equality of chance principle (or Rooney Rule) has been strengthened in the diversity action plans (recruitment, promotion, succession, etc.). Publicis Groupe supports the Ten Principles of the United Nations Global Compact, defends human rights, including forced labor and child labor, and supports fundamental freedoms.	Sustained equal opportunity efforts to recruit and promote more diverse profiles. 33.7% of employees are under 30 years old.

SDG	Among the targets monitored	Actions implemented and mechanisms	Indicators
SDG 10 - Reduced inequalities	• 10.2: By 2030, empower all people and promote their social, economic and political integration, regardless of their age, gender, disability, race, ethnicity, origin and religion, or their economic or other status.	Publicis Groupe was the first communications Groupe to sign the United Nations Global Compact in 2003, and signed seven WEPs (UN Women). Reaffirmation of a commitment to the fight against forced labor, child labor, human trafficking and modern slavery. The Duty of Care Plan makes it possible to monitor these issues internally and externally with suppliers. Strengthen CSR monitoring of local suppliers with the use of P.A.S.S.	98% of strategic suppliers assessed by a third party expert. 154 suppliers assessed by EcoVadis in 2023.
SDG 12 - Responsible consumption and production	• 12.2: By 2030, achieve sustainable management and rational use of natural resources.	Supporting our clients in their sustainable development projects is an integral part of the service offering, in order to encourage behavioral changes and move towards new models. Increased internal awareness of employees in many countries on best practices and eco-gestures to reduce all our direct impacts; the French NIBI (No Impact for Big Impact) program will be extended to several countries.	A.L.I.C.E. is used for +250 brands/clients, in +50 countries
SDG 13 - Fight against climate change	• 13.3: Improve education, awareness and individual and institutional capacities regarding climate change adaptation, mitigation and impact reduction and early warning systems.	The Groupe's environmental policy "Net Zero Climate Policy" incorporates the new impact reduction targets for 2030 and 2040 validated by SBTi, aligned with the Paris Agreement and the 1.5°C scenario, for scopes 1+2+3 with a Net Zero target for 2040. The objective of switching to 100% renewable energy (ENR) from direct sources by 2030 is maintained.	Objective for 2030: 50% reduction in scopes 1+2+3. Objective for 2040: 90% reduction in scopes 1+2+3. ENR 2023: 60%.
SDG 16 - Peace, justice and strong institutions	• 16.3: Promote the rule of law at the national and international levels and give everyone equal access to justice. • 16.5: Significantly reduce corruption and bribery in all their forms.	The Groupe is a defender of human rights and fundamental individual freedoms. The Groupe's ethical principles include the fight against corruption, fraud and conflicts of interest, with a Zero Tolerance approach. Training teams in legal changes is key. The Duty of Care Plan extends CSR monitoring to Groupe and agency suppliers.	Committed for 15 years to the Women's Forum promoting rights for women and young girls.
SDG 17 - Partnerships to achieve the SDGs	• 17.7: Encourage and promote public partnerships, public-private partnerships and partnerships with civil society, building on the experience acquired and funding strategies applied in this area.	Every year, Publicis Groupe monitors which SDGs apply to the projects that it supports in one way or another, in all countries. The Groupe takes part in various multi-company initiatives, such as the Women's Forum or Unstereotype Alliance (UN Women), which act in favor of the SDGs Nos. 4, 7, 8, 10, 12, 13, 16 and 17, or Alliance4Youth, initiated by Nestlé (SDGs Nos. 4, 5, 8 and 10). The Groupe's advocacy #WorkingWithCancer (WWC) supports SDGs 3, 5 and 8.	640 *pro bono* campaigns and volunteering supporting the SDGs.

4.5 ASSESSMENTS AND NON-FINANCIAL PERFORMANCE

Publicis Groupe's non-financial performance is improving each year, illustrating the progress made in the various registers, as evidenced by the ratings obtained at the end of 2023 with ten non-financial rating agencies, and among which the Groupe ranks first in its sector in seven of them.

Publicis Groupe is the only Company in its sector to appear in the 2023 Yearbook by S&P.

Publicis Groupe is included in several ESG indices, including: DJSI Europe and DJSI World, FTSE4Good, Euronext CAC40 ESG, CAC40 SBT 1.5, Ethibel Sustainability Index Excellence Europe, ECPI Index.

The Groupe is also subject to annual ESG assessments by numerous agencies and organizations specializing in more social and inclusion issues, such as the Bloomberg GEI Index, TOP 100 Equileap, Ethics & Boards, the Feminization of the Governing Bodies Ranking of CAC40 companies, WDI.

Details are available on the Groupe's website, www.publicisgroupe.com, in the "About" section.

ESG rating agencies	Description	Score as of February 2024
S&P Global	The rating conducted by Standard & Poor's Global Ratings assesses a Company's ability to prepare for future sustainability risks and opportunities. Publicis Groupe is the leader in its sector.	54/100
MSCI	MSCI (Morgan Stanley Capital International), a non-financial rating agency, provides in-depth research services on ESG topics on thousands of companies. Publicis Groupe is in the Top 38% of the 214 companies in the sector.	AA
FTSE4Good	Created by global index provider FTSE Russell (London Stock Exchange Group), the FTSE4Good indices are used to create and value responsible investment funds. Publicis Groupe is in the Top 5%.	3.7/9
ISS ESG	ISS (International Shareholder Services) allows investors to integrate these criteria into their responsible investment strategy. Among the 123 companies in the sector, Publicis Groupe is in the top decile with the C+ Prime status.	59/100
SUSTAINALYTICS	Sustainalytics (Morningstar) assesses the sustainability of listed companies based on their ESG performance. Publicis Groupe ranks 8th out of a sector comprising 314 companies.	10.6
Moody's	Since 2021, VigeoEiris has been part of Moody's ESG Solutions, analyzing ESG and climate criteria. In a sector comprising 28 companies and an average score of 45/100, Publicis Groupe is the leader.	68/100
SUSTCO	SUSTCO (CRD Global) is a rating methodology developed to facilitate investment decisions combining ESG criteria and stock market performance.	42.5/100
CDP DRIVING SUSTAINABLE ECONOMIES	CDP is a non-profit organization that encourages companies to publish their environmental data and analyzes transparency efforts. Publicis Groupe is among the 34% of companies that achieved "Management" level.	B
Bloomberg	Bloomberg provides a variety of proprietary scores that investors can use to assess companies' ESG performance. Publicis Groupe holds a leading position.	57.7/100
ecovadis	EcoVadis analyzes the application of ESG policies in Company practices, with a particular focus on the value chain. Publicis Groupe is among the top performing companies and leads its sector.	78/100

4.6 CSR/ESG REPORTING METHODOLOGY

Scope and process

CSR/ESG reporting is based on social, societal and environmental indicators collected in 819 entities of the Groupe, and since 2009, with a **coverage rate of 99%** of the workforce of the Groupe. The scope of CSR and non-financial reporting is aligned with that of consolidated financial reporting, including all subsidiaries more than 50% owned by the Groupe, and entities over which the Groupe has operational control. It is based on the collection and consolidation of **actual data collected at the level of each subsidiary/entity**. However, some indicators are subject to lower coverage rates, and exclusions are due to the lack of data on these topics from our subsidiaries:

- absenteeism: coverage rate of 91.6% of headcount;
- electricity: coverage rate of 96.7% of headcount;
- water: coverage rate of 96.1% of headcount;
- waste: coverage rate of 82.6% of headcount;
- paper: coverage rate of 78.6% of headcount;
- Janus training: coverage rate of 98.4% of headcount;
- employee training: coverage rate of 97.2% of headcount.

The 2023 CSR reporting covers the period from January 1 to December 31, 2023 and is carried out annually.

Quantitative social, societal and environmental data is collected in accordance with financial reporting control rules and processes *via* a dedicated module (HFMCSRGRI) incorporated into the financial information system and specific verification, control and validation processes. This data is under the responsibility of the agency and country Financial Directors.

Quantitative social information is collected *via* Career Settings, the human resources reporting system (HRIS – Human Resource Information System). The data included in this system are the responsibility of the Chief Talent Officer (CTOs or Human Resources Managers) of the agencies and countries, in charge of data verification. Backed by Career Settings, Career Conversation makes it possible to carry out and monitor employee assessments and the various systems for taking stock. Lastly, Marcel and Marcel Classes are also used to consolidate data related to employee training.

Qualitative social, societal and environmental information is collected *via* a dedicated internal platform, PARIS (Publicis Groupe Platform for Agencies Reporting on Impacts & Sustainability), accessible to all agencies (PARIS replaces NAXOS). Qualitative information is placed under the responsibility of the agency and country Chief Talent Officers, who sign off on the content shared.

HFMCSRGRI and PARIS are linked in order to ensure consistency and run materiality tests. The definitions and calculation methods are aligned with the GRI and are presented in the CSR Smart data section.

The scope calculated for greenhouse gas emissions includes the Company and all its subsidiaries (100%), as well as some third-parties associated with digital activities for clients (*e.g.* servers) and those relating to employee personal travel, outside of lockdown periods, and includes most of the direct suppliers.

Automatic exclusions: as every year, subsidiaries acquired on or after July 1, 2023 are not included in the 2023 CSR/ESG reporting; they will be included in the 2024 reporting.

Governance of the CSR/ESG reporting process

Since May 2021, the Supervisory Board has had an ESG Committee. Chaired by Suzan LeVine, it met twice in 2023 (see Sections 3.1.2.4 and 3.1.2.9 of this document, as well as the introduction in this Chapter 4). CSR is under the responsibility of the Secretary General, who sits on the Management Board. CSR topics are examined by the Management Board through the regular monitoring of demographic, social and diversity indicators. Certain topics related to talent and diversity are regularly discussed during Supervisory Board meetings. Groupe and structuring projects on the three ESG priorities are validated by the Management Board.

A summary of CSR/ESG key indicators is presented to the General Shareholders' Meeting annually.

The CSR Department manages an internal CSR Steering Committee, grouping of the Groupe's main corporate functions (Finance, HR Operations, Internal Audit, Legal, Procurement, Risk Management, etc.) which covers all key areas included in CSR or non-financial reporting. The CSR Steering Committee plays a role in the detailed work done on integrated reporting. The CSR Department is also supported by external firms such as Ecoact or Carbone 4 on environmental issues and Bureau Veritas on issues of measurement and methodology related to greenhouse gas emissions. The CSR Department works in project mode with various teams worldwide. Using a dual approach: "push" to help with the roll out of internal initiatives and to push forward certain issues, and "pull," with the comprehensive steering of non-financial reporting.

The Internal Control and Internal Audit teams verify, during the course of their work carried out throughout the year, that the agencies correctly implement the CSR reporting processes and have access to historical tracking of data and information.

CSR reporting is done within each Groupe entity with the assistance of the CSR Champions in the agency and the support of the teams in the shared services centers (Re:Sources), who are closely involved from the earliest stages of the reporting. The internal guide, entitled "2023 CSR Comprehensive Guide," is updated annually; it defines the required collection and validation processes at the different levels, as well as the content and definitions of the various indicators (over 100 quantitative and qualitative indicators). This guide has been distributed to a cross-functional working group of roughly 100 people and more than 1,000 contributors during preparatory online sessions held from October 2023 to December 2023. In the course of its data checking and verification process (of each indicator per agency), the Groupe's CSR Department was in direct contact with all the local teams during the final consolidation phase.

All of the quantitative data and qualitative information is checked and analyzed by the Groupe CSR Department, which compiles the consolidated reporting for the whole Groupe. Grant Thornton auditors carried out 107 so-called "on-site" audits in the branches (sometimes carried out remotely due to local health measures): Argentina, Brazil, China, Colombia, Costa Rica, United States, France, India, United Kingdom, representing nearly 55% of the workforce. The whole CSR report is checked by the external auditors (see "Opinion" in Section 4.8) in accordance with regulatory requirements: they check the consolidated quantitative and qualitative data by conducting random checks in all Groupe entities. They also analyze the processes and explanations provided, as well as the consistency of the exercise as a whole.

International standards used

Non-financial reporting was prepared in accordance with the provisions of articles L. 225-102-1, L. 22-10-36, R. 225-105 and R. 225-105-1 of the French Commercial Code on corporate social and environmental transparency obligations and on auditing methods. The reporting takes into consideration several European CSRD and ESRS directives (Corporate Sustainability Reporting Directive, Sustainable Finance Disclosure Regulation, as well as the European Climate Taxonomy) as well as the French laws on the energy transition and green growth and non-financial reporting, but also on the fight against food waste, as well as on the modernization of social dialogue and the securing of career paths. This also integrates the Duty of Care Law and the Sapin 2 Law (anti-corruption), as well as the European General Data Protection Regulation (GDPR).

The other guidelines that the Groupe voluntarily follows are:

1. **GRI standards** (Global Reporting Initiative); this is the main structure followed by the Groupe since 2009, including its standards and indicators, as well as its ten principles (GRI 101). The 2022 reporting was prepared in accordance with GRI standards: Core option. A GRI content index provides an overview of important information related to sustainable development and is available at: https://publicisgroupe-csr-smart-data.com/en/;
2. the **Ten Principles of the UN Global Compact**, to which Publicis Groupe has been a signatory since 2003, since 2017 supplemented by the UN Women's seven Women Empowerment Principles (**WEPs**);
3. the **17 United Nations Sustainable Development Goals** (SDGs). The Groupe has chosen to report on nine of the 17 SDGs (see Section 4.4);
4. the **ISO 26000** guidelines, which the Groupe has followed since 2011 in order to better accommodate the views of stakeholders;
5. the American **Sustainability Accounting Standards Board** (SASB) guidelines, drafted in 2014 for the technology and communications sector;
6. the **OECD guidelines** for multinational enterprises (Recommendations for responsible business conduct in a global context);
7. the United Nations **Caring for Climate** pledge signed by Publicis Groupe in 2007, as well as the pledges signed by the companies at the COP 21 in 2015 (Paris Agreement) under the **French Business Climate Pledge**;
8. the **Carbon Disclosure Project** (CDP) endorsed by the Groupe on a voluntary basis since 2009 in order to contribute to the general effort to achieve transparency concerning the reduction in greenhouse gas emissions. Environmental data are published using the location- and market-based rule for scope 2;
9. the Task Force on Climate-related Financial Disclosure (**TCFD**) which defines environmental governance and disclosure rules in order to reduce greenhouse gas emissions;
10. the Science Based Targets initiative (**SBTi**), which validates companies' objectives in terms of reporting environmental impacts and carbon emissions, an approach which is in line with the Paris Agreement 1.5°C scenario;
11. **WEF & IBC** Core ESG Metrics proposed by the World Economic Forum International Business Council Index;
12. with the entry into force of the **European CSRD (Corporate Sustainability Reporting Directive)**, this reporting also took into account elements appearing in the **ESRS – European Sustainability Reporting Standards** established in 2023 by the EFRAG (European Financial Reporting Advisory Group).

The summary and ESG indicators, including the cross-reference table with all the selected benchmarks, is publicly accessible under "CSR Smart data" at https://publicisgroupe-csr-smart-data.com/en/.

4.7 DETAILED TABLES OF THE EUROPEAN TAXONOMY

Turnover

				Substantial contribution criteria						Criteria for no significant harm (DNSH - *Do No Significant Harm*)								Activity category	
Economic activities	**Codes**	**Absolute revenue** (in millions of euros)	**Share of revenue** (%)	**Climate change mitigation** (Y/N/N-EL)	**Climate change adaptation** (Y/N/N-EL)	**Water and marine resources** (Y/N/N-EL)	**Circular economy** (Y/N/N-EL)	**Pollution** (Y/N/N-EL)	**Biodiversity and ecosystems** (Y/N/N-EL)	**Climate change mitigation** (Y/N)	**Climate change adaptation** (Y/N)	**Water and marine resources** (Y/N)	**Circular economy** (Y/N)	**Pollution** (Y/N)	**Biodiversity and ecosystems** (Y/N)	**Minimum safeguards** (Y/N)	**Share of revenue aligned with the 2022 Taxonomy** (%)	**Category (enabling activity)** (E) (19)	**Category (transitional activity)** (T) (20)
A. ACTIVITIES ELIGIBLE FOR TAXONOMY (%)																			
A.1 - Environmentally sustainable activities (aligned with the Taxonomy)																			
• Public relations and communication consulting	CCA 9.1	9	0.1%	N/EL	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.1%		T
Revenue from environmentally sustainable activities (aligned with the Taxonomy) (A.1)		9	0.1%														0.1%		
Of which enabling (%)		*0*	*0.0%*	*0.0%*	*0.0%*	*0.0%*	*0.0%*	*0.0%*	*0.0%*	*Y*	*Y*	*Y*	*Y*	*Y*	*Y*	*Y*	*0.0%*	*E*	
Of which transitional (%)		*9*	*0.1%*							*Y*	*Y*	*Y*	*Y*	*Y*	*Y*	*Y*	*0.1%*		*T*
A.2. Activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy)																			
• Data processing, hosting and related activities	CCA 8.1	2,109	14.2%	N/EL	EL	N/EL	N/EL	N/EL	N/EL								14.1%		
Revenue from activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (A.2)		2,109	14.2%	**0%**	**100%**	**0%**	**0%**	**0%**	**0%**								**14,1 %**		
TOTAL (A.1 + A.2)		**2,118**	**14.3%**	**0%**	**100%**	**0%**	**0%**	**0%**	**0%**								**14.1%**		
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY (%)																			
Revenue from activities not eligible for Taxonomy (B)		12,684	85.7%																
TOTAL (A + B)		**14,802**	**100.0%**																

Y: Yes, environmentally sustainable activity eligible and aligned for the Taxonomy
N: No, activity eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy)
EL: Eligible - environmentally sustainable and eligible for the Taxonomy
N/EL: Not eligible - activity not environmentally sustainable and not eligible for the Taxonomy

Capital expenditure ("CapEx")

Economic activities	Codes	Absolute Capex (in millions of euros)	Share of Capex (%)	Substantial contribution criteria: Climate change mitigation (Y/N/N-EL)	Substantial contribution criteria: Climate change adaptation (Y/N/N-EL)	Substantial contribution criteria: Water and marine resources (Y/N/N-EL)	Substantial contribution criteria: Circular economy (Y/N/N-EL)	Substantial contribution criteria: Pollution (Y/N/N-EL)	Substantial contribution criteria: Biodiversity and ecosystems (Y/N/N-EL)	Criteria for no significant harm (DNSH - *Do No Significant Harm*): Climate change mitigation (Y/N)	DNSH: Climate change adaptation (Y/N)	DNSH: Water and marine resources (Y/N)	DNSH: Circular economy (Y/N)	DNSH: Pollution (Y/N)	DNSH: Biodiversity and ecosystems (Y/N)	Minimum safeguards (Y/N)	Share of revenue aligned with the 2022 Taxonomy (%)	Activity category: Category (enabling activity) (E) (19)	Activity category: Category (transitional activity) (T) (20)
A. ACTIVITIES ELIGIBLE FOR TAXONOMY (%)																			
A.1 - Environmentally sustainable activities (aligned with the Taxonomy)																			
Environmentally sustainable Capex (aligned with the Taxonomy) (A.1)			0.0%	N	N	N	N	N	N	N	N	N	N	N	N		0%		
Of which enabling (%)		*0*	*0.0%*														*0.0%*	*E*	
Of which transitional (%)		*0*	*0.0%*														*0.0%*		*T*
A.2. Activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy)																			
• Acquisition and ownership of buildings	CCM 7.7	178	49.7%	EL	EL	N/EL	N/EL	N/EL	N/EL								37.7%		
• Public relations and communication consulting	CCM 7.8	-	0.0%	EL	EL	N/EL	N/EL	N/EL	N/EL								0%		
• Data processing, hosting and related activities	CCM 7.9	60	16.8%	EL	EL	N/EL	N/EL	N/EL	N/EL								17%		
CapEx eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (A.2)		238	66.5%	50%	50%	0%	0%	0%	0%								54.7%		
TOTAL (A.1 + A.2)		**238**	**66.5%**	**50%**	**50%**	**0%**	**0%**	**0%**	**0%**								**54.7%**		
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY (%)																			
Capex from ineligible activities under the Taxonomy		120	33.5%																
TOTAL (A + B)		**358**	**100.0%**																

Y: Yes, environmentally sustainable activity eligible and aligned for the Taxonomy
N: No, activity eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy)
EL: Eligible - environmentally sustainable and eligible for the Taxonomy
N/EL: Not eligible - activity not environmentally sustainable and not eligible for the Taxonomy

Operating expenses ("OpEx")

				Substantial contribution criteria						Criteria for no significant harm (DNSH - *Do No Significant Harm*)								Activity category	
Economic activities	**Codes**	**Abso ute OpEx** (in millions of euros)	**Share of OpEx** (%)	**Climate change mitigation** (Y/N/N-EL)	**Climate change adaptation** (Y/N/N-EL)	**Water and marine resources** (Y/N/N-EL)	**Circular economy** (Y/N/N-EL)	**Pollution** (Y/N/N-EL)	**Biodiversity and ecosystems** (Y/N/N-EL)	**Climate change mitigation** (Y/N)	**Climate change adaptation** (Y/N)	**Water and marine resources** (Y/N)	**Circular economy** (Y/N)	**Pollution** (Y/N)	**Biodiversity and ecosystems** (Y/N)	**Minimum safeguards** (Y/N)	**Share of OpEx aligned with the 2022 Taxonomy** (%)	**Category (enabling activity)** (H) (19)	**Category (transitional activity)** (T) (20)
A. ACTIVITIES ELIGIBLE FOR TAXONOMY (%)																			
A.1 Environmentally sustainable activities (aligned with the Taxonomy)																			
Environmentally sustainable OpEx (aligned with the Taxonomy) (A.1)		-	0.0%														0%		
Of which enabling (%)		*0*	*0.0%*														*0%*	*E*	
Of which transitional (%)		*0*	*0.0%*														*0%*		*T*
A.2 Activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy)																			
OpEx eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (A.2)		-	0.0%																
Total (A.1 + A.2)		**-**	**0.0%**														**0.0%**		
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY (%)																			
OpEx not eligible for Taxonomy (B)		-	0.0%																
TOTAL (A + B)		**55**	**100.0%**																

4.8 CROSS-REFERENCE TABLES

DNFP: Declaration of Non-Financial Performance

Cross-reference table with articles L. 225-102-1, L. 22-10-36 and R. 225-105-1 on the declaration of non-financial performance, as specified in article R. 225-105 of the French Commercial Code.

	Chapters
I. The Company's business model	Introduction; 1.3
II. Analysis of Company risks	2.1
Main risks associated with the Company's business activity	2.1; 4; 4.1.2.2; 4.2.2.1; 4.3.1.1;
Policies implemented to mitigate and prevent the occurrence of these risks	2.1 ;
Outcome of these policies, including key performance indicators	2.1; 4; 4.3.10; 4.1.3
III. A - Declaration of relevant disclosures associated with the main risks/measures mentioned in II	2.1; 4; 4.3.10; 4.1.3
1 - Employee-related information	
Employment	
Total headcount and breakdown of employees by gender, age and geographic region	Introduction; 4.2.3
Hiring and lay-off	4.2.3
Compensation and trends	3.3; 4.2.8.1
Organization of work	
Organization of working hours	4.2.5
Absenteeism	4.2.3
Health and safety	
Health and safety conditions in the workplace	4.2.6
Frequency and severity of workplace accidents and occupational illnesses	4.2.6
Labor relations	
Organization of social dialogue, employee information, consultation and negotiation procedures	4.2.7
Review of collective agreements	4.2.7
Training	
Training policies implemented, including on environmental protection	4.2.5
Total number of training hours	4.2.5
Gender equality	
Measures taken to promote gender equality	3.1.1.1; 4.2.4
Measures taken to promote the employment and inclusion of people with disabilities	4.2.4
Anti-discrimination policy	4.2.4
2 - Environmental information	
General environmental policy	
Environmental issues taken into consideration	4.1
Environmental assessment or certification	4.3.13
Resources devoted to the prevention of environmental risks and pollution	4; 4.1.2.2
Circular economy	
Waste prevention and management	4.1.6
Preventive measures, recycling, reuse and other forms of waste recovery and disposal	4.1.6
Measures to combat food waste	4.1.6

	Chapters
Sustainable use of resources	
Water consumption and water supply	4.1.6
Consumption of raw materials	4.1.6
Measures taken with the aim of using raw materials more efficiently	4.1.6
Energy consumption and measures taken to improve energy efficiency	4.1.6
Use of renewable energy sources	4.1.4
Measures taken to adapt to the consequences of climate change	
Significant greenhouse gas emission items associated with the Company's business activity, products and services	4.1.5
Measures taken to adapt to the consequences of climate change	4.1.4
Voluntary medium- and long-term reduction targets set to reduce greenhouse gas emissions, and means implemented	4.1.3; 4.1.4; 4.1.5
Protection of biodiversity	
Measures taken to protect or restore biodiversity	4.1.7
3 - Societal information	
Societal commitments to sustainable development	
• Impact of the Company's business activity in terms of local employment and development	Introduction; 4.2.8
• Impact of the Company's business activity on neighboring or local communities	4.3.12
• Relations with the Company's stakeholders and means of dialogue	Introduction; 4.3.12
Partnership or philanthropic initiatives	4.2.9; 4.3.11
Subcontracting and suppliers	
Consideration of social and environmental issues in procurement policy	4.3.9
Consideration of social and environmental responsibility in relations with suppliers and subcontractors	4.3.9
Fair trade	
Measures taken to promote consumer health and safety	4.3.8.2
Specific information	
Information on combating corruption and measures taken to prevent corruption	4.3.5
Information on combating tax evasion; measures taken to prevent tax evasion	4.3.12
Information on human rights with reference to the International Labor Organization's fundamental conventions in relation to:	
• the respect of freedom of association and the right to collective bargaining;	4.2.7
• ending discrimination in respect of employment and occupation;	4.2.4
• ending forced or compulsory work;	4.3.10
• the effective abolition of child labor.	4.3.10
Other human rights initiatives	4.3.10
Information not published as not relevant or not subject to any significant risk – See "Compliance"	**4.3.13**
• *Animal welfare*	
• *Food safety*	
• *Prevention, reduction or reparation of air, water and soil pollution seriously affecting the environment*	
• *Consideration of any form of activity-specific pollution, especially noise and light pollution*	

TCFD (Task Force on Climate-related Financial Disclosures)

Topics	Chapters
Governance	
1. Oversight by the Supervisory Board of climate-related risks and opportunities	3.1; 4
2. Role of General Management in assessing and managing climate-related risks and opportunities	2.2.1; 2.2.4
Strategy	
1. Risks and opportunities related to the climate, identified in the short, medium and long term	4.1.2
2. Impact of climate-related risks and opportunities on the Groupe's business, strategy and financial forecasts	4.1.2
3. Resilience of the Company's strategy, taking into account different climate-related scenarios	4.1.2
Risks and opportunities	
1. Procedures to identify and assess climate-related risks	4; 4.1.2
2. Procedures to manage climate-related risks	4; 4.1.2
3. Integration of procedures to identify, assess and manage climate-related risks in the Groupe's overall risk management	2; 4; 4.1.2
Indicators	
1. Indicators used to assess climate-related risks and opportunities, in line with the Groupe's risk management strategy and procedure	4.1.4; 4.1.6
2. Scopes 1, 2 and 3 greenhouse gas emissions and associated risks	4.1.6
3. Objectives used to manage risks and/or opportunities related to the Groupe's climate and performance in relation to its objectives	

4.9 PREPARATION OF THE DECLARATION OF NON-FINANCIAL PERFORMANCE

This is a free English translation of the report by the independent third-party organization issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Report by the Independent Third-Party organization on the verification of the consolidated declaration of non-financial performance.

For the year ended December 31, 2023

To the General Shareholders' Meeting of Publicis Groupe SA,

As Statutory Auditors on the list pursuant to article L.822-1 of the French Commercial Code, designated as Independent Third Party – OTI ("third party") of your Company (hereinafter "Entity"), accredited by Cofrac Inspection, No. 3_2122 (scope available on www.cofrac.fr), we conducted our work in order to provide a limited assurance on the historical information (observed or extrapolated) of the consolidated declaration of non-financial performance statement, prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), for the year ended December 31, 2023 (hereinafter the "Information" and the "Statement" respectively), presented in the management report in accordance with the provisions of articles L. 225-105-1, L. 22-10-36, R. 225-105 and R. 225-105-1 of the French Commercial Code.

It is also up to us to express, at the request of the entity and outside the scope of accreditation, a reasonable assurance conclusion that the information selected by the entity and identified in Appendix 1 have been established, in all material respects, in accordance with the Guidelines.

Reasoned opinion on the conformity and sincerity of the Declaration

Conclusion

Based on the procedures we performed, as described in the "Nature and scope of work" section, and on information we obtained, nothing has come to our attention that causes us to believe that the consolidated non-financial performance declaration is not in compliance with the applicable regulatory requirements and that the information, taken as a whole, is presented fairly in accordance with the Guidelines.

Preparation of the declaration of non-financial performance

The absence of a generally accepted and commonly used framework or established practice on which to base the evaluation and measurement of Information allows for the use of different, but acceptable, measurement techniques that may affect comparability across entities and over time.

Therefore, the Information should be read and understood with reference to the Guidelines, the significant elements of which are presented in the Declaration or available on the website or upon request from the entity.

Limitations inherent in the preparation of Information

The Information may be subject to uncertainty inherent in the state of scientific or economic knowledge and in the quality of the external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates made in preparing it and presented in the Declaration.

As specified in Section 4.1.6 "Review of greenhouse gas (GHG) emissions," the indicators related to greenhouse gas emissions (scope 1, scope 2 and scope 3) have an inherent uncertainty in the calculation method.

Responsibility of the entity

Management is responsible for:

- selecting or establishing appropriate criteria for the preparation of the Information;
- preparing a Declaration in accordance with legal and regulatory requirements, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks and the results of these policies, including key performance indicators and, in addition, the information required by article 8 of Regulation (EU) 2020/852 (Green Taxonomy);
- preparing the Declaration in accordance with the entity's Guidelines referred to above; as well as
- implementing the internal control that it deems necessary to prepare the Information free from material misstatement, whether due to fraud or error.

The Declaration was prepared by the CSR Department for the Management Board.

Responsibility of the Independent Third-Party body

On the basis of our work, our responsibility is to provide a report expressing a moderate assurance conclusion on:

- the compliance of the Declaration with the provisions of article R. 225-105 of the French Commercial Code;
- the fairness of the historical information (observed or extrapolated) provided pursuant to 3° of I and II of article R. 225-105 of the French Commercial Code, namely the results of policies, including key performance indicators, and actions, relating to the main risks.

As it is our responsibility to form an independent conclusion on the Information as prepared by Management, we are not authorized to be involved in the preparation of this Information, as this could compromise our independence.

It is not our responsibility to express an opinion on:

- the entity's compliance with other applicable legal and regulatory requirements (in particular with regard to the information required by article 8 of Regulation (EU) 2020/852 (Green Taxonomy), the Duty of Care plan and the fight against corruption and tax evasion);
- the truthfulness of the information pursuant to article 8 of Regulation (EU) 2020/852 (Green Taxonomy);
- the compliance of products and services with applicable regulations.

Regulatory provisions and applicable professional doctrine

Our work described below was carried out in accordance with the provisions of articles A. 2251 *et seq.* of the French Commercial Code, and the professional doctrine of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement, in particular the technical opinion of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*), Involvement of the Statutory Auditors – Involvement of the Independent Third-Party – Declaration of non-financial performance, our audit program, sent at the beginning of the mission, and the international standard ISAE 3000 (revised) [(1)].

Independence and quality control

Our independence is defined by the provisions of article L. 822-11 of the French Commercial Code and the Code of Ethics of the Statutory Auditors. In addition, we have implemented a quality control system that includes documented policies and procedures designed to ensure compliance with applicable laws and regulations, ethical rules and professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement.

(1) ISAE 3000 (revised) - Assurance engagements other than audits or reviews of historical financial information

Means and resources

Our work was carried out by a team of fifteen people between December 2023 and April 2024, for a duration of approximately 15 weeks.

We called upon our specialists in sustainable development and social responsibility to assist us in our work.

We conducted around ten interviews with the people responsible for preparing the Declaration, representing in particular the general management, risk management, compliance and human resources.

Nature and scope of work

We planned and performed our work considering the risks of material misstatement of the Information.

In our opinion, the procedures we have performed in the exercise of our professional judgment enable us to provide a moderate level of assurance:

- We took note of the activity of all the entities included in the scope of consolidation and the description of the main risks;
- We assessed the appropriateness of the Guidelines in terms of their relevance, completeness, reliability, neutrality and comprehensibility, taking into account, where appropriate, industry best practices.
- We verified that the Declaration covers each category of information provided for in III of article L. 225-102-1 of the French Commercial Code in terms of social and environmental matters as well as respect for human rights and the fight against corruption and tax evasion, and includes, where applicable, an explanation of the reasons for the absence of the information required by the 2nd paragraph of III of article L. 225-102-1 of the French Commercial Code;
- We verified that the Declaration presents the information required under II of article R. 225-105 of the French Commercial Code when relevant with regard to the main risks;
- We verified that the Declaration presents the business model and main risks of all entities included in the scope of consolidation, including, where relevant and proportionate, the risks created by its business relationships, products or services, as well as policies, actions and results, including key performance indicators related to the main risks;
- We verified that the Declaration includes a clear and reasoned explanation of the reasons justifying the absence of a policy concerning one or more of these risks, in accordance with article R. 225-105 I of the French Commercial Code;
- We consulted documentary sources and conducted interviews to:
  - assess the process for selecting and validating the main risks and the consistency of the results, including the key performance indicators selected, with the main risks and policies presented, and
  - corroborate the qualitative information (actions and results) that we considered most important presented in Appendix 1; For certain risks: business ethics, the fight against climate change and responsible purchasing, our work was carried out at the level of the consolidating entity; for the other risks, work was carried out at the level of the consolidating entity and in a selection of entities presented in Appendix 2;
- We verified that the Declaration covers the consolidated scope, *i.e.* all the entities included in the scope of consolidation in accordance with article L. 233-16 of the French Commercial Code with limits as explained in the Declaration;
- We analyzed the internal control and risk management procedures implemented by the entity and have assessed the collection process to ensure the completeness and fairness of the Information;
- For the key performance indicators and other quantitative results that we considered most important presented in Appendix 1, we performed:
  - analytical procedures consisting of verifying the correct consolidation of the data collected as well as the consistency of their changes,
  - detailed tests on a sample basis, consisting of verifying the correct application of definitions and procedures and reconciling the data with supporting documents. This work was carried out on a selection of contributing entities (Appendix 2) and covered at least 50% of the consolidated data selected for these tests;
- we assessed the overall consistency of the Declaration with our knowledge of all the entities included in the scope of consolidation.

The procedures implemented as part of a moderate assurance engagement are less extensive than those required for a reasonable assurance engagement performed according to the professional doctrine of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*); a higher level of assurance would have required more extensive verification work.

Reasonable Assurance Report on the Selected Information

Conclusion

In our opinion, the Information Selected (Appendix 1) by the entity has been prepared, in all material respects, in accordance with the Guidelines.

Nature and scope of work

Concerning the Information Selected by the entity, we carried out work of the same nature as that described in paragraph 1 above for the key performance indicators and the other quantitative results that we considered the most important, but in a more thorough manner, especially with regard to the extent of the tests.

The selected sample thus represents at least 50% of the Information Selected.

We believe that this work allows us to express reasonable assurance on the Information Selected.

Neuilly-sur-Seine, April 23, 2024

The Independent Third-Party body

Grant Thornton

French member of Grant Thornton International

Vincent Frambourt

Partner

Christophe Drevelle

Partner Sustainable Transformation

Appendix 1: List of audited Information

List of verified information and key performance indicators:

Quantitative information (including key performance indicators)	Qualitative information (including actions or results) relating to the following paragraphs
Employee-related information	
• Number of Publicis Groupe employees • Percentage of women on Executive Committees of agencies • Percentage of women agency CEOs • Percentage of women in senior positions • Employee turnover rate • Percentage of workforce trained • Number of hours of training (in e-learning and in person) • Number of employees who benefited from parental leave • Absenteeism rate • Frequency rate and severity rate of workplace accidents • Employee satisfaction survey results	• “DEI policies and actions in selected countries” • “The Marcel platform at the heart of the employee training strategy” • “The workplace of the future is hybrid” • “Well-being in action” • “Compensation and equal pay”
Environmental information	
• Energy consumption and related CO_2 emissions • Percentage of renewable electricity • Refrigerant gas leaks and related CO_2 emissions • Business travel and related CO_2 emissions • Water consumption • Total volume of non-recycled waste	• “Eco-design: Training of employees in environmental issues” • “Protection of biodiversity”
Societal information	
• Financial value of volunteering projects • Percentage of employees trained on Janus • Number of client surveys conducted by agencies (persons interviewed) • Average supplier score in EcoVadis (all sectors) • Average supplier score in P.A.S.S (all sectors)	• “Anti-Bribery & Anti-Corruption Compliance Program” • “Ethical principles applied to all business lines” • “Anchoring the Groupe’s values and the specific details in all business lines” • “Compliance”

Appendix 2: List of audited entities

Locations

PGD Argentina (Argentina)
SC Argentina (Argentina)
Leo Burnett Argentina (Argentina)
Publicis Brazil Communication (Brazil)
DPZ & T (Brazil)
Performics Deepline Comunicacao Estrategica Ltda. (Brazil)
LB Sao Paulo Agency (Brazil)
Talent (Brazil)
China country HQ (China)
S&S Guanzhou (China)
Zenith China (China)
MSL Shanghai (China)
Zenith Trading China (China)
Starcom China (China)
PMX Colombia (Colombia)
PGD Colombia (Colombia)
Leo Burnett Colombia (Colombia)
SMG Colombia (Colombia)
PGD Costa Rica (Costa Rica)
Publicis One Costa Rica (Costa Rica)
Re:Sources Costa Rica BS (Costa Rica)
Publicis Conseil - Base Agency (France)
Saatchi BU (France)
Prodigious France (France)
Carre Noir Paris (France)
MARCEL BU (France)
Epsilon France (France)
Razorfish France New (France)
Metrobus Ile-de-France (France)
Publicis Media France (France)
Publicis Consultants I Paris (France)
METROBUS (France)
Mediagare (France)
SMPA (France)
Re:Sources France BS (France)
Publicis Luxe (France)
PS FR Shared Capabilities (France)
SEZ-Epsilon Overhead (India)
SEZ-Platform Other (India)
SEZ-Agility Unite (India)
SEZ-Agility Loyalty (India)
SEZ-Platform CRM (India)
SEZ-Loyalty (India)
SEZ-Analytics (India)
AEDMI-DX Services (USA)
SEZ-Email Deployment (India)
SEZ-Email Services (India)
SEZ-DX Services (India)
SEZ-Abacus (India)
SEZ-Compiled (India)
SEZ-Automative (India)
SEZ-CJ Affiliate (India)
SEZ-CRM (India)
Re:Sources India Gurgaon Sapient BS (India)
SEZ-CitrusAd-IN Global (India)
PGD TechMedia India (India)
Re:Sources India Gurgaon Sapient IT (India)
PS IN Shared Capabilities (India)
Performics.Convonix India (India)
Digitas Mumbai (India)
PS HQ India (India)
PGD India (India)
LB Bombay (India)
LB Delhi (India)
Hanmer MSL (India)
AEAUK-Abacus (UK)
CRM UK (UK)
UK country HQ (UK)
Zeus Enterprise Ltd (Yieldify UK) (UK)
Zenith International Ltd (UK)
PS GB Shared Capabilities (UK)
BBH Partners LLP (UK)
Spark Foundry Limited (UK)
DigitasLBi Limited (UK)
Zenith UK (UK)
Starcom UK (UK)
Publicis Health UK (UK)
Groupe Connect (USA)
US Country HQ (USA)
AEDMI-Epsilon Overhead (USA)
AEDMI-Platform Other (USA)
AEDMI-Agility Unite (USA)
AEDMI-Agility Loyalty (USA)
AEDMI-Platform CRM (USA)
AEDMI-Loyalty (USA)
AEDMI-Analytics (USA)
AEDMI-Strategy (USA)
AEDMI-Email Deployment (USA)
AEDMI-Email Services (USA)
PS HQ US (USA)

Locations	
AEDMI-Abacus (USA)	S&S Los Angeles (USA)
AEDMI-Compiled (USA)	Zenith USA (USA)
AEDMI-Automotive (USA)	PMX Center (USA)
AEDMI-CRM (USA)	Digitas Agencies (USA)
Harbor Picture Company (USA)	LB USA Brand Advertising (USA)
Razorfish - US (USA)	SC USA Division (USA)
PeopleCloud Discovery (USA)	PXP (USA)
CitrusAd-US (USA)	Spark Communications (USA)
NVMED-Epsilon Overhead (USA)	Leo Burnett Detroit (USA)
NVMED-CRM (USA)	Mediavest USA (USA)
PS US Shared Capabilities (USA)	Arc USA (USA)
MSL USA (USA)	Performics US (USA)

Chapter

5. COMMENTARY OF THE FINANCIAL YEAR

The following developments are the main elements of the management report mentioned at I of article L. 451-1-2 of the French Monetary and Financial Code and in article 222-3 of the General Regulation of the AMF, which must include the information mentioned in articles L. 225-100, L. 225-100-2, L. 225-100-3 and in the second paragraph of article L. 225-211 of the French Commercial Code.

Other information corresponding to elements required in the management report is to be found in Section 10.6 “Cross-reference table for the management report.”

The following should be read in conjunction with the consolidated financial statements and related notes. They contain information concerning the Groupe’s future objectives which imply risks and uncertainties, including, in particular, those described in Chapter 2 "Risks and risk management."

5.1 INTRODUCTION

2023 was marked by a less sharp slowdown than expected and a level of inflation kept under control. **The global economy grew** 2.6% overall while inflation dropped considerably. Despite representing a slight dip *versus* 2022 (up 2.8%), this figure exceeded the forecasts from the beginning of last year (up 1.7%). By region, there was a major gap between the United States (up 2.4%) and Europe (up 0.5%), while China (up 5.2%) saw a return to growth following the lifting of health restrictions and reopening of its economy at the end of 2022. 2023 was hit by a major slowdown in international trade due to the trade war between China and the United States. For instance, Chinese imports and exports dropped from 4 to 5% and German exports fell by over 1% in 2023. Moreover, changes in public spending played a major part in determining growth trends. While the United States' economy was significantly bolstered by the change in public finance policy in line with the Inflation Reduction Act, in Europe (the euro zone), the drop in public spending and shrinking of the deficit weighed on the economy. Lastly, the labor market remained extremely strong across all analyzed areas: the return to work for hundreds of thousands of workers contributed to the economy’s resilience. In terms of monetary policy, 2023 was marked by a widespread drop in inflation, which had risen in the wake of the Covid-19 health crisis and, in particular, after the outbreak of the conflict between Ukraine and Russia in February 2022. The restrictive monetary policies implemented by the Fed in March 2022, and the ECB in July of the same year, proved effective. Following a cycle of severe interest rate hikes, inflation rates returned to levels of around 2 to 5% among major developed countries at the end of 2023. Industrial raw material prices fell significantly in 2023, mainly due to the decline in demand. Oil prices also dropped despite the ongoing conflict in the Near East.

In the **United States**, GDP growth accelerated until Q3 2023 (up from 1.8% to 2.9% growth at an annualized rate before slowing significantly in the fourth quarter). Overall, the United States posted growth of 2.4%, largely exceeding the forecasts published at the beginning of the year (growth limited to 0.5% according to the Factset consensus). Among the main GDP items, household consumption increased by 2.2% and business investment rose 4.4%. The resilience of the world’s largest economy is all the more remarkable given the significant rise in interest rates compared to 2022.

This economic performance is due to two main factors: the implementation of the Inflation Reduction Act (and the overall increase in public spending) and the buoyant labor market. Passed by Congress in August 2022, the Inflation Reduction Act is a set of measures aimed at contributing towards decarbonization in the United States. The Act introduces a major grant system for companies and households and represents a budget of almost USD 400 billion over several years. In total, the United States' federal deficit increased from USD 1,365 billion in 2022 to USD 1,695.2 billion in 2023, an increase of USD 330.2 billion. The United States' labor market remained buoyant throughout the year. While the job market usually depends on the economic climate, we should now consider that employment has become a cause of growth. The return to work for tens of thousands of Americans therefore helped boost overall economic growth. The American economy generated nearly 3 million jobs in 2023, for a working population of around 164 million as of year-end 2022. The unemployment rate rose slightly, but still remained very low (3.7% at year-end, *vs.* 3.4% at the beginning of the year). The Federal Reserve’s fight against inflation in 2023 proved successful following several interest rate hikes (5.5% federal funds target rate in September). While consumer price inflation reached 8% in 2022, it is expected to be limited to 4% in 2023.

In the **euro zone**, the economic climate slowed considerably as growth fell from 3.4% in 2022 to 0.5% in 2023. The economy declined gradually throughout the year: quarterly GDP growth fell from 1.1% in Q1 to 0.1% in Q4. Within the euro zone, German GDP dipped 0.2%, whereas GDP in France, which is less dependent on exports, rose 0.9%, and Italy’s increased by 0.7%. These figures are higher than the forecasts published last year, as economists were expecting a downturn in euro zone GDP in 2023. This trajectory, which is diametrically opposed to that of the United States, is due to a higher sensitivity to exports and the shrinking of public spending. Euro zone exports, which increased by over 7.2% in 2022, remained flat in 2023. Imports, on the other hand, fell 0.5% in 2023 following an 8.1% increase in 2022: the downturn in global trade heavily impacted the economy in the euro zone, particularly in Germany. The euro zone’s sluggish economic performance is partly due to the change in public spending. The public deficit shrank from 3.6% to 3.4% of GDP, the opposite of the trend seen in the United States. Similar to the United States, the change in prices (up

8.4% in 2022 for the European Harmonized Index of Consumer Prices) drove the ECB to increase interest rates in 2023, with the main refinancing rate reaching 4.5% in September. As in the United States, inflation also seemed under control, albeit slightly higher (5.5% in 2023). The labor market was able to overcome the economic slowdown, as the unemployment rate remained particularly low for the euro zone, only increasing slightly to 6.5%.

The **United Kingdom**'s GDP followed a similar trend to that of euro zone countries, albeit more volatile: its GDP is set to grow 0.5% in 2023, a sharp slowdown versus 2022 (up 4.3%). The downturn in global trade affected UK exports (down 0.6%, following a 9% increase in 2022) and imports (down 1.4%, after a 14.6% surge in 2022). As in the euro zone, the public deficit fell slightly, from 5.1% to 4.9% of GDP: public spending shrank by 0.2%. Despite the Bank of England's tight monetary policy, inflation remained a topic of concern, at 7.4% in 2023 *vs.* 9.1% in 2022.

The reopening of the **Chinese economy**, announced in December 2022 following a "Zero Covid" policy, led to a considerable recovery, as GDP grew by 5.2% in 2023, following 3% growth in 2022. The lifting of Covid restrictions mainly boosted consumption: retail sales, for example, rose 18% in April 2023 *vs.* April 2022, and 12.7% in May. According to the latest figures from November 2023, retail sales were up 10%. Conversely, foreign trade fell sharply: exports were down 4.1% in 2023, and imports dropped by 5.3%. Inflation failed to make a comeback as in Western countries, staying limited at 2% in 2022 and returning to around 0% in 2023, with a risk of deflation. The Chinese economy is still impacted by a major real estate crisis.

The **price of oil, energy and foodstuffs** dropped in 2023. The global economic slowdown curbed demand for industrial raw materials, while agricultural commodity prices dropped back following a sharp increase the previous year. Year-end oil prices were close to the lowest of the year despite the conflict between Hamas and Israel, which could lead to major geopolitical consequences in oil-producing countries.

In this uncertain macroeconomic environment, the advertising market continued to grow in 2023. According to Zenith's December 2023 forecasts, global advertising spend grew 5.2% in the year, to reach USD 874 billion. Although slightly lower than the June 2023 forecast, growth in 2023 remained at a historically high level, especially since it followed increases of 16% in 2021 and 6% in 2022.

In this context, the Groupe continued to offer its services and products through a unique business mix and positioning to help its customers transform their marketing and business models.

This enabled the Groupe to post another record year in 2023 for all its indicators.

In 2023, the Groupe's net revenue came in at euro 13,099 million compared to euro 12,572 million in 2022, up +4.2% on a reported basis and +6.3% on an organic basis.

The operating margin was euro 2,363 million, an increase of +4.3% year-on-year, resulting in an operating margin rate of 18.0%, stable compared to 2022.

The Groupe's net income was euro 1,312 million, up 7.4% compared to 2022.

Headline net income (as defined in Note 10 of the consolidated financial statements) stood at euro 1,767 million, compared to euro 1,611 million in 2022. Headline diluted net income per share was euro 6.96, an increase of 9.6% compared to 2022.

The balance sheet as of December 31, 2023 showed net cash of euro 909 million compared to net cash of euro 634 million as of December 31, 2022. Average net financial debt stood at euro 432 million in 2023 compared to euro 685 million in 2022.

The dividend that will be proposed to the General Shareholders' Meeting of May 29, 2024 is euro 3.40 per share. As a percentage of headline diluted earnings per share, it represents a payout ratio of 48.9%, in line with the dividend payout policy of a 45 to 50% payout ratio. Subject to the approval of the General Shareholders' Meeting, payment of the dividend will be made on July 3, 2024, entirely in cash.

5.2 ORGANIC GROWTH

When comparing its annual performance, Publicis Groupe measures the impact on reported net revenue of changes in foreign currency exchange rates, acquisitions and disposals, and organic growth. Organic growth, which represents the increase in like-for-like revenue at constant exchange rates, is calculated as follows:

- net revenue of the previous year is recalculated applying the current year average exchange rate;
- net revenue from acquisitions (net of revenue from any divested activities) is subtracted from the current year net revenue, in order to neutralize the impact on growth of changes in Groupe scope.

The difference between the net revenue for the current year, after subtraction of the net revenue from acquisitions (net of that of divested activities), and the net revenue of the previous year (converted at the current exchange rate) is compared with the net revenue generated in the prior period to determine the percentage of organic growth.

The Groupe believes that the analysis of organic net revenue growth provides a better understanding of its net revenue performance and trends than reported net revenue because it allows for more meaningful comparisons of current period revenue to that of prior periods. Also, like-for-like revenue is also generally used in the industry as a key performance indicator.

Like-for-like revenue is not audited and is not a measurement of performance, according to IFRS standards. It may not be compared with similarly titled financial data of other companies.

(in millions of euros)	Total
2022 net revenue	**12,572**
Currency impact	(340)
2022 net revenue at 2023 exchange rates (A)	**12,232**
2023 net revenue before impact of acquisitions (1) (B)	**12,999**
Net revenue from acquisitions (1)	100
2023 net revenue	**13,099**
Organic growth (B - A) / A	**+6.3%**

(1) Net of disposals

Organic growth was +6.3% in 2023, after two years at double-digits.

Organic growth for each quarter in 2023 was:

- first quarter: +7.1%;
- second quarter: +7.1%;
- third quarter: +5.3%;
- fourth quarter: +5.7%.

5.3 ANALYSIS OF CONSOLIDATED INCOME STATEMENT

5.3.1 Net revenue

Publicis Groupe's net revenue for the full year 2023 was euro 13,099 million, up +4.2% compared to euro 12,572 million in 2022. Exchange rate variations over the financial year had a negative impact of euro 340 million, and acquisitions (net of disposals) had a positive impact of euro 100 million.

Organic growth was +6.3% in 2023 compared to 2022. This implies organic growth of +21% compared to 2019.

The Groupe's strong and consistent performance in 2023 was reflected in each and every one of its activities.

Media, one third of revenue, grew by double-digits on top of double-digits last year, benefitting from both market share gains and organic growth at existing clients.

Data and tech activities, another third of revenue, posted a very solid growth overall. On the one hand, despite the context of a slowdown in the digital business transformation market experienced by comparable IT consulting firms, Publicis Sapient achieved a solid +3.2% organic growth on top of a very high comparable base of +19% in 2022. On the other hand, Epsilon's performance accelerated in the second half of the year, posting +9.6% on an organic basis in 2023, supported by a sustained high demand in first-party data management.

Creative, the remaining third of revenue, showed its resilience with single-digit organic growth for the year.

/ Breakdown of 2023 net revenue by region

The following table shows the evolution of net revenue in Publicis Groupe main markets.

	Net revenue		Growth		
(in millions of euros)	2023	2022	Reported	Organic *vs.* 2022	Organic *vs.* 2019
North America	8,050	7,869	+2.3%	+4.9%	+23%
% of total	61%	63%			
Europe	3,172	2,879	+10.2%	+10.3%	+18%
% of total	24%	23%			
Asia-Pacific	1,156	1,176	-1.7%	+2.9%	+13%
% of total	9%	9%			
Middle East & Africa	380	359	+5.8%	+12.4%	+19%
% of total	3%	3%			
Latin America	341	289	+18.0%	+8.9%	+21%
% of total	3%	2%			
Total	**13,099**	**12,572**	**+4.2%**	**+6.3%**	**+21%**

In **North America**, net revenue was up +4.9% on an organic basis in 2023. Taking into account a negative impact of the US dollar to euro exchange rate, reported growth was at +2.3%. The United States posted a very solid +5.0% on an organic basis, on top of double-digit growth last year, fueled by double-digit Media activities. Epsilon saw its net revenue increase by +9.6% on an organic basis for the year, with a particularly strong performance in Digital Media. Creative activities were broadly stable for the year. Finally, Publicis Sapient was up +2.5% on a strong comparable base, impacted by the delays in DBT projects experienced by all comparable IT consulting firms.

Net revenue in **Europe** grew +10.3% on an organic basis (+10.2% reported), including a very strong +10.4% in the United Kingdom, +5.2% [1] in France, +7.2% in Germany and +16% in Central and Eastern Europe. Excluding the impact of our Outdoor Media activities and the Drugstore, organic growth was +9.0% in Europe.

(1) Excluding Outdoor Media activities & the Drugstore.

Asia-Pacific saw its net revenue grow by +2.9% an organic basis and decline by 1.7% on a reported basis. China posted +2.2% organic growth despite difficult macroeconomic conditions throughout the year.

Net revenue in the **Middle East & Africa** region was up +12.4% an organic basis and +5.8% on a reported basis.

In **Latin America**, organic growth was at +8.9%, while reported net revenue growth was at +18.0%.

5.3.2 Operating margin and operating income

Operating margin

EBITDA amounted to euro 2,845 million in 2023, compared to euro 2,801 million in 2022, up 1.6%. The EBITDA margin is 21.7% of net revenue.

Personnel costs were euro 8,514 million in 2023, up by 3.7% from euro 8,211 million in 2022. They represent 65.0% of net revenue in 2023, compared to 65.3% in 2022. Fixed personnel costs were euro 7,531 million, representing 57.5% of net revenue, *vs.* 56.5% in 2022. The cost of freelancers decreased by euro 124 million in 2023, amounting to euro 332 million. Restructuring costs reached euro 111 million, representing less than 1% of net revenue, up from euro 82 million in 2022.

Non-personnel costs amounted to euro 2,222 million in 2023, compared to euro 2,095 million in 2022. This represented 17.0% of net revenue *vs.* 16.7% in 2022. These costs include:

- **other operating expenses** (excluding pass-through costs, depreciation & amortization) amounted to euro 1,740 million, compared to euro 1,560 million in 2022. This represented 13.3% of net revenue in 2023 compared to 12.4% in 2022;
- **depreciation and amortization** expense was euro 482 million in 2023, *vs.* euro 535 million in 2022, a reduction of 10% or euro 53 million. It reflects the consolidation of the Groupe's real estate footprint as well as an increase in the share of SaaS platforms used by the Groupe and directly expensed.

The **operating margin** amounted to euro 2,363 million, up +4.3% compared to 2022. This represents a margin rate of 18.0%, stable versus 2022.

Operating margin rates were 19.0% in North America, 17.7% in Europe, 19.0% in Asia-Pacific, 6.7% in Latin America and 8.7% in the Middle East & Africa region.

Operating income

Amortization of intangibles arising from acquisitions totaled euro 268 million in 2023, down euro 19 million from euro 287 million in 2022.

Impairment losses amounted to euro 153 million (euro 109 million in 2022), essentially related to the real estate consolidation plan "All in One," which leads to a reduction in the number of sites while allowing better collaboration between the teams.

In addition, **other net non-current income** is negative, at euro 202 million in 2023 (*vs.* a negative euro 103 million in 2022), largely reflecting a euro 203 million charge related to the Rosetta settlement. A comprehensive resolution was reached with all 50 American State Attorneys General, the District of Columbia, and certain United States territories related to past work undertaken for opioid manufacturers, primarily by former advertising agency Rosetta, bringing to a close almost three years of discussions. In the context of this settlement, following the payment of USD 343 million to the states, Publicis Health was compensated USD 130 million by its insurers. Consequently, it has recorded a non-recurring charge of USD 213 million before tax in the fourth quarter of 2023. In addition, USD 7 million to be paid to the Attorneys General for the cost of investigation and other various costs have been accounted for. The total impact of the settlement before tax in the non-current income is a charge of USD 220 million, corresponding to euro 203 million. This settlement, in which the Attorneys General recognized Publicis Health's "good faith and responsible corporate citizenship," is in no way an admission of wrongdoing or liability.

Operating income totaled euro 1,740 million in 2023, after euro 1,767 million in 2022.

5.3.3 Other income statement items

The **financial result**, comprising the cost of net financial debt and other financial charges and income, was a charge of euro 21 million in 2023, compared to a charge of euro 117 million in 2022.

- The **cost of net financial debt** was an income of euro 78 million in 2023, compared to a charge of euro 17 million in 2022. It included a euro 99 million interest expense largely related to Epsilon's acquisition debt (euro 102 million in 2022), partly mitigated by financial income of euro 178 million, up compared to euro 85 million in 2022, largely reflecting higher remuneration on cash balances.

- **Other financial income and expenses** were a charge of euro 99 million in 2023, notably composed by euro 79 million interest on lease liabilities and euro 1 million in income from the fair value remeasurement of mutual funds. In 2022, other financial income and expenses were a charge of euro 100 million, notably composed of euro 87 million interest on lease liabilities and euro 9 million in income from the fair value remeasurement of mutual funds.

The **revaluation of earn-out payments** amounted to an income of euro 12 million compared to a loss of euro 2 million in 2022.

The **income tax charge** was euro 415 million in 2023, corresponding to an effective tax rate of 24.1%. This compared to euro 431 million in 2022, corresponding to an effective tax rate of 24.8%.

The **share in profit of associates** was an income of euro 6 million (compared to an income of euro 5 million in 2022).

Minority interests were a gain of euro 10 million in 2023, when they were negligible in 2022.

Overall, **net income attributable to the Groupe** was euro 1,312 million in 2023, an increase of 7.4% compared to euro 1,222 million in 2022. Finally, the Groupe's earnings per share was euro 5.23 in 2023, an increase of 7.4% compared to euro 4.87 in 2022.

5.4 FINANCIAL POSITION AND CASH

5.4.1 Cash flow

Net cash flow from operating activities resulted in a surplus of euro 2,048 million in 2023, compared with a surplus of euro 2,417 million in 2022. The main change is related to the income tax paid, which amounts to euro 669 million in 2023 compared to euro 430 million in the previous year. This increase is partially related to the payment made by the Groupe in January 2023 of an additional euro 107 million in respect of the 2022 financial year, reflecting the implementation of the "Tax Cuts and Jobs Act" (TCJA) in the United States. This tax legislation requires the capitalization and amortization of R&D expenses in the United States over five years.

Net cash flow from investing activities includes acquisitions and disposals of tangible and intangible fixed assets, net acquisitions of financial assets and acquisitions and disposals of subsidiaries. Net cash used in investing activities amounted to euro 348 million in 2023, after an outflow of euro 749 million in 2022. Net investments in property, plant and equipment and intangible assets amounted to euro 178 million, compared with euro 194 million in 2022. Net investment in the acquisition of subsidiaries amounted to euro 183 million, notably including the acquisitions of Practia and Corra, as well as euro 71 million related to earn-out payments, compared to euro 566 million in 2022 (which included in particular the acquisitions of Tremend, Profitero, Wiredcraft, Yieldify, and Retargetly, as well as the negative impact of euro 49 million related to the disposal of Russian activities).

Net cash flow from financing activities generated an outflow of euro 1,755 million in 2023 compared with an utilization of euro 1,000 million in the previous year. The outflow is mainly related to dividends paid to Groupe's shareholders for euro 726 million, up from euro 603 million in 2022. The loan repayments amounted to euro 502 million in 2023 (mainly related to the Eurobond 2023 in November), compared with euro 10 million in 2022. The (net) repurchase of treasury shares generated a cash outflow of euro 189 million (compared with a cash inflow of euro 41 million in 2022), mainly linked to the share buyback program related to 3,000,000 treasury shares, which took place in February and March for a total amount of euro 222 million. Repayments of lease liabilities and related interest amounted to euro 423 million in 2023, comparable to euro 404 million in 2022. Net interest received amounted to euro 93 million in 2023, after euro 17 million paid in 2022.

In total, the **Groupe's cash position** net of bank credit balances decreased by euro 366 million in 2023, compared to an increase of euro 968 million in the previous year.

Including the short-term credit lines, the **Groupe's available liquidity** amounted to euro 6,250 million as at December 31, 2023, compared to euro 6,616 million as at December 31, 2022.

Free cash flow

The table below shows the calculation of the Groupe's free cash flow:

(in millions of euros)	2023	2022
EBITDA	**2,845**	**2,801**
Repayment of lease liabilities and related interests	(423)	(404)
Financial interest paid (net)	93	(17)
Tax paid	(669)	(430)
Other	(121)	51
Cash flow from operations before change in WCR	**1,725**	**2,001**
Investments in fixed assets (net)	(178)	(194)
Free cash flow before changes in WCR	**1,547**	**1,807**
Rosetta Settlement	148	-
Adjusted free cash flow (excl. Rosetta settlement)	**1,695**	**1,807**
TCJA transitional cash tax related to 2022 paid in January 2023	107	(107)
Underlying Free Cash Flow before change in WC requirements	**1,802**	**1,700**

The Groupe's **free cash flow**, before change in working capital requirements, amounted to euro 1,547 million in 2023. This included two main non-recurring cash outflows:

- in terms of **taxes paid**: in January 2023, the Groupe paid an additional euro 107 million cash amount related to the 2022 financial year (euro 110 million at 2022 USD/euro exchange rate), reflecting the implementation of the "Tax Cuts and Jobs Act" (TCJA) in the United States, that was confirmed in late December 2022. This change in tax legislation requires the capitalization and amortization of R&D expenses in the United States over five years and has no impact on the effective tax rate. Including this additional payment, the free cash flow for the Groupe was euro 1,700 million for 2022. This payment explains part of the euro 239 million increase in tax paid, from euro 430 million in 2022 to euro 669 million in 2023;
- **Rosetta settlement agreement** (cf. Other non-current income and expenses): The Groupe paid USD 213 million, corresponding to the amount paid into an escrow account allocated to the states, the District of Columbia and certain territories of the United States (USD 343 million), and was compensated by insurance reimbursements of USD 130 million. After tax, this non-recurring charge corresponds to a cash outflow of USD 160 million, or euro 148 million. Adjusted for the cash impact of this settlement, the free cash flow for the Groupe was euro 1,695 million for 2023, in line with the guidance of the Groupe of close to euro 1.7 billion.

Repayment of lease liabilities and related interests amounted to euro 423 million in 2023, comparable to euro 404 million in 2022.

Net financial interest generated an income of euro 93 million, compared with a net expense of euro 17 million in 2022, reflecting higher remuneration on cash balances.

Net investments in fixed assets amounted to euro 178 million, down by euro 16 million compared to euro 194 million in 2022.

After restatement of non-recurring cash outflows, the **Groupe's free cash flow** after changes in working capital requirements was euro 1,802 million, improving by euro 102 million compared to the comparable euro 1,700 million on a comparable base for the previous year.

5.4.2 Groupe share capital and debt (short- and long-term)

Consolidated equity attributable to holders of the parent company increased from euro 9,635 million at December 31, 2022 to euro 9,788 million at December 31, 2023, due to the following elements:

(+) Net income 2023: euro 1,312 million;

(-) Other comprehensive income, net of tax: euro 341 million;

(-) Dividends: euro 726 million;

(+) Share-based compensation, net of tax: euro 102 million;

(-) (Purchases)/sales of treasury shares: euro 189 million;

(-) Other items: euro 5 million.

Minority interests were negative at euro 40 million, compared to euro 35 million at December 31, 2022.

/ Net financial debt

(in millions of euros)	December 31, 2023	December 31, 2022
Financial debt (long and short-term)	3,188	3,616
Fair value of hedging derivatives on the 2025, 2028 and 2031 Eurobonds [1]	117	260
Fair value of derivatives hedging intra-group loans and borrowings [1]	36	106
Total financial debt including market value of the associated derivatives	**3,341**	**3,982**
Cash and cash equivalents	(4,250)	(4,616)
Net financial debt	**(909)**	**(634)**
Debt/equity (including minority interests)	**n/a**	**n/a**

(1) Carried on the consolidated balance sheet under "Other receivables and current assets" and/or under "Other creditors and current liabilities."

The Groupe reported a **net cash position** of euro 909 million at December 31, 2023 compared to a euro 634 million net cash position at December 31, 2022.

The **Groupe's average net debt** amounted to euro 432 million, compared with euro 685 million in 2022.

The Groupe's gross debt amounted to euro 3,341 million at December 31, 2023, compared with euro 3,982 million at December 31, 2022. This debt consisted of 77% long-term borrowings (see Note 24 to the consolidated financial statements in Chapter 6 for a detailed maturity schedule of Groupe debt).

Financial liabilities, after taking into account the interest rate swaps on the Eurobonds, are predominantly made up of fixed-rate borrowings (98% of the gross debt excluding debt related to long-term equity investments and commitments to buy-out minority interests), with an average rate recognized for 2023 of 2.9%.

Debt breakdown by currency (after currency swaps) as at December 31, 2023 was as follows: euro 2,633 million denominated in US dollars, euro 672 million denominated in euros, and euro 36 million denominated in other currencies.

5

The table below presents the Groupe's financial ratios for 2022 and 2023:

	2023	2022
(Average net financial debt + average lease liabilities) / operating margin before depreciation and amortization	1.0	1.2
(Net financial debt + lease liabilities) / equity	0.15	0.20
Interest coverage: operating margin before depreciation and amortization/ (cost of net financial debt + interest on lease liabilities)	n/a [1]	27

(1) In 2023, the cost of financial debt is income.

5.4.3 Terms of borrowings and financing structure of the Groupe

In order to manage its liquidity risk, Publicis holds a substantial amount of cash (cash and cash equivalents) for a total of euro 4,250 million as of December 31, 2023 and undrawn confirmed credit lines representing a total of euro 2,000 million as of December 31, 2023 corresponding to a multi-currency syndicated loan, maturing in 2024. This credit facility has been renewed until 2026 up to euro 1,579 million.

These immediately or almost immediately available sums allow the Groupe to broadly meet its general funding requirements.

They only include standard credit default event clauses (liquidation, cessation of payment, default on the debt itself or on the repayment of another debt above a given threshold) which are generally applicable above a threshold of euro 25 million.

The Groupe has not established any credit derivatives to date.

Groupe cash management continued to benefit from the introduction of local centralized cash-pooling centers in the Groupe's main markets (domestic cash poolings). An international cash pooling structure has been implemented to pool all cash for the Groupe as a whole.

Two financial companies established in Dublin in 2014 were added to the Groupe structure to manage financing transactions and the short-term investing of subsidiaries' liquidity. In 2017, one of these two companies, MMS Multi Euro Services DAC, became the lynchpin of the centralization of international cash pooling for the entire Groupe. The other company, MMS Ireland DAC, whose functional currency is the dollar, became the lynchpin of the centralization of cash pooling for most of the Groupe's US entities.

It bears noting that the Groupe's cash resources are, for the most part, centralized in Ireland. Cash resources not centralized in Ireland are, for the most part, held by subsidiaries in countries where funds can be freely transferred and centralized.

Publicis has a BBB+ rating with a stable outlook from the rating agency S&P Global, as well as a Baa1 rating with a stable outlook by Moody's Investors Service, following the upgrading of the two ratings in May 2023.

See also Notes 24 and 30 to the consolidated financial statements (Section 6.6 "Notes to the consolidated financial statements").

5.4.4 Restriction on the use of capital

As of December 31, 2023, and at the closing date of the financial statements, there were no rating triggers or financial covenants for short-term bank credit lines, syndicated loans, or bonds likely to restrict the Groupe's liquidity.

There are no legal or economic restrictions likely to limit or significantly restrict any transfers of funds to the parent company in the near future.

5.4.5 Sources of financing

Publicis has established a group-wide policy for selecting authorized banks as counterparties for all its subsidiaries. This policy requires that deposits be made in authorized banks and that, in general, all banking services be provided exclusively by these banks. The list of authorized banks is reviewed periodically by the Groupe Treasury Department. Exceptions to this policy are handled centrally for the entire Groupe by the Treasury Office.

Given its cash position and its confirmed unused credit lines amounting to euro 6,250 million at December 31, 2023, the Groupe has the necessary liquidity to meet its operating requirements and investment plan.

5.5 PUBLICIS GROUPE SA (PARENT COMPANY OF THE GROUPE)

Operating income totaled euro 87 million in 2023, compared with euro 91 million in 2022. It includes rental income on real estate and fees for services contracted by the Groupe's subsidiaries for euro 29 million (compared to euro 24 million in 2022) and pass-through revenue and other income for euro 58 million (compared to euro 67 million in 2022). The majority of these items have no impact on the Company's income, as they are offset by operating expenses.

Operating expenses amounted to euro 80 million in 2023, compared with euro 87 million in the previous year.

As a result, **operating income** is a profit of euro 7 million in 2023, *vs.* euro 4 million in 2022.

Financial income amounted to euro 916 million as of December 31, 2023, compared with euro 95 million the previous year. This sharp increase is due to dividends received from subsidiaries in 2023.

Financial expenses totaled euro 135 million in 2023, compared to euro 69 million the previous year. This change is due to the increase in the interest expense related to the Groupe's cash pool.

Pre-tax profit was a positive euro 788 million for 2023, compared to euro 29 million in the previous financial year.

The **exceptional result** was not significant in 2023, and is compared to a loss of euro 4 million in 2022.

After inclusion of a euro 12 million **income tax credit** (*vs.* euro 6 million in 2022), resulting from the tax consolidation in France, the **net income** of Publicis Groupe, the Groupe's parent company, was a profit of euro 800 million as of December 31, 2023 compared to euro 31 million as of December 31, 2022.

/ Information on client payment terms referred to in article D. 441-6 of the French Commercial Code

	Invoices issued and not settled on the reporting date that are past due					
	0 days	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)
(A) Late payment tranches						
Number of invoices involved	-					30
Total amount of invoices involved, inc. tax (in euros)	-	23,136	23,899	19,237	320,815	387,087
Percentage of revenue, inc. tax, for the financial year	-	0.03%	0.03%	0.02%	0.37%	0.44%
(B) Invoices not included in (A) relating to bad debts and receivables or not recognized						
Number of invoices not included						-
Amount of invoices not included (in euros)						-
(C) Reference payment periods used (contractual or legal – article L. 441-6 or article L. 443-1 of the French Commercial Code)						
Payment terms used to calculate late payments:	Contractual deadlines shown on our invoices.					

/ Information on supplier payment terms referred to in article D. 441-6 of the French Commercial Code

	Invoices received and not settled on the reporting date that are past due					
	0 days	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days or more**	**Total (1 day or more)**
(A) Late payment tranches						
Number of invoices involved	-					24
Total amount of invoices involved, inc. tax (in euros)	-	433,866	3,652	-	3,156	440,674
Percentage of total amount of purchases, inc. tax for the year	-	5.57%	0.05%	-	0.04%	5.65%
(B) Invoices not included in (A) relating to bad debts and receivables or not recognized						
Number of invoices not included						9
Total amount of invoices not included (in euros)						28,927
(C) Reference payment periods used (contractual or legal – article L. 441-6 or article L. 443-1 of the French Commercial Code)						
Payment terms used to calculate late payments:	Contractual deadlines, *i.e.* those listed on our purchase orders, range from cash to 60 days, in compliance with the maximum legal conditions.					

Information on acquisitions and disposals by the Company of its own shares

The liquidity contract with EXANE has been in force since September 12, 2022.

Under the liquidity contract, the Company acquired 2,806,521 shares in 2023 at an average price of euro 72.24, and sold 2,843,116 shares at an average price of euro 71.89.

The trading fees and other expenses incurred by the Company during the 2023 financial year for transactions executed pursuant to the share buyback program, authorized by the 17th resolution of the General Shareholders' Meeting on May 25, 2022, and then by the 18th resolution of the General Shareholders' Meeting on May 31, 2023, amounted to euro 80,000.

/ Summary table of transactions by the Company in Publicis Groupe SA shares in 2023

	Share buybacks (Excluding liquidity contract)		Deliveries of free share plans	Deliveries of stock options	Purchases (liquidity contract)		Sales (liquidity contract)	
At 12/31/2023	**Amount** (in shares)	**Average price** (in euros)	**Amount** (in shares)	**Amount** (in shares)	**Amount** (in shares)	**Average price** (in euros)	**Amount** (in shares)	**Average price** (in euros)
Under the 17th resolution of the General Shareholders' Meeting of May 25, 2022	3,000,000	73.95	965,745	560,148	1,390,974	71.57	1,341,072	71.60
Under the 18th resolution of the General Shareholders' Meeting of May 31, 2023			19,940	-	1,415,547	72.89	1,502,044	73.12
Total	**3,000,000**	**73.95**	**985,685**	**560,148**	**2,806,521**	**72.24**	**2,843,116**	**72.40**

At December 31, 2023, Publicis Groupe SA owned 3,737,367 shares with a par value of euro 0.40, representing 1.47%% of its own share capital, for an overall cost price of euro 264,690,647 and an average price per share of euro 70.82.

These shares are broken down into 21,329 shares held under the liquidity contract and 3,716,038 shares allocated to free share plans or stock options.

Allocation of 2023 net income and setting the dividend

The General Shareholders' Meeting called to approve the 2023 financial statements on May 29, 2024, will be asked to allocate distributable earnings, which consist of:

- net income for the 2023 financial year: euro 799,821,338.55;
- minus allocation to the statutory reserve [(1)]: -;
- plus earnings brought forward at December 31, 2023: euro 11,048,837.60;
- total of **distributable earnings: euro 810,870,176.15**;
- to which is added an amount taken from conversion premiums: euro 1,934,805.37;
- to which is added an amount taken from issuance premiums: euro 51,855,342.48.

I.e. **a total of euro 864,660,324 distributed to shareholders** (based on a **dividend** of **euro 3.40** per share and 254,311,860 shares, including treasury shares, as of December 31, 2023).

5.6 DIVIDEND DISTRIBUTION POLICY

Dividend paid for the financial year	Number of shares that received dividends [(1)]	Unit dividend (in euros)	Total payout (in millions of euros)	Share price at December 31 (in euros)	Yield
2019	240,437,061	1.15 [(2)]	276.5	40.36	2.85%
2020	247,769,038	2.00	495.5	40.76	4.91%
2021	251,129,966	2.40	602.7	59.20	4.05%
2022	250,501,916	2.90	737.5	59.42	4.88%
2023	**254,311,860**	**3.40 [(3)]**	**864.7**	**84.00**	**4.05%**

(1) Number of shares receiving dividends, after deducting treasury shares, except for the 2023 distribution, which includes treasury shares existing as of December 31, 2023.
(2) The dividend to be paid in respect of the 2019 financial year was reduced from euro 2.30 to euro 1.15 per share, as part of an exceptional measure related to the Covid-19 pandemic.
(3) Submitted to vote during the General Shareholders' Meeting of May 29, 2024.

As part of the Sprint to the Future plan, the Groupe committed to a **payout ratio of around 45%**. This resulted in a dividend of euro 2.12 per share for 2018, an increase of 6% and representing 44.9% of headline diluted EPS. In 2019, it was initially planned to propose a dividend of euro 2.30 per share, representing a payout ratio of 45.8% of headline diluted earnings per share. However, in view of the global crisis caused by the Covid-19 pandemic, it was decided to reduce the dividend planned for 2019 to euro 1.15 per share. In respect of 2020, the Groupe paid a dividend of euro 2.00 per share, *i.e.* a payout ratio of 46.8%, a level higher than that observed before the pandemic.

On the occasion of its annual results for 2021, the Groupe proposed to increase **its dividend payout ratio, which will be between 45% and 50%**. Accordingly, the Groupe paid a dividend of euro 2.40 per share for 2021 and then euro 2.90 per share for 2022, corresponding to payout ratios of 47.8% and 45.7% respectively of headline diluted earnings per share.

For 2023, the Groupe will propose a dividend of euro 3.40 per share to its shareholders at the General Shareholders' Meeting of May 29, 2024. This dividend corresponds to a payout ratio of 48.9% of headline diluted earnings per share.

(1) The amount of the legal reserve has reached the threshold of 10% of the share capital.

5.7 OUTLOOK

The trends set out below do not constitute profit forecasts or estimates within the meaning of European regulation no. 809/2004 of April 29, 2004, as amended, implementing directive 2003/71/00 of the European Parliament and of the Council of November 4, 2003.

The Groupe announced its 2024 outlook during its full-year results presentation on February 8, 2024. This outlook was confirmed with the publication of net revenue for the first quarter of 2024 on April 11, 2024.

Despite ongoing macroeconomic uncertainties, the Groupe aims to deliver organic growth between +4% and +5%.

The +4% objective is rock solid, and factors in continued delays in digital business transformation projects, more reductions in advertising spend and a cautious stance on year-end budget adjustments. The higher end of the guidance at +5% is within reach assuming a faster ramp-up of clients resuming spend on digital business transformation projects and fewer cuts in classic advertising. In the second quarter of 2024, the Groupe expects to deliver solid organic growth within the full year range.

In 2024, the Groupe also aims to maintain its financial ratios at levels which are the highest in the industry, namely:

- an operating margin of 18%, including a euro 100 million operating expense dedicated to the artificial intelligence investment plan;
- and free cash flow (before change in working capital requirements) between euro 1.8 and 1.9 billion.

Based on its free cash flow forecast and on its solid financial structure, the Groupe has set the following cash allocation for 2024:

- a dividend of close to euro 900 million fully paid in cash, corresponding to a euro 3.40 dividend per share. This dividend will be submitted to the vote of its shareholders at its next AGM on May 29, 2024. This corresponds to a 48.9% payout and is a 17% increase compared to prior year;
- a share repurchase plan of circa euro 200 million in order to stabilize the number of shares in circulation. The repurchase plan aims to cover the existing Long Term Incentive Plans of the Groupe for a total of circa 2 million shares;
- an envelope for selective M&A between euro 700 and 800 million, to further strengthen the Groupe's data, tech, commerce and AI capabilities.

Chapter

6. CONSOLIDATED FINANCIAL STATEMENTS 2023 YEAR

6.1 CONSOLIDATED INCOME STATEMENT

(in millions of euros)	*Note*	2023	2022
Net revenue [(1)]	*4*	**13,099**	**12,572**
Pass-through revenue		1,703	1,624
Revenue	*4*	**14,802**	**14,196**
Personnel costs	*5*	(8,514)	(8,211)
Other operating costs	*6*	(3,443)	(3,184)
Operating margin before depreciation & amortization		**2,845**	**2,801**
Depreciation and amortization expense (excluding acquired intangibles)	*7*	(482)	(535)
Operating margin		**2,363**	**2,266**
Amortization of intangibles from acquisitions	*7*	(268)	(287)
Impairment loss	*7*	(153)	(109)
Non-current income and expenses	*8*	(202)	(103)
Operating income		**1,740**	**1,767**
Financial expense	*9*	(120)	(118)
Financial income	*9*	198	101
Cost of net financial debt	***9***	**78**	**(17)**
Revaluation of earn-out payments	*9*	12	(2)
Other financial income and expenses	*9*	(99)	(100)
Pre-tax income of consolidated companies		**1,731**	**1,648**
Income taxes	*10*	(415)	(431)
Net income of consolidated companies		**1,316**	**1,217**
Share of profit of associates	*15*	6	5
Net income		**1,322**	**1,222**
Of which:			
• Net income attributable to non-controlling interests		10	-
• Net income attributable to equity holders of the parent company		1,312	1,222

Per-share data (in euros) – Net income attributable to equity holders of the parent company	***11***		
Number of shares		*250,706,485*	*250,972,110*
Earnings per share		5.23	4.87
Number of diluted shares		*253,999,363*	*253,605,167*
Diluted earnings per share		5.17	4.82

(1) Net revenue: Revenue less pass-through costs. Those costs are mainly production & media costs and out-of-pocket expenses. As these are items that can be passed on to clients are not included in the scope of analysis of transactions, the net revenue indicator is the most appropriate for measuring the Group's operational performance.

6.2 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(in millions of euros)	2023	2022
Net income for the period (a)	**1,322**	**1,222**
Comprehensive income that will not be reclassified to income statement		
• Actuarial gains (and losses) on defined benefit plans	***12***	*42*
• Deferred taxes on comprehensive income that will not be reclassified to income statement	*(3)*	*(10)*
Comprehensive income that may be reclassified to income statement		
• Remeasurement of hedging instruments	*34*	*(21)*
• Consolidation translation adjustments	(390)	*311*
Total other comprehensive income (b)	**(347)**	**322**
Total comprehensive income for the period (a) + (b)	**975**	**1,544**
Of which:		
• Total comprehensive income for the period attributable to non-controlling interests	*4*	-
• Total comprehensive income for the period attributable to equity holders of the parent company	*971*	*1,544*

6

6.3 CONSOLIDATED BALANCE SHEET

(in millions of euros)	Note	December 31, 2023	December 31, 2022
Assets			
Goodwill	12	12,422	12,546
Intangible assets, net	13	958	1,247
Right-of-use assets related to leases	25	1,614	1,753
Property, plant and equipment, net	14	596	610
Deferred tax assets	10	212	186
Investments in associates	15	46	55
Other financial assets	16	316	394
Non-current assets		**16,164**	**16,791**
Inventories and work-in-progress	17	341	327
Trade receivables	18	13,400	12,089
Contract assets		1,297	1,149
Other receivables and current assets	19	1,264	926
Cash and cash equivalents	20	4,250	4,616
Current assets		**20,552**	**19,107**
Total assets		**36,716**	**35,898**

	Note	December 31, 2023	December 31, 2022
Equity and liabilities			
Share capital		102	102
Additional paid-in capital and retained earnings, Group share		9,686	9,533
Equity attributable to holders of the parent company, Group share	21	**9,788**	**9,635**
Minority interests		(40)	(35)
Total equity		**9,748**	**9,600**
Long-term borrowings	24	2,462	2,989
Long-term lease liabilities	25	1,992	2,197
Deferred tax liabilities	10	98	219
Pension commitments and other long-term benefits	23	265	244
Long-term provisions	22	319	260
Non-current liabilities		**5,136**	**5,909**
Trade payables		17,077	15,660
Contract liabilities	27	513	549
Short-term borrowings	24	726	627
Short-term lease liabilities	25	360	360
Income taxes payable		378	486
Pension commitments and other short-term benefits	23	21	20
Short-term provisions	22	255	271
Other creditors and current liabilities	26	2,502	2,416
Current liabilities		**21,832**	**20,389**
Total equity and liabilities		**36,716**	**35,898**

6.4 CONSOLIDATED STATEMENT OF CASH FLOWS

(in millions of euros)	Note	2023	2022
Cash flow from operating activities			
Net income		1,322	1,222
Neutralization of non-cash income and expenses:			
Income taxes	*10*	415	431
Cost of net financial debt	*9*	(78)	17
Capital losses (gains) on disposal of assets (before tax)	*8*	(1)	103
Depreciation, amortization and impairment losses	*7*	903	931
Share-based compensation	*32*	85	64
Other non-cash income and expenses		79	86
Share of profit of associates	*15*	(6)	(5)
Dividends received from associates	*15*	7	3
Taxes paid		(669)	(430)
Change in working capital requirements [1]		(9)	(5)
Net cash flows generated by (used in) operating activities (I)		**2,048**	**2,417**
Cash flow from investing activities			
Purchases of property, plant and equipment and intangible assets		(180)	(198)
Disposals of property, plant and equipment and intangible assets		2	4
Purchases of investments and other financial assets, net		13	11
Acquisitions of subsidiaries	*3*	(194)	(523)
Disposals of subsidiaries	*3*	11	(43)
Net cash flows generated by (used in) investing activities (II)		**(348)**	**(749)**
Cash flow from financing activities			
Dividends paid to holders of the parent company	*21*	(726)	(603)
Dividends paid to non-controlling interests		(9)	(4)
Proceeds from borrowings	*24*	5	-
Repayment of borrowings	*24*	(502)	(10)
Repayment of lease liabilities	*25*	(344)	(317)
Interest paid on lease liabilities	*25*	(79)	(87)
Interest paid		(99)	(101)
Interest received		192	84
Buy-outs of non-controlling interests		(4)	(3)
Net (buybacks)/sales of treasury shares and warrants		(189)	41
Net cash flows generated by (used in) financing activities (III)		**(1,755)**	**(1,000)**
Impact of exchange rate fluctuations (IV)		**(311)**	**300**
Change in consolidated cash and cash equivalents (I + II + III + IV)		**(366)**	**968**
Cash and cash equivalents on January 1	*20*	4,616	3,659
Bank overdrafts on January 1	*24*	(1)	(12)
Net cash and cash equivalents at beginning of year (V)		**4,615**	**3,647**
Cash and cash equivalents at closing date	*20*	4,250	4,616
Bank overdrafts at closing date	*24*	(1)	(1)
Net cash and cash equivalents at end of the year (VI)		**4,249**	**4,615**
Change in consolidated cash and cash equivalents (VI - V)		**(366)**	**968**

(1) Breakdown of changes in working capital requirements		
Change in inventory and work-in-progress	(22)	(46)
Change in trade receivables and other receivables	(2,303)	(710)
Change in trade payables, other payables and provisions	2,316	751
Change in working capital requirements	**(9)**	**(5)**

6

6.5 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Number of outstanding shares	(in millions of euros)	Share capital	Additional paid-in capital	Reserves and earnings brought forward	Translation reserve	Fair value reserve	Equity attributable to equity holders of the parent company	Non-controlling interests	Total equity
251,992,065	**December 31, 2022**	**102**	**4,037**	**5,324**	**85**	**87**	**9,635**	**(35)**	**9,600**
	Net income			1,312			1,312	10	1,322
	Other comprehensive income, net of tax			114	(384)	(71)	(341)	(6)	(347)
	Total comprehensive income for the year	**-**	**-**	**1,426**	**(384)**	**(71)**	**971**	**4**	**975**
-	Dividends		(701)	(25)			(726)	(9)	(735)
1,545,833	Share-based compensation, net of tax			102			102		102
	Effect of acquisitions and commitments to buy-out non-controlling interests			(5)			(5)		(5)
-	Equity warrants exercise						-		-
(2,963,405)	(Buybacks)/Sales of treasury shares			(189)			(189)		(189)
250,574,493	**December 31, 2023**	**102**	**3,336**	**6,633**	**(299)**	**16**	**9,788**	**(40)**	**9,748**
249,600,509	**December 31, 2021**	**101**	**4,581**	**4,056**	**(226)**	**76**	**8,588**	**(33)**	**8,555**
	Net income			1,222			1,222	-	1,222
	Other comprehensive income, net of tax				311	11	322	-	322
	Total comprehensive income for the year	**-**	**-**	**1,222**	**311**	**11**	**1,544**	**-**	**1,544**
-	Dividends		(559)	(44)			(603)	(4)	(607)
246,225	Share-based compensation, net of tax			66			66		66
	Effect of acquisitions and commitments to buy-out non-controlling interests			(1)			(1)	2	1
603,226	Equity warrants exercise	1	15				16		16
1,542,105	(Buybacks)/Sales of treasury shares			25			25		25
251,992,065	**December 31, 2022**	**102**	**4,037**	**5,324**	**85**	**87**	**9,635**	**(35)**	**9,600**

6.6 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DETAILED SUMMARY OF THE NOTES TO THE FINANCIAL STATEMENTS

Publicis Groupe SA is a French limited liability Company (société anonyme) with a Management Board and a Supervisory Board, governed by Articles L. 225-57 to L. 225-93 of the French Commercial Code. The headquarters is located at 133, avenue des Champs-Élysées, 75008 Paris, France.

Note 1 Accounting policies and methods

Pursuant to Regulation (EC) 1606/2002 of July 19, 2002, the Publicis Groupe 2023 consolidated financial statements were prepared in accordance with the IAS/IFRS international accounting standards approved by the European Union as of the closing date and that were mandatory at that date.

The 2023 consolidated financial statements and the accompanying notes were approved by the Management Board at its February 5, 2024 meeting and reviewed by the Supervisory Board at its February 7, 2024 meeting. They will be submitted for approval by the shareholders at the General Shareholders' Meeting on May 29, 2024. The consolidated financial statements are presented in euros rounded to the nearest million.

1.1 New applicable standards and interpretations

Compliance with IFRS standards as adopted by the European Union

The accounting principles applied to prepare the annual consolidated financial statements for the financial year ended December 31, 2023 are consistent with the IFRS standards and IFRIC interpretations as adopted by the European Union as at December 31, 2023.

Application of new standards and interpretations

The Group's application of the new standards and interpretations adopted by the European Union during financial year 2023 or whose application is mandatory no later than December 31, 2023 has no material impact on the Group's financial statements and concerns:

- the amendment to IAS 12 removing the exemption from the initial recognition of deferred taxes for transactions generating taxable and deductible temporary differences of equal amount;
- the amendment to IAS 12 which provides a mandatory temporary exemption from the recognition of deferred taxes in the consolidated financial statements in line with the international tax reform of the OECD, Pillar 2;
- IFRS 17 on the principles of recognition, valuation, presentation and disclosures of insurance contracts;
- the amendment to IAS 8 clarifying the distinction between a change in accounting estimate and a change in accounting method;
- the amendment to IAS 1 concerning disclosures of significant accounting policies and methods.

Early application

As of December 31, 2023, the Group has not adopted any new standards or interpretations in advance.

Standards published by the IASB for which application is not mandatory

The principles applied by the Group do not differ from IFRS standards as published by the IASB, since the application of the following standards are not mandatory in financial years beginning on or after January 1, 2023:

- the amendment to IAS 1 relating to the classification of liabilities as current or non-current;
- the amendments to IFRS 16 relating to lease liabilities in the case of a sale-leaseback contract;

The Group does not expect any material impact from the application of these new standards, which will become mandatory as of January 1, 2024.

Standards issued by the IASB but not yet adopted by the European Union

The following standards have not entered into force as they have not been adopted by the European Union. These are:

- the amendment of IAS 7 and IFRS 7 on supplier finance arrangements;
- the amendments to IAS 21 concerning the lack of exchangeability.

The Group does not expect the application of these new standards to have a material impact.

1.2 Consolidation principles and policies

Reporting currency of the consolidated financial statements

Publicis prepares and publishes its consolidated financial statements in euros.

Investments in subsidiaries

The consolidated financial statements include the financial statements of Publicis Groupe SA, and of its subsidiaries, as at December 31 of each year. Subsidiaries are consolidated as of the time that the Group obtains control until the date on which control is transferred to an entity outside the Group.

Control is exercised when the Group is exposed or entitled to the variable returns and provided that it can exercise its power to influence such returns.

Investments in associates

The Group's investments in associates are accounted for under the equity method. An associate is a company over which the Group has significant influence but not control, this generally implies an ownership percentage of between 20% and 50% of the voting rights.

Investments in associates are recognized in the balance sheet at their acquisition cost and adjusted to reflect subsequent changes to the Group's share in the net assets of the associate, in accordance with the equity method. The Group's investment includes the amount of any goodwill, which is treated in accordance with the Group's accounting policy in this area, as presented in Section 1.3 below. The income statement reflects the Group's share of the associate's net income after taxes for the period.

Joint arrangements

Partnerships recognized as joint-ventures are recognized under the equity method to the extent that they only give rights to the net assets of the entity.

Foreign currency transactions

Transactions in foreign currencies are recognized at the exchange rate applicable on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate applicable at the reporting date. All differences arising are recognized in the income statement, except for differences on loans and borrowings that, in substance, form part of the net investment in a foreign entity. These differences are recognized in equity until such time as the net investment is disposed of, at which time they are recorded in the income statement.

Translation of financial statements prepared in foreign currencies

The functional currency of each Group entity is the currency of the economic environment in which it operates. The financial statements of subsidiaries located outside the euro zone presented in local currencies are translated into euros, the reporting currency of the consolidated financial statements, in the following manner:

- assets and liabilities are translated at year-end exchange rates;
- the income statement is translated at the average exchange rate over the year;
- translation adjustments resulting from the application of these rates are recognized in "Other comprehensive income items – Consolidation translation adjustments" for the Group share, with the remainder being recorded as "Non-controlling interests (minority interests)".

Goodwill and fair value adjustments of assets and liabilities recognized in the context of the acquisition of a foreign entity are expressed in the functional currency of the acquired company and translated at the exchange rate applying at the reporting date.

Elimination of intra-group transactions

Transactions between consolidated subsidiaries are fully eliminated, as are the corresponding receivables and payables. Similarly, intercompany gains or losses on sales, internal dividends and provisions relating to subsidiaries are eliminated from consolidated results, except in the case of impairment loss.

1.3 Accounting principles and methods

Business combinations

Business combinations are treated in the following manner:

- identifiable assets acquired and liabilities assumed are recognized at their fair value on the acquisition date;
- non-controlling interests in the acquired business (minority interests) are recognized either at fair value or at the proportionate share of recognized identifiable net assets in the acquired business. This option is available on a case-by-case basis for each business combination.

Acquisition costs are recognized as an expense when incurred and are recorded under "Other operating costs" in the consolidated income statement.

Any earn-out payments on business combinations are recognized at fair value on the acquisition date. After the acquisition date, earn-out payments are recognized at their fair value on the balance sheet date. As of the end of the period for allocating the acquisition price, which comes one year following the acquisition date at the latest, any change in this fair value is recorded in income. Within this allocation period, any changes in this fair value explicitly linked to events subsequent to the acquisition date are also recognized in income. Other changes are recognized as an offset to goodwill. 6

At the acquisition date, goodwill represents the difference between:

- the fair value of the transferred asset, including earn-out payments, plus the amount of non-controlling interests in the acquired company and, where a business combination occurs in several stages, the fair value at the acquisition date of the interest previously held by the buyer in the acquired company, which is adjusted through income; and
- the net residual value of identifiable assets acquired and liabilities assumed at the acquisition date and recorded at fair value.

Although deferred tax assets were not recognized at the acquisition date because their recoverability was uncertain, any subsequent recognition or utilization of these deferred taxes after the allocation period will be recorded as an offset to income (i.e. with no impact on the amount recorded as goodwill).

Commitments to buy-out non-controlling interests made at the time of a business combination

Pending an IFRIC interpretation or a specific IFRS standard on this matter, the following accounting treatment has been adopted in accordance with currently applicable IFRS standards and the AMF recommendation:

- initially, these commitments are recognized in borrowings at the present value of the buy-out amount, with a double entry booked in diminution of equity;
- subsequent changes in the value of the commitment (including the effect of discounting) are recognized by adjusting equity on the grounds that it is a transaction between shareholders.

Additional acquisition of securities with the exclusive takeover of an entity previously under significant influence

The exclusive takeover leads to the recognition of a disposal gain or loss calculated on the entire interest at the transaction date. The previously held interest is thus remeasured at fair value through the income statement at the time of the exclusive takeover.

Additional acquisition of securities after the exclusive takeover

When additional securities are acquired in an entity that is already exclusively controlled, the difference between the acquisition price of these securities and the proportion of additional consolidated equity acquired is recognized as equity attributable to shareholders of the parent company of the Group. The consolidated value of the subsidiary's identifiable assets and liabilities, including goodwill, is thus left unchanged.

In the statement of cash flows, acquisitions of additional securities in an entity already controlled are presented as net cash flows relating to financing activities.

Sale of securities without loss of control

In the event of a partial sale of securities in an exclusively controlled entity that does not modify control of this entity, the difference between the fair value of the sale price of the securities and the proportion of consolidated equity capital that these securities represent at the date of sale is recognized as equity attributable to shareholders in the parent company of the Group. The consolidated value of the subsidiary's identifiable assets and liabilities, including goodwill, is thus left unchanged.

In the statement of cash flows, sales of securities without loss of exclusive control are presented as net cash flows relating to financing activities.

Sale of securities with loss of exclusive control but retention of an equity interest

The loss of exclusive control leads to the recognition of a disposal gain or loss calculated on the entire interest held at the transaction date.

Any residual interest is therefore remeasured at fair value through the income statement at the time of the exclusive loss of control.

Planned disposals

In application of IFRS 5 "Non-current assets held for sale and discontinued operations," the assets and liabilities of controlled entities held for sale are presented separately on the balance sheet.

Reclassified non-current assets are no longer depreciated from the date on which they are reclassified.

Goodwill

When a takeover takes place in a single transaction, goodwill is equal to the fair value of the consideration paid to acquire the securities (including any earn-out payments which are recorded at fair value at the takeover date), plus the value of non-controlling interests (these items are valued for each business combination either at fair value or at the proportionate share of the fair value of the net assets of the acquired business and minus the fair value of assets, liabilities and contingent liabilities identified at the acquisition date).

Goodwill recorded in the balance sheet is subject to impairment tests on at least an annual basis and whenever there is an indication of impairment. Impairment tests are performed for the cash-generating unit(s) to which goodwill has been allocated by comparing the recoverable amount and the carrying amount of the cash-generating unit or group of cash-generating units. The Group considers that the cash-generating unit or the group of cash-generating units are mainly the ten key markets in which the Group operates: United States, Canada, United Kingdom, France, DACH (Germany, Austria and Switzerland), Asia-Pacific the Middle-East and Africa, Central and Eastern Europe, Western Europe, Latin America.

The recoverable amount of a cash-generating unit is the greater of its fair value (generally its market value), net of disposal costs, and its value in use. Value in use is determined on the basis of discounted future cash flows or using the market multiples approach. Calculations are based on five-year cash flow forecasts, a terminal growth rate for subsequent cash flows and the application of a discount rate to all future flows. The discount rates used reflect the current market assessments of the time value of money and the specific risks to which the cash-generating unit is exposed. In addition, these rates take into account lease liabilities when estimating the debt-to-equity ratio.

If the carrying amount of a cash-generating unit is higher than its recoverable amount, the assets of the cash-generating unit are written down to their recoverable amount. Impairment losses are allocated, firstly, to goodwill and are recognized through the income statement and then against other assets.

Intangible assets

Separately acquired intangible assets are recognized at acquisition cost. Intangible assets acquired in the context of a business combination are recognized at their fair value on the acquisition date, separately from goodwill, if they are identifiable. The identifiable nature is demonstrated if they meet one of the following two conditions:

- the intangible assets arise from legal or contractual rights; or
- the intangible assets can be separated from the acquired entity.

Intangible assets primarily consist of trade names, client relationships, technologies, e-mail address databases and software.

Brands, which have a finite useful life, are amortized over their useful life, estimated at eight years. They are also subject to impairment tests if there are any indicators that they may have been impaired.

Client relationships with a finite useful life are amortized over such useful lives, which are generally between ten and 15 years. They are also subject to impairment tests if there are any indicators that they may have been impaired.

Technology assets result from the Group's engagement in digital activities. They are amortized over a three to seven year period.

Email address databases are used in direct e-mailing campaigns. These bases are amortized over two years.

The method used to identify any impairment of intangible assets is based on discounted future cash flows. The Group uses the royalty savings method for brands, which takes into account the future cash flows that the brand would generate in royalties if a third party were to pay for the use of said brand. For client contracts, the method involves discounting future cash flows generated by the clients. Valuations are carried out by independent appraisers. The parameters used are consistent with those used to measure goodwill.

Capitalized software includes in-house applications as well as commercial packages; they are measured either at their acquisition cost (if purchased externally) or at their production cost (if developed internally). They are amortized over their useful life:

- ERP: eight years;
- others: three years maximum.

Studies, Research and development costs

Publicis recognizes expenditure for studies and research as expenses attributable to the financial year in which they are incurred. This expenditure primarily relates to the following items: studies and tests relating to advertising campaigns, research programs into consumer behavior and clients' needs in various areas, and studies and modelling to optimize media buying for the Group's clients.

Development costs incurred on an individual project are capitalized in accordance with the IAS 38 criteria and in particular when its future recoverability can reasonably be considered to be certain. Any capitalized expense is amortized over the future period during which the project is expected to generate income.

Property, plant and equipment

Items of property, plant and equipment are measured at acquisition cost minus accumulated depreciation and impairment loss.

When appropriate, the total cost of an asset is broken down into its various components that have distinct useful lives. Each component is then recognized separately and depreciated over a distinct term.

Items of property, plant and equipment are depreciated on a straight-line basis over each asset's estimated useful life. The useful life of property, plant and equipment is generally assumed to be as follows (straight-line method):

- buildings: 20 to 70 years;
- fixtures, fittings and general installations: ten years;
- office equipment and furniture: five to ten years;
- vehicles: four years;
- IT equipment: two to four years.

If any indicators suggesting impairment loss exist, the recoverable amount of the property, plant and equipment or the cash-generating unit(s) to which such assets belong is compared to their carrying amount. Any impairment loss is recorded in the income statement.

Lease contracts

The Group's leases relate to real estate, outdoor contracts and other assets (vehicles and IT equipment). Real estate contracts concern offices for which the Group is lessee. Office lease terms vary from country to country. The outdoor contracts concern advertising space located in public transport (stations, metro, buses) and made available to the Group in return for the payment of fees with guaranteed minimums. The terms of outdoor contracts are between one and ten years.

Leases are recognized in the balance sheet at the inception of the lease for the present value of the future payments (i.e. rent or fixed or substantially fixed fees). These leases are recognized under "Lease liabilities" on the liabilities side, offset by "Right-of-use assets related to leases" on the assets side. In the income statement, depreciation and amortization expenses are recognized in the operating margin and interest expenses under net financial income (expenses). The tax impact of this consolidation restatement is taken into account through the recognition of deferred taxes, which are amortized over the term of the contract, which generally corresponds to the fixed term of the contract unless the Group is reasonably certain to renew or terminate it.

The discount rates applied to determine the lease liability are based on the Group's incremental borrowing rate plus a spread to take into account the specific economic environment of each country. These discount rates are determined having regard to the terms of the leases.

Where there is an indication of loss of value, when the property is vacant and is no longer intended for use in the context of the main activities, an impairment test is performed on the right-of-use assets. If the net carrying amount of the right-of-use assets is lower than their recoverable amount, then an impairment loss is estimated on the basis of the discounted future lease payments less the expected income from sub-leases. In the event that a sub-lease agreement is signed, if it qualifies as a financial lease, the assets corresponding to the right-of-use assets are taken back and a financial receivable is recognized. Any difference between the sub-lease receivable recognized and the derecognized right-of-use assets is recognized in profit or loss.

Leases of low-value assets or short-term leases are immediately expensed in profit or loss.

Other financial assets

All investments are initially recognized at fair value, which corresponds either to the price paid or the value of assets given in payment, plus any transaction costs.

After the initial recognition, investments are assessed at fair value as of the reporting date. Gains and losses on investments held for trading are recognized in income. Profits and losses on other financial assets are accounted for optionally for securities representing equity instruments, either in profit and loss or in other comprehensive income or equity.

Other long-term investments held for maturity and whose sole contractual cash flow characteristics are the payment of the principal and interest, such as bonds, are then assessed at amortized cost using the effective interest rate method. For investments recognized at amortized cost, gains and losses are recognized in the income statement if they are sold or impaired, as well as through the process of amortization.

For investments that are actively traded on organized financial markets, fair value is determined by reference to the published market price at the reporting date. For investments that are not listed on an active market, fair value is determined with reference to the current market price of another substantially similar instrument, or calculated based on the cash flows that are expected from the investment.

Loans and receivables related to equity investments

This includes financial receivables from associates or unconsolidated companies held by the Group.

Impairment is recognized whenever there is a risk of non-payment as a result of the financial position of the entity in question.

Inventories and work-in-progress

This line item mainly includes work-in-progress for the advertising business when we act as "Agent." This involves creative and production technical work (graphics, TV, radio, publishing, etc.) that can be directly passed on to the client but has not yet been invoiced. They are recognized on the basis of costs incurred and a provision is recorded when their net realizable amount is lower than cost. Non-billable work or costs incurred relating to new client development activities are not recognized as assets, except for tendering expenses which may be re-invoiced to the client under the terms of the contract. In order to assess the net realizable amount, inventory and work-in-progress are reviewed on a case-by-case basis and written down, if appropriate, on the basis of criteria such as the existence of commercial disputes with the client.

It also includes, to a lesser extent, media inventories bought on own-account and not resold at the end of the reporting period.

Trade receivables

Receivables are recognized at the initial amount of the invoice. Receivables presenting a risk of non-recovery are subject to impairment. Such allowances are determined, on a case-by-case basis, using various criteria such as difficulties in recovering the receivables, the existence of any disputes and claims, or the financial position of the debtor. Impairment of trade receivables also takes into account expected losses on receivables under the simplified approach permitted by IFRS 9.

Due to the nature of the Group's activities, trade receivables are of a short-term nature. Nevertheless, any trade receivables of a longer-term nature will be recognized at their discounted value.

Contract assets

Contract assets consist of revenue recorded when a performance obligation has been satisfied but not yet invoiced. Contract assets are transferred to trade receivables when the right to consideration becomes unconditional and the service is invoiced to the client in accordance with the terms of the contract.

Derivative financial instruments

The Group uses derivatives such as foreign currency and interest rate hedges to hedge its current or future positions against foreign exchange rate risks or interest rate risks. These derivatives are measured at fair value, determined either by reference to observable market prices at the reporting date or by the use of valuation models based on market parameters at the reporting date. Including counterparty risk in the valuation of derivatives did not have a material impact.

Whenever these financial instruments are involved in an arrangement treated as a hedge for accounting purposes, the following should be distinguished:

- fair value hedges, which are used to hedge against changes in the fair value of a recognized asset or liability;
- cash flow hedges, which are used to hedge against exposure to changes in future cash flows.

For fair value hedges related to a recognized asset or liability, all gains and losses resulting from the remeasurement of the hedging instrument at fair value are recognized immediately in the income statement. At the same time, any gain or loss on the hedged item will change the carrying amount of this item as an offset to its effect on the income statement.

For hedges used to hedge firm or highly probable future commitments and that meet the conditions for recognition as hedge accounting (future cash flow hedge), the portion of gain or loss realized on the hedging instrument deemed to be an effective hedge is recognized in other comprehensive income. The ineffective portion is recognized immediately in profit and loss. Gains and losses recognized in other comprehensive income are reported in the income statement for the period in which the hedged risk affects income; for example, when a planned sale actually occurs.

As for derivatives that do not qualify for hedge accounting, any gain or loss resulting from changes in their fair value is recognized directly in the net income for the year.

Changes in the fair value of derivatives that qualify as fair value hedges are recognized in other financial income and expenses, as are changes in the value of the underlying items.

The fair value of derivative instruments is recognized in other receivables and current assets and in other creditors and current liabilities.

Cash and cash equivalents

Cash and cash equivalents include sight deposits, cash, short-term deposits with an initial maturity of less than three months and UCITS and money market funds with a negligible risk of a change in value, i.e. that meet the following criteria: sensitivity to interest rate risk less than or equal to 0.25 and 12-month historical volatility close to zero.

For the purposes of the statement of cash flows, cash includes cash and cash equivalents as defined above, net of bank overdrafts.

Treasury shares

Irrespective of their intended use, all treasury shares are recognized at their acquisition price by the Group as a deduction from equity.

Bonds

- **Bonds redeemable in cash**

  The bonds are initially recognized at their fair value, which corresponds to the amount of cash received, net of issuance costs.

  Subsequent to initial recognition, bonds are recognized at their amortized cost, using the effective interest rate method, which takes into account all issuance costs and any redemption premium or discount.

- **Convertible bonds and debentures redeemable for stock**

  For convertible bonds (Océanes) or debentures repayable in shares (Oranes), or debentures with warrants (OBSA), the liability and equity components are initially recognized separately. The fair value of the debt component at issuance is determined by discounting the future contractual cash flows at market rates that the Company would have had to pay on a bond instrument offering the same terms but without a conversion option. The equity component is measured on issuance by deducting the fair value of the debt component from the fair value of the bond as a whole. The value of the conversion option is not revised during subsequent financial years. Issuance costs are divided between the debt and equity components based on their respective carrying amounts at issuance.

  The debt component is subsequently measured at amortized cost.

Provisions

Provisions are funded when:

- the Group has a present obligation (legal or constructive) resulting from a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- the amount of the outflow can be estimated reliably. Where the effect of the time value of money is material, provisions are discounted to present value. Increases in the amount of provisions resulting from the unwinding of the discount are recognized as financial expenses.

Contingent liabilities are not recognized but, if material, are disclosed in the notes to the financial statements, except in the case of business combinations where they constitute identifiable items for recognition.

Provisions for litigation and claims

These provisions concern identified risks related to litigation or claims of any kind: commercial, regulatory, tax (other than income taxes) or labor. The Group establishes a provision if it is likely that outflow will be necessary to eliminate this risk and it is possible to reliably estimate the cost related to this risk. In such cases, the amount of the provision (including any related penalties) is determined by the agencies and their experts, under the supervision of the Group's head office teams, on the basis of their best estimate of the probable costs related to the litigation or the claim.

Restructuring provisions

The total cost of restructuring is recognized in the financial year when these actions have been approved and announced.

In the context of an acquisition, restructuring plans that do not constitute liabilities for the acquired company on the date of the acquisition are recognized as expenses.

These costs consist primarily of severance and early retirement payments and notice periods that have not been worked, which are recognized in employee benefits expenses, and, in some cases, of write-downs of property, plant and equipment and other assets.

Vacant property provisions

If a property is vacant and is not intended to be used in the main activity, a provision is made including rental charges, taxes and any other costs. This provision does not include lease payments, which are recognized as an impairment of right-of-use assets relating to leases.

In the context of business combinations, provisions are also recorded when the acquired company has property rental contracts with less favorable terms than those prevailing on the market as of the acquisition date.

Pensions and other long-term benefits

The Group recognizes obligations relating to pensions and other post-employment benefits based on the type of plan in question:

- defined contribution plans: the amount of the Group's contribution to the plan is recognized as an expense for the year;
- defined benefit plans: the commitment in respect of defined benefit plans is determined separately for each plan using the projected unit credit method. Actuarial gains and losses relating to post-employment plans and arising during the year are recorded directly in other comprehensive income. The effect of the unwinding of discounts on pensions net of the expected return on plan assets is recorded in "Other financial income and expenses." Various plan administrative expenses are, when directly invoiced to the Group, recognized under operating income.

Trade payables

This line item includes all operating payables (including notes payable and accrued supplier invoices) related to the purchase of goods and services including those related to media buying where the Company acts as agent. These payables are generally due within less than one year.

Contract liabilities

Contract liabilities correspond to deferred income. These are considerations received or invoiced to clients for which the Group has an obligation to provide goods or services.

Contract liabilities do not include client advances for external costs incurred on behalf of clients and that are directly passed through to the clients when the Group acts as "Agent." Such advances are recorded under "Trade payables."

Revenue

Group revenue mainly stems from creative and production services, direct and digital marketing, CRM (Customer Relationship Management), sales promotion and point of sale marketing, public relations, event management, institutional and financial communication, strategic media planning and media buying as well as digital business transformation consulting. The Group has also strengthened its data offering by providing customized platforms solutions and targeted data to clients

Client contracts are mainly compensated by fees, commissions, cost per thousand, performance-based bonuses and reimbursement of third-party costs incurred on behalf of the clients or a combination of the five.

The fees agreed with clients are for the most part calculated on the basis of an hourly rate plus overheads and a margin.

Commission-based contracts are calculated on the basis of a percentage of the total sum of costs paid to third parties (repaid by the client) to carry out the contract. Commission-based contracts mainly involve: i) media services on the basis of media space bought on behalf of the clients and ii) supervision of productions done by third parties.

Virtually all our contracts are short-term, and the Group typically has right to payment to the end of the contract or at least for the work performed to date.

The Group recognizes revenue when (or as) the control of the promised goods or services (identified as performance obligations) is transferred to the client, in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Performance obligations

For each contract, the promised services (called performance obligations) are distinct only if the client can benefit from the services on its own and if the agency's promise to transfer these services is separately identifiable from other promises in the contract.

Outside of media services, performance obligations generally correspond to the various compensation set out in the contracts. In creative advertising, the Group typically considers two performance obligations, one for creative advisory services and the second for productions, which generally corresponds to the various compensation set out in the contracts.

In media services, the transaction price generally covers strategic media planning services as well as media buying. In these contracts, we consider that these two groups of services are separate and the transaction price is allocated on the basis of the employees assigned to these services.

The services rendered in relation to the customized data platform, from their development to their use, are considered as a single performance obligation. These platforms could not be used by the client without the associated services provided by the Group.

Variable considerations of the transaction price

Some contracts include incentives that are subject to qualitative or quantitative performance criteria. These variable components are only included in the transaction price when it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur.

Performance-based incentives are typically only recognized when they are confirmed by the client.

The Group also receives volume rebates from suppliers on transactions carried out on behalf of clients. These rebates are either remitted to clients based on contractual terms or local laws, or retained by the Group. The portion paid back to clients is recognized under liabilities and the portion retained is typically recognized under revenue when the media is broadcast, if a contract exists with the media vendor and we anticipate exceeding volume criteria.

Notion of "Agent" vs. "Principal"

When third party suppliers are involved in providing services to clients, the Group considers that it is acting as "Principal" if at least one of the following criteria is satisfied:

- the agency obtains control of the asset or service before transferring it to the client;
- the agency has the ability to direct the supplier(s);
- the agency incorporates or combines the work of suppliers to deliver the promised goods or services to the client.

The Group acts as "Principal" in most of its activities except for media buying services performed on behalf of clients and supervision of productions done by third parties.

With respect to production, the Group acts as "Agent" only on contracts for which it only performs production supervision that is wholly done by an external third party. If the agency incorporates or significantly transforms the work done by a third party, the Group considers that this involves a single performance obligation for which it acts as "Principal."

When the Group acts as "Principal," the revenue is recognized for the gross amount invoiced to the client. When the Group acts as "Agent," revenue is recognized net of the costs pass through to clients, which means that revenue recorded is solely comprised of fees or commission.

In any case, travel expenses reimbursed by clients (transport, hotels, meals, etc.) are always recognized in revenue.

Revenue recognition period

Almost all of the Group's revenue is recognized over time because the Group's services benefit the client as they are performed or generate an asset with no alternative use and for which the Group is entitled to payment for the work done to date in the event of termination by the client.

For fixed-price projects, revenue is recognized over time on the basis of costs incurred usually based on the hours worked and direct external costs incurred on the project.

For retainer arrangements with a dedicated team, generally involving annual contracts, the Group considers that its performance obligation is to be ready at all times to make resources available to our client. In this instance, revenue is recognized on a straight-line basis over the term of the contract.

For commission-based media contracts, we recognize revenue when the media is broadcast.

Revenue related to the sale of data is recognized when control of the data is transferred from the Group to the client, i.e. upon delivery.

Contract modifications

On occasion, the client may ask for changes to the scope of the services in the course of the contract. These changes are generally negotiated as new contracts encompassing the additional needs with the related compensation.

Disaggregation of revenue

The Group supplies a range of integrated communication services for its clients that combine all the Group's areas of expertise. The Group enhanced its geographic approach, which best presents the manner in which revenue is affected by economic factors.

The breakdown of revenue by geographic region is similar to previous financial years and is presented in the segment information (see Note 31).

Practical expedients adopted

The Group decided to apply practical expedients regarding outstanding performance obligations and not to disclose information when the performance obligation is part of a contract that has an original expected duration of one year or less and those for which the Group is entitled to payment for the hours worked to date.

The amounts on the remaining performance obligations on other types of contracts than those listed above are not material and are not presented in the notes.

Net revenue

Net revenue is calculated as revenue less pass-through costs.

Whether the Group acts as "Agent" or "Principal," the Group incurs third-party costs on behalf of clients, directly re-invoiced to the clients. These costs mainly relate to production and media activities, as well as out-of-pocket expenses (especially travel costs) and are recorded into operational costs. As these items can be re-invoiced to clients, they are not included in the scope of assessment of operations, then the "net revenue" indicator used to measure the Group's operational performance excludes the re-invoicing of such costs.

Publicis Groupe share subscription or purchase option plans

The fair value of the options granted is recognized in employee benefits expense over the vesting period of the options. This is determined by an independent expert, generally using the Black-Scholes model. By way of exception, where the plan contains market objectives, the Monte-Carlo method is used.

For plans containing non-market performance objectives, the Group evaluates the probability that the objectives will be achieved and takes account of this estimate in its calculation of the number of shares to be vested.

Publicis Groupe free share plans

The fair value of the free shares granted is recognized in employee benefits expense over the vesting period of the rights. This value is determined by an independent expert and is equal to the market price per share on the date of the award, adjusted to reflect the expected loss of dividend(s) during the vesting period. By way of exception, where the plan contains market objectives, the Monte-Carlo method is used.

For plans containing non-market performance objectives, the Group evaluates the probability that the objectives will be achieved and takes account of this estimate in its calculation of the number of shares to be vested.

Non-current income and expenses

In order to facilitate the analysis of the Group's operational performance, Publicis records exceptional income and expenses under "Non-current income and expenses." This line item mainly includes gains and losses on the disposal of assets.

Operating margin before depreciation & amortization

The operating margin is equal to revenue after deducting personnel costs and other operating costs (excluding other non-current income and expenses as defined above).

Operating margin

The operating margin is equal to revenue after deducting personnel costs, other operating costs (excluding other non-current income and expenses described above) and depreciation and amortization expense (excluding intangibles from acquisitions). The operating margin, which represents operating income expressed as a percentage of net revenue, is an indicator used by the Group to measure the performance of cash-generating units and of the Group as a whole.

Cost of net financial debt and other financial income and expenses

The cost of net financial debt includes financial expenses on borrowings and interest income on cash and cash equivalents.

Other financial income and expenses mainly include interest expenses on lease liabilities, the effects of discounting long-term provisions for vacant properties and pension provisions (net of return on plan assets), the effect of revaluation of earn-out payments on acquisitions, changes in the fair value of financial assets and foreign exchange gains and losses.

Income tax

Net income for the period is taxed based on the tax laws and regulations in force in the respective countries where the income is reported. Deferred taxes are reported using the balance sheet liability method for temporary differences between the tax value and the carrying amount of assets and liabilities at the reporting date.

Deferred tax assets are recognized for deductible temporary differences, tax loss carryforwards and unused tax credits to the extent that it is probable that there will be taxable income for the period (either from the reversal of the temporary differences or generated by the entity) against which such items can be charged in future years. The time horizon used for the recognition of deferred tax assets related to tax loss carryforwards is three years.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced if it is no longer probable that there will be sufficient taxable income for the period to take advantage of all or part of this deferred tax asset. Deferred tax assets that are unrecognized are measured on every reporting date and recognized if it is likely that they will be usable against future taxable income for the period.

Deferred tax assets and liabilities are measured on the basis of tax rates expected to be applicable in the year in which the asset is realized or the liability settled. The tax rates used are those that have been enacted, or virtually enacted, at the reporting date.

Uncertain income tax liabilities are recognized under income tax payable.

Earnings per share and diluted earnings per share (EPS and diluted EPS)

The basic earnings per share are calculated by dividing the net income for the financial year attributable to ordinary shares by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share are calculated by dividing net income for the financial year attributable to ordinary shares, after cancellation of interest on bonds redeemable for, or convertible into, ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year adjusted to reflect the effect of all potentially dilutive instruments. For the Group, the only dilutive instruments are stock options and warrants outstanding as well as free shares granted.

Stock options and warrants

The dilutive effect of these instruments is determined according to the share buyback method (theoretical number of shares that may be purchased at market price, determined on the basis of the average price of the Publicis share over the period, based on the proceeds from the expertise of stock options). Under this method, stock options are considered potentially dilutive if they are “in-the-money” (the exercise price considered including the fair value of services rendered determined in accordance with IFRS 2 “Share based payment”).

Free shares

To calculate the diluted earnings per share, the free shares awarded are considered as having been effectively vested.

In addition to these earnings per share (base and diluted), the Group calculates and regularly releases a “current” base and diluted EPS, similar to the one described above, except with respect to the earnings figure used, which excludes:

- impairment losses;
- amortization of intangibles from acquisitions;
- earn-out payments on acquisitions;
- changes in fair value of financial assets recorded under “Other financial income and expenses”;
- certain specifically designated items of exceptional income and expense generally recorded as “Non-current income and expenses.”

1.4 Principal sources of uncertainty arising from the use of estimates

The Group’s financial position and earnings depend on the accounting methods applied and the assumptions, estimates and judgments made when the consolidated financial statements are prepared. The Group bases its estimates on its past experience and on a series of other assumptions considered reasonable under the circumstances to measure the amounts to be used for the Group’s assets and liabilities. Actual subsequent results may differ.

The main assumptions concerning future events and other sources of uncertainty relate to the use of estimates on the reporting date, when there is a significant risk that the estimates of the net carrying amount of the assets and liabilities will be modified in future years:

- the fair value allocated to assets and liabilities obtained through business combinations;
- determining the recoverable amount of goodwill and intangible assets used in impairment tests;

- provisions for liabilities and charges, particularly for defined benefit pension liabilities and post-employment medical care;
- impairment of doubtful debt;
- the fair value measurement of stock options awarded under Publicis Groupe SA's stock option plans;
- the term of leases in relation to optional lease periods as well as the determination of discount rates;
- uncertain tax positions.

Detailed disclosures concerning these matters are provided in Notes 7, 10, 22, 23, 30 and 32.

Note 2 Macro-economic context

Economic environment

Despite a more difficult economic environment, the performance of the Group's activities is in line with the growth rates and margin rates provided for in the business plans.

Russia-Ukraine conflict

Given the persistence of the Russian-Ukrainian conflict, the Group continues to support its employees amidst reduced activity. Personnel costs in 2023 were fully provisioned at December 31, 2022.

As a reminder, Publicis Groupe sold 100% of the share capital of MMS Communication LLC, its Russia-based subsidiary, during financial year 2022. This transaction is reflected in the financial statements at December 31, 2022 as a disposal loss of euro 87 million in non-current income.

Note 3 Changes to consolidation scope

3.1 Acquisitions in financial year 2023

The main acquisitions of the period were:

- in April 2023, the full acquisition of Practia, a technology group that provides digital transformation services to companies. This acquisition will enable the Group to strengthen its positions in the Latin American market and set up a local delivery platform for the North American market. Practia has offices in Argentina, Chile, Mexico, Peru, Brazil, Colombia and Spain, and an operational presence in Uruguay and the United States. The consideration transferred is euro 143 million;
- in June 2023, the full acquisition of Corra, an e-commerce entity specializing in business solutions, in particular Adobe Commerce. The acquisition will enable the Group to extend its offerings in digital and omnichannel commerce. The consideration transferred is euro 127 million.

The fair value, at the acquisition date, of the consideration transferred (excluding cash and cash equivalents acquired) for the consolidated entities taken as a whole with the acquisition of exclusive control during the period amounts to euro 289 million. This amount mainly includes:

- euro 131 million paid out during the period;
- euro 158 million in earn-out commitments.

The amount paid out in 2023 for acquisitions (net of cash and cash equivalents acquired) totaled euro 194 million and includes:

- euro 133 million paid out during the period;
- euro (10) million in net cash acquired;
- euro 71 million in earn-out payments relating to prior acquisitions paid out during the period.

Acquisitions during the period represented less than 1% of consolidated net revenue in financial year 2023 and less than 1% of net income attributable to equity holders of the parent company.

3.2 Acquisitions in financial year 2022

The main acquisition during the period, in April 2022, was 100% of Profitero Limited, a world-leading SaaS platform in "Commerce intelligence," which enables brands to increase their sales and profitability. The acquisition price was euro 199 million.

In addition, the Group made other acquisitions. In March 2022, the Group acquired 100% of Tremend in Romania, a technology company specializing in software development. The acquisition price was euro 110 million (including the earn-out commitment);

The fair value, at the acquisition date, of the consideration paid (excluding cash and cash equivalents acquired) of all entities that were fully consolidated (notably including the ones detailed above, as well as smaller acquisitions) with an exclusive control during the period, totaled euro 536 million. This amount mainly includes:

- euro 414 million paid out during the period;
- euro 107 million in earn-out payment commitments;
- euro 15 million in commitments to buy-out non-controlling interests.

The amount paid in 2022 for acquisitions (net of cash and cash equivalents acquired) totaled euro 523 million and included:

- euro 437 million paid out during the period;
- euro (33) million in net cash acquired;
- euro 119 million in earn-out payments relating to prior acquisitions paid out during the period.

Acquisitions during the period represented less than 1% of consolidated net revenue in financial year 2021 and less than 1% of net income attributable to equity holders of the parent company.

3.3 Disposals in financial years 2023 and 2022

In 2023, the Group did not make any significant disposals.

In 2022, the Group sold 100% of MMS Communication LLC, its Russian-based subsidiary. Russian activities contributed less than 0.5% to financial year 2021 consolidated net revenue and less than 0.5% to financial year 2021 net income attributable to equity holders of the parent company. The Group had also disposed of the operations of Qorvis LLC to its CEO as of December 31, 2022. There were no other significant disposals during the financial year.

Note 4 Revenue and net revenue

Publicis Groupe supports its clients on all marketing issues thanks to its expertise in the areas of creativity, media, data and digital transformation. To provide a single offering in each country combining all the Group's areas of expertise, Publicis defined ten core markets: the United States, Canada, the United Kingdom, France, DACH (Germany, Austria and Switzerland), Asia-Pacific, Africa and the Middle East, Central and Eastern Europe, Western Europe and Latin America.

This organization by country corresponds to the operating segments grouped into five reportable segments: North America, Europe, Asia-Pacific, the Middle East and Africa, and Latin America.

(in millions of euros)	North America	Europe	Asia-Pacific	Middle East & Africa	Latin America	2023
Revenue	8,709	3,814	1,410	503	366	14,802
Net revenue	8,050	3,172	1,156	380	341	13,099

Note 5 Personnel costs and headcount

Personnel costs include salaries, wages, commissions, bonuses, profit-sharing, paid leave, as well as estimated bonuses and expenses related to share-based payments (stock option plans, free share plans) and pension plan expenses (excluding the net effect of discounting presented in other financial income and expenses).

(in millions of euros)	2023	2022
Compensation	(6,755)	(6,449)
Social security charges, including post-employment benefits	(1,231)	(1,160)
Share-based payments	(85)	(64)
Temporary employees and freelancers	(332)	(456)
Restructuring costs	(111)	(82)
Total	**(8,514)**	**(8,211)**

/ Breakdown of headcount at December 31 by geographic region

	2023	2022
Europe	25,292	24,304
North America	29,979	29,574
Latin America	10,231	8,392
Asia-Pacific	34,039	32,195
Middle East & Africa	3,754	3,557
Total	**103,295**	**98,022**

/ Breakdown of headcount at December 31 by function (in %)

	2023	2022
Media and research	22%	22%
Creative	10%	10%
Production, specialized activities and others	40%	39%
Commercial	15%	16%
Administration and management	13%	13%
Total	**100%**	**100 %**

Note 6 Other operating costs

Other operating costs include all external expenses other than production and media buying when the Group acts as an agent, this includes:

- pass-through costs amounting to euro 1,597 million in 2023, versus euro 1,519 million in 2022;
- costs directly attributable to the services rendered amounting to euro 500 million in 2023, versus euro 467 million in 2022.

It also includes taxes other than income taxes, duties and other payments and increases and reversals of provisions.

Note 7 Depreciation, amortization and impairment losses

(in millions of euros)	2023	2022
Amortization of other intangible assets (excluding intangibles arising from acquisitions)	(55)	(68)
Depreciation of property, plant and equipment	(130)	(141)
Depreciation of right-of-use assets	(297)	(326)
Depreciation and amortization expense (excluding acquired intangibles)	**(482)**	**(535)**
Amortization of intangibles from acquisitions	**(268)**	**(287)**
Impairment losses on goodwill	(6)	(28)
Impairment losses on real estate contracts	(147)	(81)
Impairment losses	**(153)**	**(109)**
Total depreciation, amortization and impairment losses	**(903)**	**(931)**

Impairment losses of intangible assets and intangible assets arising from acquisitions

When indications of impairment were identified on intangible assets related to acquisitions, impairment tests were conducted. The valuations required for these tests were conducted by an independent expert. The after-tax discount rates used and the long-term growth rates were determined taking into account the specific characteristics of these assets. These tests did not lead to the recognition of impairment in 2023 and 2022.

Impairment losses on goodwill

Impairment tests

Impairment tests were carried out on the following cash-generating units: United States, Canada, United Kingdom, France, DACH (Germany, Austria and Switzerland), Asia-Pacific, Africa and the Middle East, Central and Eastern Europe, Western Europe and Latin America, as well as on other goodwill.

The valuations required for the impairment tests on the most significant goodwill were conducted by an independent expert. Goodwill impairment tests were performed either:

- based on the value in use of the cash-generating units determined on the basis of five-year financial projections (2024-2028). Forecasts for 2024 are taken directly from the annual budget approved by management; or
- on the basis of the market value of the cash-generating unit.

The compound annual growth rates applied over the business plan period were corroborated with industry market studies on advertising spend by country or geographic region.

The method used in the calculation of discount rates and terminal growth rates is unchanged. The after-tax discount rates used range between 10% (12.9% before tax) and 19% (26.6% before tax). The terminal growth rate used in the forecasts ranged from 1.5% to 2.8%.

The impairment tests led the Group to recognize, in 2023, an impairment loss of euro 6 million concerning the goodwill on the Latin America zone.

The main assumptions used in these impairment tests on goodwill are presented in the table below:

(in millions of euros)	December 31, 2023 Carrying amount of goodwill	After-tax discount rate	Terminal growth rate
North America (1)	8,828	10.5%	2%
Europe	1,834	10.5% - 13%	1.5% - 2.5%
Asia-Pacific	1,134	10%	2.3%
Middle East & Africa	362	12%	2.3%
Latin America	146	19%	2.8%
Other goodwill	118	9.9% - 10.8%	1.6% - 2%
Total goodwill after impairment loss	**12,422**		

(1) The North America goodwill of euro 8,828 million includes the United States goodwill for euro 8,380 million and the Canada goodwill for euro 448 million. For the purpose of the impairment tests, the value in use of the United States CGU is determined using the market multiples approach.

In 2022, impairment tests led the Group to recognize an impairment loss of euro 28 million for Brazil goodwill due to a decrease in revenue related to the loss of a significant client in that country.

The after-tax discount rates used ranged from 9% (11% before tax) to 19.5% (26% before tax). The terminal growth rate used in the forecasts ranged from 1.5% to 3%.

The main assumptions used for the 2022 impairment tests were as follows:

(in millions of euros)	December 31, 2022 Carrying amount of goodwill	After-tax discount rate	Terminal growth rate
North America (1)	8,912	11%	2%
Europe	1,810	10.5% - 12.5%	1.6% - 2.5%
Asia-Pacific	1,177	10.5%	2.2%
Middle East & Africa	387	12.5%	2.3%
Latin America	141	16.5% - 19.5%	2.5% - 3%
Other goodwill	119	9% - 11%	1.5% - 1.6%
Total goodwill after impairment loss	**12,546**		

(1) The North America goodwill of euro 8,912 million includes the United States goodwill for euro 8,457 million and the Canada goodwill for euro 455 million. For the purpose of the impairment tests, the value in use of the United States CGU is determined using the market multiples approach.

Sensitivity tests

Sensitivity tests have been performed on all cash-generating units by increasing or decreasing by 100 basis points the discount rate, by 50 basis points the long-term growth rate or the operating margin in the terminal year.

Those variations, considered individually, did not reveal a recoverable amount less than the net carrying amount, except for the Latin America cash-generating unit.

For the latter, the additional impairment following the change in assumptions is disclosed below:

	Additional impairment loss
(in millions of euros)	Latin America
Discount rate sensitivity	
1% increase in discount rate	(14)
Long-term growth sensitivity	
0.5% decrease in LT growth rate	(4)
Operating margin sensitivity in terminal value	
0.5% decrease in margin	(5)

Impairment losses on real estate contracts

As part of the program to optimize premises, aiming to consolidate the agencies on one or more sites in the main countries, it was necessary to empty leased space in order to make better use of the existing space at other sites. Consequently, right-of-use assets concerning the empty spaces were subject to total or partial impairment loss, and likewise concerning the fixtures in these spaces.

Impairment losses of euro 147 million were recognized (euro 110 million net of tax), including euro 47 million for right-of-use assets, euro 39 million for sub-leasing receivables and euro 9 million for fixtures. Accrued expenses such as facility management expenses and any taxes on vacant properties in the amount of euro 52 million are included in provisions for real estate commitments.

In 2022, euro 81 million in impairment losses had been recognized (euro 61 million net of tax), including euro 45 million for right-of-use assets and euro 12 million for fixtures. Accrued expenses such as lease expenses and any taxes on vacant properties in the amount of euro 24 million were included in provisions for real estate commitments.

Note 8 Non-current income and expenses

This covers non-recurring income and expenses. This line item mainly includes gains and losses on the disposal of assets.

(in millions of euros)	2023	2022
Capital gains (losses) on disposal of assets	(206)	2
Non-current income and (expenses)	4	(105)
Total non-current income and (expenses)	**(202)**	**(103)**

In 2023, other non-current income and expenses correspond mainly to the cost of the settlement reached between the attorneys general of the 50 US States, the District of Columbia and certain US territories concerning the work carried out by the former advertising agency, Rosetta (merged with Publicis Health LLC), on behalf of opioid manufacturers. Under this settlement, the expense of euro 203 million/dollar 220 million breaks down as follows: dollar (343) million to the States, dollar (7) million to costs of the attorneys general investigation and other ancillary costs, offset by an insurance reimbursement of dollar 130 million/euro 120 million (see also Note 22).

In 2022, asset disposals mainly related to the disposal of operations in Russia (see Note 2) giving rise to a loss of euro 87 million and the disposal of Qorvis LLC activities generating a loss of euro 29 million. Furthermore, the disposal of a stake held by the Group in a building located in Chicago, in the United States, generated a gain of euro 11 million.

Note 9 Financial income and expenses

/ Cost of net financial debt

(in millions of euros)	2023	2022
Interest expenses on loans and bank overdrafts	(120)	(118)
Financial income [1]	198	101
Cost of net financial debt	**78**	**(17)**

(1) In 2023, financial income is similar to that of 2022 and corresponds to cash investments. The euro 97 million increase (euro 198 million in 2023 compared to euro 101 million in 2022) is mainly due to higher interest rates.

/ Revaluation of earn-out payments

(in millions of euros)	2023	2022
Revaluation of earn-out payments	**12**	**(2)**

/ Other financial income and expenses

(in millions of euros)	2023	2022
Interest expense on lease liabilities	(79)	(87)
Change in fair value of financial assets	(1)	9
Foreign exchange gains (losses) and change in the fair value of derivatives	(7)	(15)
Other	(12)	(7)
Other financial income and expenses	**(99)**	**(100)**

Note 10 Income taxes

/ Analysis of income tax expense

(in millions of euros)	2023	2022
Current income tax expense for the period	(566)	(570)
Current tax income/(expense) for previous years	(7)	10
Total tax income/(expense)	**(573)**	**(560)**
Deferred tax income/(expense)	169	139
Changes in unrecognized deferred tax assets	(11)	(10)
Total net deferred tax income/(expense)	**158**	**129**
Income taxes	**(415)**	**(431)**

The analysis of the simplified transitional measures related to the OECD's international tax reform, Pillar 2, resulted in an initial estimate of the additional tax payable. For financial year 2024, the additional tax would represent an expense of less than euro 5 million.

As of December 31, 2023, no deferred tax has been recognized pursuant to the amendment to IAS 12 concerning the mandatory temporary exemption from the recognition of deferred taxes in the consolidated financial statements.

/ Effective tax rate

The effective tax rate is obtained as follows:

(in millions of euros)		2023	2022
Pre-tax income of consolidated companies		**1,731**	**1,648**
Loss of value		6	-
Revaluation of earn-out payments		(12)	2
(Gains)/Losses on disposals [1]		(4)	87
Restated pre-tax income of consolidated companies	**A**	**1,721**	**1,737**
French tax rate applicable to the parent company		25.8%	25.8%
Expected tax expense on pre-tax income of consolidated companies		**(444)**	**(449)**
Impact of:			
• Difference between the French tax rate and foreign tax rates		113	133
• Income tax at reduced or increased rates		(74)	(80)
• Changes in unrecognized deferred tax assets		(11)	(10)
• Other impacts [2]		1	(25)
Income tax in the income statement		**(415)**	**(431)**
Income tax in the restated income statement	**B**	**(415)**	**(431)**
Effective tax rate	**B / A**	**24.1%**	**24.8%**

(1) Main gains and losses on disposals which are not taxable or deductible.
(2) Other impacts mainly include those related to tax credits and adjustments to previous financial years.

/ Tax effect on other comprehensive income

	December 31, 2023			December 31, 2022		
(in millions of euros)	Gross	Tax	Net	Gross	Tax	Net
Actuarial gains (and losses) on defined benefit plans	12	(3)	9	42	(10)	32
Effect of translation adjustments and other	(344)	(12)	(356)	282	8	290
Total	**(332)**	**(15)**	**(347)**	**324**	**(2)**	**322**

/ Schedule of deferred taxes recognized in the balance sheet

(in millions of euros)	December 31, 2023	December 31, 2022
Short-term (less than one year)	4	(34)
Long-term (over one year)	110	1
Net deferred tax assets (liabilities)	**114**	**(33)**

/ Source of deferred taxes

(in millions of euros)	December 31, 2023	December 31, 2022
Deferred tax on adjustment of asset and liability valuations due to acquisitions	(36)	(85)
Deferred tax arising on the restatement of the Champs-Élysées building	(37)	(37)
Deferred tax on pensions and other post-employment benefits	40	51
Deferred tax arising on tax loss carryforwards	344	315
Deferred tax on other temporary differences	143	36
Gross deferred tax assets (liabilities)	**454**	**280**
Unrecognized deferred tax assets	(340)	(313)
Net deferred tax assets (liabilities)	**114**	**(33)**

As of December 31, 2023, deferred tax liabilities included the tax on the revaluation of intangible assets carried out at the time of the acquisition of Zenith (euro 5 million), Bcom3 (euro 41 million), Digitas (euro 12 million), Sapient (euro 38 million), Citrus (euro 10 million), Profitero (euro 6 million), as well as the deferred tax linked to the fair value being deemed as the cost of the Champs-Élysées land and building on the date of transition to IFRS.

Tax loss carryforwards

The Group also had tax loss carryforwards that had not been recognized as deferred tax assets in the consolidated balance sheet because of uncertainty as to their availability for use:

(in millions of euros)	December 31, 2023	December 31, 2022
Amount in unrecognized tax loss carryforwards	**1,142**	**1,105**
Of which carried forward indefinitely	*573*	*507*

Uncertain tax positions

The Group's tax positions are based on its interpretations of tax regulations and past experience. Each position is assessed individually without offsetting or aggregation with other positions and gives rise to the recognition of a liability when an outflow of resources is deemed probable. The assessment of these tax liabilities corresponds to the best estimate of risk at the reporting date and, where appropriate, includes late-payment interest and any penalties.

Liabilities relating to tax risks and litigation are recognized as tax liabilities for the companies for euro 216 million at December 31, 2023, versus euro 229 million at December 31, 2022.

Evolution of the tax regulation in the USA

From 2022, in the United States, Tax Cuts and Jobs Act requires capitalization and amortization of research & development expense (over five years for US expenditures), largely affecting Tech & IT companies. The application of this new tax measure was confirmed in December 2022.

This tax evolution has no impact on the effective tax rate, while cash tax payments will be increased over the first five years. The increase of the current tax charge will be neutralized by the recognition of a deferred tax asset for the same amounts.

Note 11 Earnings per share

/ Earnings per share (basic and diluted)

(in millions of euros, except for share data)		2023	2022
Net income used for the calculation of earnings per share			
Net income share attributable to equity holders of the parent company	**A**	**1,312**	**1,222**
Impact of dilutive instruments:			
• Savings in financial expenses related to the conversion of debt instruments, net of tax		-	-
Group net income – diluted	**B**	**1,312**	**1,222**
Number of shares used to calculate earnings per share			
Number of shares at January 1		254,311,860	253,462,409
Shares created over the year		-	393,965
Treasury shares to be deducted (average for the year)		(3,605,375)	(2,884,264)
Average number of shares used for the calculation	**C**	**250,706,485**	**250,972,110**
Impact of dilutive instruments:			
• Free shares and dilutive stock options [1]		3,292,878	2,633,057
Number of diluted shares	**D**	**253,999,363**	**253,605,167**
(in euros)			
Earnings per share	**A/C**	**5.23**	**4.87**
Diluted earnings per share	**B/D**	**5.17**	**4.82**

(1) Only stock options and warrants with a dilutive impact, i.e. whose strike price is lower than the average strike price, are included in the calculation.
As of December 31, 2023, there were no more stock options to be exercised.

6

/ Headline earnings per share (basic and diluted)

(in millions of euros, except for share data)		2023	2022
Net income used to calculate headline earnings per share [1]			
Net income – Group share		**1,312**	**1,222**
Items excluded:			
• Amortization of intangibles from acquisitions, net of tax		199	215
• Impairment loss [2], net of tax		115	80
• Main capital gains and losses on disposal of assets and fair value adjustment of financial assets, net of tax		1	92
• Revaluation of earn-out payments		(12)	2
• Rosetta / Publicis Health, LLC settlement (see Note 8 and Note 22)		152	-
Headline Group net income	**E**	**1,767**	**1,611**
Impact of dilutive instruments:			
• Savings in financial expenses related to the conversion of debt instruments, net of tax		-	-
Headline Group net income, diluted	**F**	**1,767**	**1,611**
Number of shares used to calculate earnings per share			
Number of shares at January 1		254,311,860	253,462,409
Shares created over the year		-	393,965
Treasury shares to be deducted (average for the year)		(3,605,375)	(2,884,264)
Average number of shares used for the calculation	**C**	**250,706,485**	**250,972,110**
Impact of dilutive instruments:			
• Free shares and dilutive stock options		3,292,878	2,633,057
Number of diluted shares	**D**	**253,999,363**	**253,605,167**
(in euros)			
Headline earnings per share [1]	**E/C**	**7.05**	**6.42**
Headline earnings per share – diluted [1]	**F/D**	**6.96**	**6.35**

(1) Headline EPS after elimination of impairment losses, amortization of intangibles from acquisitions, the main capital gains and losses on disposal and fair value adjustment of financial assets, the revaluation of earn-out payments and the Rosetta / Publicis Health, LLC settlement.

(2) This amount includes impairment losses on goodwill for euro 6 million and on right-of-use assets related to leases for euro 109 million in 2023. In 2022, impairment losses on goodwill were euro 19 million and euro 61 million on right-of-use assets related to leases.

Note 12 Goodwill

/ Changes in goodwill

(in millions of euros)	Gross value	Impairment loss	Net amount
December 31, 2021	**13,216**	**(1,456)**	**11,760**
Acquisitions	458	-	458
Impairment loss (1)	-	(28)	(28)
Changes related to the revaluation of earn-outs during the window period (2)	(22)	-	(22)
Disposals (3)	(56)	-	(56)
Foreign exchange	512	(78)	434
December 31, 2022	**14,108**	**(1,562)**	**12,546**
Acquisitions	273	-	273
Impairment loss (1)	-	(6)	(6)
Changes related to the revaluation of earn-outs during the window period (2)	(23)	-	(23)
Disposals	-	-	-
Foreign exchange	(410)	42	(368)
December 31, 2023	**13,948**	**(1,526)**	**12,422**

(1) See Note 7
(2) See Note 1.3 on the change in fair-value on any earn-out in a business combination
(3) The euro 56 million are due to the disposal of MMS Communication LLC in Russia for euro 26 million and of Qorvis for euro 30 million.

The net carrying amounts of goodwill by cash-generating unit or by group of cash-generating units are disclosed in Note 7.

Note 13 Intangible assets, net

/ Changes in intangible assets

(in millions of euros)	Intangible assets with a finite useful life: Client relationships	Software, technology and other	Brands	Total intangible assets
Gross values at December 31, 2022	**1,624**	**1,125**	**976**	**3,725**
Acquisitions	-	73	-	73
Change in scope	41	23	-	64
Disposals	-	(39)	-	(39)
Foreign exchange and others	85	74	56	215
Gross values at December 31, 2022	**1,750**	**1,256**	**1,032**	**4,038**
Acquisitions	2	70	-	72
Change in scope	-	-	-	-
Disposals	-	(11)	-	(11)
Foreign exchange and others	(50)	(58)	(34)	(142)
Gross values at December 31, 2023	**1,702**	**1,257**	**998**	**3,957**
Accumulated amortization at December 31, 2022	**(1,318)**	**(884)**	**(589)**	**(2,791)**
Depreciation	(72)	(155)	(97)	(324)
Change in scope	-	-	-	-
Disposals	-	12	-	12
Foreign exchange and others	37	46	21	104
Accumulated amortization at December 31, 2023	**(1,353)**	**(981)**	**(665)**	**(2,999)**
Net value at December 31, 2023	**349**	**276**	**333**	**958**

Depreciation and amortization expense of intangibles assets amount to euro 324 million in financial year 2023, of which euro 269 million pertain to intangibles resulting from acquisitions.

Valuation of intangible assets

In 2023, valuations tests did not lead the Group to recognize any impairment losses.

Note 14 Property, plant and equipment, net

(in millions of euros)	Land and buildings	Fixtures and fittings	IT equipment	Other	Total
Gross values at December 31, 2022	**167**	**716**	**413**	**556**	**1,852**
Increases	-	47	46	59	152
Decreases	-	(55)	(22)	(110)	(187)
Change in scope	-	(4)	(1)	2	(3)
Foreign exchange and others	-	17	11	10	38
Gross values at December 31, 2022	**167**	**721**	**447**	**517**	**1,852**
Increases	-	44	27	65	136
Decreases	-	(72)	(37)	(47)	(156)
Change in scope	-	-	1	-	1
Foreign exchange and others	2	(11)	(9)	(15)	(33)
Gross values at December 31, 2023	**169**	**682**	**429**	**520**	**1,800**
Accumulated amortization at December 31, 2022	**(18)**	**(442)**	**(358)**	**(419)**	**(1,237)**
Depreciation	(1)	(56)	(34)	(50)	(141)
Impairment loss [1]	-	(12)	-	-	(12)
Decreases	-	55	22	96	173
Change in scope	-	3	-	-	3
Foreign exchange and others	-	(10)	(7)	(10)	(28)
Accumulated amortization at December 31, 2022	**(19)**	**(462)**	**(377)**	**(383)**	**(1,242)**
Depreciation	(1)	(48)	(31)	(50)	(130)
Impairment loss [1]	-	(9)	-	-	(9)
Decreases	-	72	37	47	156
Change in scope	-	-	-	-	-
Foreign exchange and others	(2)	5	8	9	21
Accumulated amortization at December 31, 2023	**(22)**	**(442)**	**(363)**	**(377)**	**(1,204)**
Net value at December 31, 2023	**147**	**240**	**66**	**143**	**596**

(1) See Note 7

Land and buildings

As of December 31, 2023, the net amount of the property assets directly owned by Publicis listed on the balance sheet was euro 147 million.

The Group's main property asset is its corporate headquarters located at 133, avenue des Champs-Élysées, in Paris, France. This seven-story building includes around 12,000 sq.m. of office space, occupied by Group companies, and 1,500 sq.m. of commercial space, occupied by Publicisdrugstore, and two public movie theaters.

Fixtures and fittings

The euro (9) million impairment loss in 2023 corresponds to fittings for leased properties (see Note 7).

Other property, plant and equipment

The Group owns a considerable array of IT equipment used for the creation and production of advertising, the management of media buying and administrative work.

Note 15 Investments in associates

Investments in associates amounted to euro 46 million at December 31, 2023 (versus euro 55 million at December 31, 2022).

(in millions of euros)	Value in balance sheet
Amount at December 31, 2021	**25**
Additions to the consolidation scope	32
Share of profit of associates	5
Dividends paid	(3)
Foreign exchange and others	(4)
Amount at December 31, 2022	**55**
Disposals	(7)
Share of profit of associates	6
Dividends paid	(7)
Foreign exchange and others	(1)
Amount at December 31, 2023	**46**

In 2023, the disposals mainly concern Burrell Communications Group, disposed of in October 2023.

In 2022, additions to the consolidation scope concern:

- Voilà SAS, a joint-venture created with Orange, in which Publicis holds a 50% stake. Voilà supports the digitalization of professional events by providing a cloud platform for hybrid event production, customizable and accessible in SaaS (Software as a Service) mode;
- SCB Tech X, a joint-venture created with Siam Commercial Bank (SCB), in which Publicis holds a 40% stake. SCB Tech X is a leading, cloud-native platform-as-a-service serving clients in Southeast Asia;
- Core 1 WML, a media agency based in Ireland, in which Publicis holds a 49.9% stake.

The following table shows the carrying amount of investments in associates at December 31, 2023:

(in millions of euros)	December 31, 2023
Somupi SA	3
Viva Tech (1)	2
Voilà SAS	2
SCB TechX	14
JJLabs	1
OnPoint Consulting Inc.	4
Core 1 WML Ltd	16
Other investments in associates	4
Net amount	**46**

(1) Joint-venture between MSL France and Les Échos Solutions

Note 16 Other financial assets

(in millions of euros)	December 31, 2023	December 31, 2022
Other financial assets at fair value through profit and loss:		
• Venture Capital Funds [1]	144	166
• Other	19	19
Security deposits [2]	43	48
Loans to associates and non-consolidated companies	37	68
Sub-lease receivables [3]	43	123
Surplus of plan assets for pension commitments [4]	35	-
Other	22	22
Gross value	**343**	**446**
Impairment	(27)	(52)
Net amount	**316**	**394**

(1) These Venture Capital Funds are dedicated to investments in companies that belong to the digital economy.
(2) Security deposits include in particular the deposits given to lessors under real estate lease contracts.
(3) See Note 25
(4) See Note 23

Note 17 Inventories and work in-progress

(in millions of euros)	December 31, 2023	December 31, 2022
Inventories	153	120
Work-in-progress	211	225
Gross value	**364**	**345**
Impairment of inventories and work-in-progress	(23)	(18)
Net amount	**341**	**327**

Note 18 Trade receivables

(in millions of euros)	December 31, 2023	December 31, 2022
Trade receivables [1]	13,583	12,269
Notes receivable	2	3
Gross value	**13,585**	**12,272**
Opening impairment	(183)	(193)
Impairment over the year	(41)	(42)
Reversals during the year	36	52
Change in scope	-	-
Foreign exchange and others	3	-
Closing impairment	**(185)**	**(183)**
Net amount	**13,400**	**12,089**

(1) Including invoiced trade receivables of euro 10,569 million as of December 31, 2023 and euro 9,363 million as of December 31, 2022.

Note 19 Other receivables and current assets

(in millions of euros)	December 31, 2023	December 31, 2022
Taxes and levies	389	360
Advances to suppliers	229	237
Prepaid expenses	226	174
Derivatives hedging current assets and liabilities	3	28
Derivatives hedging intercompany loans and borrowings	6	22
Other receivables and current assets	414	109
Gross value	**1,267**	**930**
Impairment	(3)	(4)
Net amount	**1,264**	**926**

(1) This amount includes dollar 343 million paid in 2023 into an escrow account allocated to the States, United States territories and the District of Columbia (see notes 8 and 22).

Note 20 Cash and cash equivalents

(in millions of euros)	December 31, 2023	December 31, 2022
Cash and bank balances [1]	1,640	1,797
Short-term liquid investments	2,610	2,819
Total	**4,250**	**4,616**

(1) This amount includes euro 120 million received from insurance on a deposit account (see notes 8 and 22)

Short-term liquid investments included UCITS (French Undertakings for Collective Investment in Transferable Securities) funds classified by the AMF as short-term money market funds, subject to a very low risk of a change in value, and short-term deposits.

Note 21 Shareholders

/ Share capital of the parent company

(in shares)	December 31, 2023	December 31, 2022
Share capital at January 1	254,311,860	253,462,409
Capital increase	-	849,451
Shares comprising the share capital at the end of the period	**254,311,860**	**254,311,860**
Treasury stock at the end of the period	(3,737,367)	(2,319,795)
Shares outstanding at the end of the period	**250,574,493**	**251,992,065**

The share capital of Publicis Groupe SA amounted to euro 101,724,744 at December 31, 2023, divided into 254,311,860 shares with a nominal value of euro 0.40 each.

Neutralization of the existing treasury shares

Treasury shares held at the end of the year, including those owned under the liquidity contract, are deducted from the share capital.

The portfolio of treasury shares showed the following movements in 2022 and 2023:

	Number of shares
Treasury shares held on December 31, 2021	**3,861,900**
Disposals (exercise of stock options) and vesting of free shares	(1,546,529)
Buybacks of treasury shares	-
Movements as part of the liquidity contract	4,424
Treasury shares held on December 31, 2022 (1)	**2,319,795**
Disposals (exercise of stock options) and vesting of free shares	(1,545,833)
Buybacks of treasury shares	3,000,000
Movements as part of the liquidity contract	(36,595)
Treasury shares held on December 31, 2023 (1)	**3,737,367**

(1) Including 21,329 shares held as part of the liquidity contract on December 31, 2023, and 57,924 on December 31, 2022.

In 2023, as part of a share repurchase plan, Publicis Groupe SA bought back 3,000,000 of its shares for an amount of euro 222 million. The purpose of this program was to meet obligations related to the current free share plans for employees without issuing new shares.

/ Dividends proposed and voted

	Per share (in euros)	**Total** (in millions of euros)
Dividends paid in 2023 (for the 2022 financial year)	2.90	726 (1)
Dividends proposed to the General Shareholders' Meeting (for the 2023 financial year)	3.40	865 (2)

(1) Amount paid in full in cash.
(2) Amount for all shares outstanding on December 31, 2023, including treasury shares.

Capital management and buyback of treasury shares

The Group's policy is to maintain a solid capital base in order to maintain the confidence of investors, creditors and the market and to support future activity development. The Group's management pays particular attention to the debt-to-equity ratio, which is defined as net debt (financial debt less cash and cash equivalents) divided by equity (including non-controlling interests) and has calculated that the ideal debt-to-equity ratio is less than 0.80.

As of December 31, 2023, the debt-to-equity ratio, taking lease liabilities into account, was 0.15. At December 31, 2022, this ratio was 0.20.

Management also monitors the dividend payout rate, which is defined as the ratio between the dividend per share and the diluted headline earnings per share. Given the level of dividend (euro 3.40 per share) that will be proposed to the next General Shareholders' Meeting, the rate will be 48.9% for the 2023 financial year compared to 45.7% for the 2022 financial year.

Note 22 Provisions for liabilities and charges and contingent liabilities

(in millions of euros)	Restructuring	Vacant property [1]	Risks and litigation	Other provisions	Total
December 31, 2021	**41**	**97**	**254**	**120**	**512**
Increases	59	24	91	21	195
Releases with usage	(44)	(51)	(7)	(5)	(107)
Reversals without usage	(1)	-	(82)	(3)	(86)
Change in scope	-	-	-	3	3
Foreign exchange and others	0	9	5	-	14
December 31, 2022	**55**	**79**	**261**	**136**	**531**
Increases	54	62	35	57	208
Releases with usage	(44)	(24)	(55)	(17)	(140)
Reversals without usage	(5)	-	(6)	(3)	(14)
Change in scope	0	0	0	0	0
Foreign exchange and others	(4)	(2)	(3)	(2)	(11)
December 31, 2023	**56**	**115**	**232**	**171**	**574**
Of which short-term	*52*	*25*	*99*	*79*	*255*
Of which long-term	*4*	*90*	*133*	*92*	*319*

(1) See Note 7

Restructuring provisions

These include an estimate of the closure or restructuring costs of certain activities resulting from plans that were announced but not yet executed at the end of 2023 (mainly severance pay). The plans are detailed by project and by type, and are approved in advance by senior management. They are managed centrally to ensure that the provision is applied based on the actual costs incurred and to justify the remaining balance at the year-end on the basis of the outstanding cost to be incurred.

Vacant property provisions

If a property is vacant and is not intended to be used in the main activity, a provision is made including rental charges, taxes and any other costs. This provision does not include lease payments, which are recognized as an impairment of right-of-use assets relating to leases.

Provisions for risks and litigation

Provisions for risks and litigation (euro 232 million) include a short-term component (euro 99 million) and a long-term component (euro 133 million). They relate to litigation of any type with third parties, including commercial and tax litigation but excluding risks relating to uncertain tax positions.

Metrobus/“Autorité de la concurrence”

In April 2022, the Group received a notification of grievances from the Competition Authority in relation to practices implemented in the outdoor advertising sector in France. The procedure is ongoing.

Publicis Health LLC

On May 6, 2021, the Attorney General for the Commonwealth of Massachusetts filed a lawsuit against Publicis Health, LLC, a subsidiary of Publicis Groupe, in connection with the work that the agency and its predecessor agencies did for Purdue Pharma from 2010 to 2018 related to the marketing of opioids. The Attorney General claims that Publicis violated the Massachusetts consumer protection statute and created a public nuisance by participating in Purdue Pharma’s efforts to market and sell opioids.

In August 2022, Publicis Health, LLC has likewise been named as a codefendant in several lawsuits, centralized in a multidistrict litigation proceeding in the United States District Court for the Northern District of California, filed by tribes and local governments concerning work that Publicis Health, LLC and its predecessor agencies performed for Purdue Pharma related to the marketing of opioids. On September 19, 2023, Publicis Health, LLC was named as a codefendant in a similar action brought by St. Clair County in the Circuit Court of the 20th Judicial Circuit in Illinois.

On November 3, 2022, the Attorneys General of nine states (California, Colorado, Connecticut, Idaho, Oregon, New York, North Carolina, Tennessee, and Vermont) advised that they considered Publicis Health, LLC to have legal exposure related to its work for opioid manufacturers, including Purdue Pharma.

Publicis Health was engaged in discussions with the Executive Committee and reached in December 2023 an agreement-in-principle to settle claims on behalf of all 50 states (including Massachusetts as well as all States mentioned above), the participating U.S. territories, and the District of Columbia that could be brought by those States and U.S. Territories arising from or related to Publicis Health's work for opioid manufacturers.

On February 1, 2024, the attorneys general for all 50 states, the District of Columbia, and certain U.S. Territories announced their joinder in the agreement-in-principle and filed proposed consent judgments in courts in their respective jurisdictions that memorialize the terms of the agreement. When entered by the courts, the consent judgments will resolve all claims that could be brought by those States and U.S. Territories related to past work undertaken for opioid manufacturers, including by former advertising agency Rosetta (merged in Publicis Health, LLC).

The Attorneys General have recognized Publicis Health's good faith and responsible corporate citizenship in reaching this resolution. After discussions, this settlement brings the matter to a close with the payment of dollar (343) million paid in 2023 into an escrow account allocated to the States, U.S. Territories and the District of Columbia), and dollar (7) million deposited to reimburse the Settling States for attorney fees, costs, and expenses associated with the investigation and to fund the document repository. The full settlement amount (dollar 350 million) is offset by an insurance reimbursement of dollar 130 million (received by Publicis in a bank payment account in 2023). Therefore, the net non-current expense recorded in 2023 is dollar 220 million (euro 203 million) before tax. The expense, net of tax, equals to euro 152 million and the impact on the cash of the Group is a payment of euro 148 million in 2023.

This settlement is in no way an admission of wrongdoing or liability. Publicis Health LLC will, if need be, defend itself against any litigation that this agreement does not resolve such as those filed by tribes or units of local government.

Note 23 Pension commitments and term benefits

Defined benefit pension plans

The Group has obligations for a number of defined benefit pension plans, mainly split between:

- pension funds (66% of the Group's obligations): these are rights to which employees have earned entitlement, with external pre-funding requirements predominantly in the US and the UK;
- other mandatory and statutory pension schemes, such as retirement indemnities (31% of the Group's obligations), particularly in France: rights have not vested so payment is uncertain and notably linked to employees still being with the Company upon retirement;
- medical coverage plans for retirees (2% of the Group's obligations) consisting of an effective liability vis-à-vis current retirees and a provision for current workers (future retirees), in particular in the US and the UK.

The largest plans are therefore the pension funds in the United Kingdom (29% of the Group's obligations) and in the United States (24% of the Group's obligations):

- in the United Kingdom, the Group's obligations are managed through six pension funds and two medical coverage plans, administered by independent joint boards made up of independent external directors. These Boards are required by regulation to act in the best interests of plan beneficiaries, notably by ensuring that the pension funds are financially stable, as well as by monitoring their investment policy and management.

  All of the six pension funds are closed and frozen. All existing entitlements (based on salary and number of years of service to the Group) have been frozen: beneficiaries still working will not earn any further entitlement under these defined benefit plans. Three funds are in a profit position, and the asset ceiling has been removed in order to show the surplus on the balance sheet.

  The pension fund obligations in the United Kingdom relate to retirees (82%) and former employees with deferred entitlement who have not yet drawn down their pension entitlements (18%);
- in the United States, the Group's obligations are basically limited to a closed and frozen pension fund. The obligations relate to former employees with deferred entitlement who have not yet drawn down their pension entitlements (32% of obligations), retirees (46% of obligations) and employees still working (22% of obligations).

Defined benefit pension plan valuations were carried out by independent experts. The main countries concerned are the United States, the United Kingdom, Germany, France, Switzerland, Belgium, the United Arab Emirates, Saudi Arabia, South Korea, the Philippines, Japan, India and Sri Lanka.

The changes brought about by the pension reform, modifying the minimum retirement age and the conditions for obtaining the full pension, applicable since September 2023 in France, constituted a plan amendment under IAS 19, both for end-of-career indemnity plans and long-service awards plans in France.

No material events occurred during the financial year to affect the value of the Group's liabilities under these plans (significant plan change).

Financial coverage

Publicis Groupe sets aside financial assets to cover these liabilities, primarily in the United Kingdom and the United States, in order to comply with its legal and/or contractual obligations and to limit its exposure to an increase in these liabilities (interest and inflation rate volatility, longer life expectancy, etc.).

The policy to cover the Group's liabilities is based on regular asset-liability management reviews to ensure optimal asset allocation, designed both to limit exposure to market risks by diversifying asset classes on the basis of their risk profile and to better reflect the payment of benefits to beneficiaries, having regard to plan maturity. These reviews are performed by independent advisers and submitted to the Trustees for approval. Investments are made in compliance with legal constraints and the criteria governing the deductibility of such covering assets in each country. Funding requirements are generally determined on a plan-by-plan basis and as a result a surplus of assets in overfunded plans cannot be used to cover underfunded plans.

Risk exposure

The principal risks to which the Group is exposed through its pension funds in the United Kingdom and the United States are as follows:

- volatility of financial assets: the financial assets in the plans (shares, bonds, etc.) often have a return higher than the discount rate over the long term, but are more volatile in the short term, especially since they are measured at their fair value for the Group's annual accounting needs. The asset allocation is determined so as to ensure the financial viability of the plan over the long term;
- variation of bond rates: a decrease in corporate bond rates leads to an increase in obligations under the plans as recognized by the Group, even where this increase is partially reduced by an increase in value of the financial assets in the plans (for the portion of investment grade corporate bonds);

- longevity: the largest part of benefits guaranteed by the plans is retirement benefits. An extended life expectancy therefore leads to an increase in these plans;
- inflation: a significant portion of the benefits guaranteed by the pension funds in the United Kingdom is indexed to inflation. A rise in inflation leads to an increase in the obligation (even when thresholds have been set for most of them in order to protect the plan from hyper-inflation). Most of the financial assets are either not impacted by inflation or weakly correlated with inflation, therefore inferring that a rise in inflation would lead to an increase of the plan's deficit from an accounting perspective. The American pension funds do not expose the Group to a significant inflation risk as the benefits are not indexed to inflation.

Actuarial gains and losses

Actuarial gains and losses reflect unforeseen increases or reductions in the present value of a defined benefit obligation or of the fair value of the corresponding plan assets. Actuarial gains and losses resulting from changes in the present value of liabilities under a defined benefit plan stem, firstly, from experience adjustments (differences between the previous actuarial assumptions and what has actually occurred) and, secondly, from the effect of changes in actuarial assumptions.

Other long-term benefits

Publicis Groupe also recognizes various long-term benefits, primarily seniority payments, long-service awards, in France in particular, and certain multi-year plans for which the deferred compensation is linked to continued employment.

/ Net carrying amount of the provision

	December 31, 2023	December 31,2022
Pension commitments and other long-term benefits	(265)	(244)
Pension commitments and other short-term benefits	(21)	(20)
Pension plan surpluses[(1)]	35	-
Total provisions for retirement benefit obligations, other post-employment and long-term benefits	**(251)**	**(264)**

(1) The pension plan surpluses are presented in other financial assets (see note 16)

16

/ Change in the actuarial benefit obligation

	December 31, 2023			December 31, 2022		
(in millions of euros)	Pension plans	Medical cover	Total	Pension plans	Medical cover	Total
Opening actuarial benefit obligation	**(565)**	**(15)**	**(580)**	**(727)**	**(21)**	**(748)**
Cost of services rendered	(21)	-	(21)	(27)	-	(27)
Benefits paid	33	2	35	49	2	51
Interest expense on benefit obligation	(24)	(1)	(25)	(14)	-	(14)
Effect of remeasurement	(44)	-	(44)	159	6	165
Experience gains (losses)	*(26)*	-	*(26)*	*(17)*	*2*	*(15)*
Gains (losses) arising from a change in economic assumptions	*(17)*	-	*(17)*	*171*	*4*	*175*
Gains (losses) arising from other changes in demographic assumptions	*(1)*	-	*(1)*	*5*	-	*5*
Acquisitions, disposals	(4)	-	(4)	-	-	-
Translation adjustments	4	-	4	(5)	(1)	(6)
Actuarial benefit obligation at year-end	**(621)**	**(14)**	**(635)**	**(565)**	**(15)**	**(580)**

/ Change in the fair value of plan assets

(in millions of euros)	December 31, 2023 Pension plans	Medical cover	Total	December 31, 2022 Pension plans	Medical cover	Total
Fair value of plan assets at start of year	**387**	**-**	**387**	**529**	**-**	**529**
Actuarial return on plan assets	30	-	30	(120)	-	(120)
Employer contributions	23	2	25	30	2	32
Administrative fees	(3)	-	(3)	(2)	-	(2)
Acquisitions, disposals	-	-	-	-	-	-
Benefits paid	(33)	(2)	(35)	(49)	(2)	(51)
Translation adjustments	2	-	2	(1)	-	(1)
Fair value of plan assets at year-end	**406**	**-**	**406**	**387**	**-**	**387**
Financial coverage	**(215)**	**(14)**	**(229)**	**(179)**	**(16)**	**(195)**
Effect of ceiling on value of assets	(11)	-	(11)	(54)	-	(54)
Net provision for defined benefit pension liabilities and post-employment medical care	**(226)**	**(14)**	**(240)**	**(233)**	**(16)**	**(249)**
Provision for other long-term benefits	(11)	-	(11)	(15)	-	(15)
Total provisions for retirement benefit obligations, other post-employment and long-term benefits	**(237)**	**(14)**	**(251)**	**(248)**	**(16)**	**(264)**

/ Pension commitment expenses and other post-employment benefits

(in millions of euros)	December 31, 2023 Pension plans	Medical cover	Total	December 31, 2022 Pension plans	Medical cover	Total
Cost of services rendered during the year	(21)	-	(21)	(28)	-	(28)
Financial expenses	(9)	(1)	(10)	(5)	(1)	(6)
Defined benefit plan expense	**(30)**	**(1)**	**(31)**	**(33)**	**(1)**	**(34)**
Cost of other plans (including defined contribution plans) and other benefits	(203)	-	(203)	(193)	-	(193)
Administrative fees excluding plan management fees	(5)		(5)	(2)	-	(2)
Total retirement costs recognized in the income statement	**(238)**	**(1)**	**(239)**	**(228)**	**(1)**	**(228)**

/ Breakdown of plan assets

The table below provides a breakdown of plans by asset type and by fair value hierarchy. The various fair value hierarchy levels are defined in Note 29.

	December 31, 2023				December 31, 2022			
(in millions of euros)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Shares	26	-	-	26	25	-	-	25
Bonds	-	93	-	93	-	95	-	95
Treasury bonds	-	119	-	119	-	137	-	137
Real Estate	-	-	1	1	-	-	1	1
Other	52	-	115	167	16	-	113	129
Total	**78**	**212**	**116**	**406**	**41**	**232**	**114**	**387**

/ Estimate of employer contributions and of future benefits payable

(in millions of euros)	Pension plans	Medical	Total
Estimated employer contribution for 2024	**28**	**2**	**30**

(in millions of euros)	Pension plans	Medical	Total
Estimated future benefits payable			
2024	55	2	57
2025	47	2	49
2026	46	1	47
2027	44	1	45
2028	41	1	42
Financial years 2029 to 2032	198	6	204
Total over the next 10 financial years	**431**	**13**	**444**

The average duration of plans at end-December 2023 was ten years.

Actuarial assumptions (weighted average rates)

Discount rates are calculated using the rates of long-term investment grade corporate bonds (minimum AA rating) with maturities equivalent to the length of the plans assessed. They were determined based on external indexes commonly considered to be benchmarks, namely the iBoxx in Europe and the Aon AA-AAA Bond Universe in the United States.

	Pension plans				Post-employment medical cover	
December 31, 2023	United States	United Kingdom	Euro zone	Other Country	United States	United Kingdom
Discount rate	4.70%	4.50% - 4.55%	3.15%	1.30% - 7.10%	4.70%	4.50% - 4.55%
Future wage increases	n/a	n/a	2.65% - 3.10% (1)	1.5 % - 10.00 %	5%	n/a
Future pension increases	n/a	2% - 3.6%	0% - 2.10% (1)	n/a	n/a	n/a

(1) For Germany and Belgium.

16

	Pension plans				Post-employment medical cover	
December 31, 2022	**United States**	**United Kingdom**	**Euro zone**	**Other Country**	**United States**	**United Kingdom**
Discount rate	4.85%	4.70% - 4.85%	3.75%	1% - 7.10%	4.85%	4.70% - 4.85%
Future wage increases	n/a	n/a	2.75% - 3.20% (1)	1.50% - 5,00%	5 %	n/a
Future pension increases	n/a	2% - 3.7%	0% - 2.20% (1)	n/a	n/a	n/a

(1) For Germany and Belgium
(2) For Germany only

The rate of increase in medical expenses used for financial year 2023 is 6% with a gradual decrease to 4%.

/ Sensitivity analysis

Pension plans (in millions of euros)	0.5% increase				
	United States	**United Kingdom**	**Euro zone**	**Other countries**	**Total**
Change in discount rate					
Effect on actuarial benefit obligation at year-end	(6)	(8)	(6)	(13)	(33)
Change in the increase rate of salaries					
Effect on actuarial benefit obligation at year-end	-	-	5	5	10

Pension plans (in millions of euros)	0.5% decrease				
	United States	**United Kingdom**	**Euro zone**	**Other countries**	**Total**
Change in discount rate					
Effect on actuarial benefit obligation at year-end	7	8	6	8	29
Change in the increase rate of salaries					
Effect on actuarial benefit obligation at year-end	-	-	(4)	(5)	(9)

Post-employment medical cover (in millions of euros)	0.5% increase			0.5% decrease		
	United States	**United Kingdom**	**Total**	**United States**	**United Kingdom**	**Total**
Change in discount rate						
Effect on actuarial benefit obligation at year-end	-	-	-	-	-	-
Change in the increase rate of salaries						
Effect on actuarial benefit obligation at year-end	-	-	-	-	-	-

Note 24 Financial liabilities

(in millions of euros)	December 31, 2023	December 31, 2022
Bonds (excl. accrued interest)	2,841	3,338
Other debt	347	278
Total financial liabilities	**3,188**	**3,616**
Of which short-term	*726*	*627*
Of which long-term	*2,462*	*2,989*

/ Change in financial liabilities

(in millions of euros)	December 31, 2022	Cash outflows	Changes excl. cash outflows: Acquisitions	Changes excl. cash outflows: Exchange rate fluctuations	Changes excl. cash outflows: Changes in fair value	December 31, 2023
Eurobond 0.5% – November 2023 (EIR 0.741%) (1)	499	(500)	-	-	1	0
Eurobond 1.625% – December 2024 (EIR 1.732%) (1)	601	-	-	-	(1)	600
Eurobond 0.625% – June 2025 (EIR 0.781%) (1)	747	-	-	-	1	748
Eurobond 1.25% – June 2028 (EIR 1.329%) (1)	747	-	-	-	1	748
Eurobond 1.75% – June 2031 (EIR 1.855%) (1)	744	-	-	-	1	745
Bonds (excl. accrued interest)	**3,338**	**(500)**	**-**	**-**	**3**	**2,841**
Debt related to earn-out commitments	**185**	**(71)**	**158**	**(1)**	**(18)**	**253**
Debt related to commitments to buy-out non-controlling interests	**30**	**(2)**	**-**	**-**	**(5)**	**23**
Accrued interest	48	(97)	-	(2)	97	46
Other borrowings and credit lines	14	2	3	0	5	24
Bank overdrafts	1	-	-	-	-	1
Other financial liabilities	**63**	**(95)**	**3**	**(2)**	**102**	**71**
Total financial liabilities	**3,616**	**(668)**	**161**	**(3)**	**82**	**3,188**
Fair value of derivatives hedging on the 2025, 2028 and 2031 Eurobonds (2)	260	-	-	-	(143)	117
Fair value of derivatives hedging on intra-group loans and borrowings (2)	106	47	-	-	(117)	36
Total liabilities related to financing activities	**3,982**	**(621)**	**161**	**(3)**	**(178)**	**3,341**

(1) Net of issuance costs. The number of securities at December 31, 2023 was 6,000 for the Eurobonds maturing in 2024, 7,500 for the Eurobonds maturing in 2025, 7,500 for the Eurobonds maturing in 2028 and 7,500 for the Eurobonds maturing in 2031. The Effective Interest Rate (EIR) is given for each Eurobond.

(2) Presented in "Other receivables and current assets" and/or in "Other creditors and current liabilities" on the consolidated balance sheet.

6

(in millions of euros)	December 31, 2021	Cash outflows	Changes excl. cash outflows			December 31, 2022
			Acquisitions	Exchange rate fluctuations	Changes in fair value	
Eurobond 0.5% – November 2023 (EIR 0.741%) (1)	498	-	-	-	1	499
Eurobond 1.625% – December 2024 (EIR 1.732%) (1)	601	-	-	-	-	601
Eurobond 0.625% – June 2025 (EIR 0.781%) (1)	746	-	-	-	1	747
Eurobond 1.25% – June 2028 (EIR 1.329%) (1)	747	-	-	-	-	747
Eurobond 1.75% – June 2031 (EIR 1.855%) (1)	743	-	-	-	1	744
Bonds (excl. accrued interest)	**3,335**	**-**	**-**	**-**	**3**	**3,338**
Debt related to earn-out commitments	**206**	**(119)**	**107**	**7**	**(16)**	**185**
Debt related to commitments to buy-out non-controlling interests	**16**	**(3)**	**15**	**0**	**2**	**30**
Accrued interest	45	(99)	-	3	99	48
Other borrowings and credit lines	16	(10)	-	-	8	14
Bank overdrafts	12	(11)	-	-	-	1
Other financial liabilities	**73**	**(120)**	**0**	**3**	**107**	**63**
Total financial liabilities	**3,630**	**(242)**	**122**	**10**	**96**	**3,616**
Fair value of derivatives hedging on the 2025, 2028 and 2031 Eurobonds (2)	97	-	-	-	163	260
Fair value of derivatives hedging on intra-group loans and borrowings (2)	8	29	-	-	69	106
Total liabilities related to financing activities	**3,735**	**(213)**	**122**	**10**	**328**	**3,982**

(1) Net of issuance costs. The number of securities at December 31, 2022 was 5,000 for the Eurobonds maturing in 2023, 6,000 for the Eurobonds maturing in 2024, 7,500 for the Eurobonds maturing in 2025, 7,500 for the Eurobonds maturing in 2028 and 7,500 for the Eurobonds maturing in 2031. The Effective Interest Rate (EIR) is given for each Eurobond.

(2) Presented in "Other receivables and current assets" and/or in "Other creditors and current liabilities" on the consolidated balance sheet.

Bonds to finance the acquisition of Epsilon

A euro 2.25 billion bond was issued on June 5, 2019 to finance the acquisition of Epsilon. It was issued in three tranches of euro 750 million each, at a fixed rate and in euros, each swapped into US dollars at a fixed rate.

The swaps were qualified as cash flow hedges of the bond issue in euros. The fair value of these swaps was booked in the balance sheet under "Other receivables and current assets" and/or "Other creditors and current liabilities." The change in the fair value of these instruments is booked in "Other comprehensive income" and transferred to the income statement as interests on bond are recognized and the variation in the liabilities in US dollars. At December 31, 2023, the fair value of these derivatives was recorded in other creditors and current liabilities for euro 117 million (compared to euro 260 million in other creditors and current liabilities at December 31, 2022).

Other bonds

The other Publicis Groupe SA bonds are issued at a fixed rate and denominated in euros. The 2021 and 2023 tranches of euro 700 million and euro 500 million respectively were repaid at maturity in December 2021 and November 2023.

Analysis of financial liabilities by date of maturity

/ December 31, 2023

		Maturities					
(in millions of euros)	Total	-1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	+5 Years
Bonds (excl. accrued interest)	2,841	600	748	-	-	748	745
Debt related to earn-out commitments	253	48	86	109	6	4	-
Debt related to commitments to buy-out non-controlling interests	23	16	7	-	-	-	-
Other financial liabilities	71	61	5	1	1	1	2
Total financial liabilities	**3,188**	**725**	**846**	**110**	**7**	**753**	**747**
Fair value of derivatives	153	36	23	-	-	39	55
Total liabilities related to financing activities	**3,341**	**761**	**869**	**110**	**7**	**792**	**802**

16

/ December 31, 2022

		Maturities					
(in millions of euros)	Total	-1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	+5 Years
Bonds (excl. accrued interest)	3,338	499	601	747	-	-	1,491
Debt related to earn-out commitments	185	58	42	37	32	16	-
Debt related to commitments to buy-out non-controlling interests	30	11	7	10	2	-	-
Other financial liabilities	63	59	4	-	-	-	-
Total financial liabilities	**3,616**	**627**	**654**	**794**	**34**	**16**	**1,491**
Fair value of derivatives	366	106	-	60	-	-	200
Total liabilities related to financing activities	**3,982**	**733**	**654**	**854**	**34**	**16**	**1,691**

/ Analysis of financial liabilities by currency

(in millions of euros)	December 31, 2023	December 31, 2022
Euros [(1)]	2,880	3,373
US dollars	272	170
Other currencies	36	73
Total financial liabilities	**3,188**	**3,616**

(1) Including euro 2,250 million of Eurobonds swapped into USD at December 31, 2023 (euro 2,250 million at December 31, 2022).

Analysis by interest rate type

See Note 30. Risk management – "Exposure to interest rate risk".

Exposure to liquidity risk

Future payments related to financial debt before the impact of discounting (excluding debt linked to finance leases) are as follows:

/ December 31, 2023

		Maturities					
(in millions of euros)	Total	-1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	+5 Years
Bonds (excl. accrued interest)	3,021	637	777	22	22	773	789
Debt related to earn-out commitments	253	48	86	109	6	4	-
Debt related to commitments to buy-out non-controlling interests	23	16	7	-	-	-	-
Other financial liabilities	71	61	5	1	1	1	2
Total future payments relating to financial liabilities	**3,368**	**762**	**875**	**132**	**29**	**778**	**791**
Fair value of derivatives	153	36	23	-	-	39	55
Total future payments relating to financing activities	**3,521**	**798**	**898**	**132**	**29**	**817**	**846**

/ December 31, 2022

		Maturities					
(in millions of euros)	Total	-1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	+5 Years
Bonds (excl. accrued interest)	3,560	539	637	777	22	22	1,562
Debt related to earn-out commitments	185	58	42	37	32	16	-
Debt related to commitments to buy-out non-controlling interests	30	11	7	10	2	-	-
Other financial liabilities	63	59	4	-	-	-	-
Total future payments relating to financial liabilities	**3,838**	**667**	**690**	**824**	**56**	**38**	**1,562**
Fair value of derivatives	366	106	-	60	-	-	200
Total future payments relating to financing activities	**4,204**	**773**	**690**	**884**	**56**	**38**	**1,762**

In order to manage its liquidity risk, Publicis holds both a substantial amount of cash (cash and cash equivalents) for a total of euro 4,250 million as of December 31, 2023 and undrawn confirmed credit lines representing a total of euro 2,000 million as of December 31, 2023 being a multi-currency syndicated loan, maturing in 2024. This credit facility has been renewed until 2026 up to euro 1,579 million. These immediately or almost immediately available sums allow the Group to meet its general funding requirements.

Apart from bank overdrafts, most of the Group's debt is comprised of bonds, none of which are subject to financial covenants. They only include standard credit default event clauses (liquidation, cessation of payment, default on the debt itself or on the repayment of another debt above a given threshold) which are generally applicable above a threshold of euro 25 million.

The Group has not established any credit derivatives to date.

Note 25 Lease contracts

/ Analysis of right-of-use assets by category of underlying assets

(in millions of euros)	Real Estate	Outdoor contracts	Other assets	Total
Gross values at December 31, 2021	**2,421**	**64**	**50**	**2,535**
Addition of assets (1)	120	609	14	743
Terminations or end of contracts	(175)	(36)	(15)	(226)
Impacts of sub-leasing (2)	(482)	-	-	(482)
Change in scope	(11)	-	-	(11)
Foreign exchange and others	73	-	1	74
Gross values at December 31, 2022	**1,946**	**637**	**50**	**2,633**
Addition of assets (1)	178	18	39	235
Terminations or end of contracts	(108)	(12)	(21)	(141)
Foreign exchange and others	(24)	-	(2)	(26)
Gross values at December 31, 2023	**1,992**	**643**	**66**	**2,701**
Accumulated amortization at December 31, 2022	**(972)**	**(48)**	**(26)**	**(1,046)**
Amortization & depreciation	(214)	(93)	(19)	(326)
Impairment losses	(46)	-	-	(46)
Terminations or end of contracts	175	36	15	226
Impacts of sub-leasing (2)	343	-	-	343
Change in scope	4	-	-	4
Foreign exchange and others	(34)	(1)	-	(35)
Accumulated amortization at December 31, 2022	**(744)**	**(106)**	**(30)**	**(880)**
Amortization & depreciation	(188)	(93)	(14)	(295)
Impairment losses	(47)	-	-	(47)
Terminations or end of contracts	108	12	21	141
Foreign exchange and others	(7)	-	1	(6)
Accumulated amortization at December 31, 2023	**(878)**	**(187)**	**(22)**	**(1,087)**
Net value at December 31, 2023	**1,114**	**456**	**44**	**1,614**

(1) Additions of assets are net of changes in assumptions on contracts.
(2) These impacts were relating mainly to sub-lease contracts, which have been fully effective during the period; the net right-of-use values have been reclassified to "Other financial assets" for the long-term part and to "Other receivables and current assets" for the short-term part.

/ Analysis of lease liabilities

(in millions of euros)	December 31, 2022	Cash outflows [1]	Changes excl. cash outflows: Offset under right-of-use assets	Changes excl. cash outflows: Short-term – long-term reclassification	Changes excl. cash outflows: Effect of translation and others	December 31, 2023
Lease liabilities – short-term	360	(353)	-	354	(1)	360
Lease liabilities – long-term	2,197	-	195	(354)	(46)	1,992
Total lease liabilities	**2,557**	**(353)**	**195**	**-**	**(47)**	**2,352**

(1) Repayments of lease liabilities represent an amount of euro (344) million in the consolidated statement of cash flows, of which euro (353) million in respect of leases and euro 9 million of proceeds from sub-leases.

(in millions of euros)	December 31, 2021	Cash outflows [1]	Changes excl. cash outflows: Offset under right-of-use assets	Changes excl. cash outflows: Short-term – long-term reclassification	Changes excl. cash outflows: Effect of translation and others	December 31, 2022
Lease liabilities – short-term	288	(339)	1	416	(6)	360
Lease liabilities – long-term	1,801	-	750	(416)	62	2,197
Total lease liabilities	**2,089**	**(339)**	**751**	**-**	**56**	**2,557**

(1) Repayments of lease liabilities represent an amount of euro (317) million in the consolidated statement of cash flows, of which euro (339) million in respect of leases and euro 22 million of proceeds from sub-leases.

Expenses relating to variable lease payments not taken into account in the measurement of the lease obligation

The advertising network contracts include fixed fees (guaranteed minimums) and variable fees above a certain level of activity carried out. Fixed fees are taken into account in the lease liability, while variable fees are expensed directly.

In 2023, the variable lease expenses amount to euro 40 million. In 2022, the variable lease expenses were euro 68 million.

Interest expense on lease liabilities

For financial year 2023, the interest expense on lease liabilities is euro 79 million (see Note 9). For financial year 2022, the interest expense for lease liabilities was euro 87 million.

/ Breakdown by repayment schedule of lease liabilities

(in millions of euros)	Total	Maturities: -1 Year	Maturities: 1-2 Years	Maturities: 2-3 Years	Maturities: 3-4 Years	Maturities: (4 years)
Cash outflows relating to lease liabilities	**2,820**	**423**	**385**	**355**	**273**	**1,384**

Furthermore, concerning sublease contracts, cash inflows expected for financial year 2024 amount to euro 10 million.

Note 26 Other creditors and current liabilities

(in millions of euros)	December 31, 2023	December 31, 2022
Advances and deposits received	424	435
Liabilities to employees	1,122	1,091
Tax liabilities (excl. income tax)	383	327
Derivatives hedging current assets or liabilities	2	26
Derivatives hedging Eurobond	117	260
Derivatives hedging intercompany loans and borrowings	41	128
Other current liabilities	413	149
Total other creditors and current liabilities	**2,502**	**2,416**

Note 27 Contract liabilities

(in millions of euros)	2023	2022
Total contract liabilities at January 1	549	470
Amount recognized in revenue over the period	(523)	(493)
Amount to be recognized in subsequent periods	513	549
Change in scope	4	11
Foreign exchange and others	(30)	12
Total contract liabilities at December 31	**513**	**549**

Note 28 Commitments

/ December 31, 2023

(in millions of euros)	Total	Maturities -1 Year	1-5 Years	+5 Years
Commitments given				
Guarantees [1]	256	44	104	108
Other commitments [2]	20	4	16	-
Total commitments given	**276**	**48**	**120**	**108**
Commitments received				
Undrawn confirmed credit lines	2,000	421	1,579	-
Other commitments	8	7	-	1
Total commitments received	**2,008**	**428**	**1,579**	**1**

(1) As of December 31, 2023, guarantees included euro 65 million in commitments given to tax authorities in Italy as part of the recovery of VAT debts and receivables, undertakings to pay euro 32 million into Venture Capital Funds until 2031, and euro 13 million relating to media-buying operations.
(2) Publicis Groupe has joined the Climate Fund for Nature (Mirova/Natixis). The fund will support projects dedicated to the protection and restoration of nature with associated benefits for biodiversity and communities. This represents a commitment of euro 20 million for the delivery of voluntary carbon credits over fifteen years.

/ December 31, 2022

(in millions of euros)	Total	Maturities -1 Year	1-5 Years	+5 Years
Commitments given				
Guarantees [1]	194	46	71	77
Total commitments given	**194**	**46**	**71**	**77**
Commitments received				
Undrawn confirmed credit lines	2,000	-	2,000	-
Other commitments	10	9	-	1
Total commitments received	**2,010**	**9**	**2,000**	**1**

(1) As of December 31, 2022, guarantees included euro 68 million in commitments given to tax authorities in Italy as part of the recovery of VAT debts and receivables, undertakings to pay euro 40 million into Venture Capital Funds until 2031, and euro 13 million relating to media-buying operations.

Other commitments

As part of the disposal of MMS Communication LLC, the Group reached an agreement to buy back 100% of the Company's share capital. This option is subject to a return to normal operating conditions, taking into account a five-year exercise period starting on March 28, 2024. This period may be extended to 12 years, at the sole discretion of Publicis Groupe.

Given the current conditions, this call option has an insignificant value at the closing date.

The Group holds a call option on the remaining 50.11% of the capital of Core 1 WML, a media agency based in Ireland. The call option is valued at the market price according to the multiples method applied to the operating margin before amortization (as for the acquisition of 33.7% of the capital of Core 1 WML carried out in 2022). As the control premium does not represent a significant value, this purchase option has a zero value as of December 31, 2023.

As of December 31, 2023, there were no significant commitments such as pledges, guarantees or collateral, or any other significant off-balance sheet commitments, in accordance with currently applicable accounting standards.

Note 29 Financial instruments

Category of financial instruments

/ December 31, 2023

(in millions of euros)	Value in balance sheet	Fair value through profit and loss	Amortized cost	Fair value through OCI
Other financial assets				
• Venture Capital Funds	144	144	-	-
• Unconsolidated securities	11	11	-	-
• Security deposits	43	-	43	-
• Loans to associates and non-consolidated companies	30	-	30	-
• Sub-lease receivables	32	-	32	-
• Surplus of plan assets for pension commitments	35	-	-	35
• Other	21	-	21	-
Trade receivables	13,400	-	13,400	-
Contract assets	1,297	-	1,297	-
Other receivables and current assets (1)				
• Derivatives hedging current assets and liabilities	3	3	-	-
• Derivatives hedging intercompany loans and borrowings	6	6	-	-
• Other receivables and current assets	414	-	414	-
Cash and cash equivalents	4,250	2,610	1,640	-
Total financial instruments – assets	**19,686**	**2,774**	**16,877**	**35**
Long-term borrowings	2,462	205	2,257	-
Trade payables	17,077	-	17,077	-
Short-term borrowings	726	48	678	-
Other creditors and current liabilities (2)				
• Derivatives hedging current assets and liabilities	2	2	-	-
• Derivatives hedging intercompany loans and borrowings	41	41	-	-
• Derivatives hedging Eurobond 2025, 2028 and 2031	117	-	-	117
• Other current liabilities	413	-	413	-
Total financial instruments – liabilities	**20,838**	**296**	**20,425**	**117**

(1) Excluding tax receivables, prepayments to suppliers and prepaid expenses (see Note 19).
(2) Excluding advances and deposits received, liabilities to employees and tax liabilities (see Note 26).

6

/ December 31, 2022

(in millions of euros)	Value in balance sheet	Fair value through profit and loss	Amortized cost	Fair value through OCI
Other financial assets				
• Venture Capital Funds	166	166	-	-
• Unconsolidated securities	12	12	-	-
• Security deposits	48	-	48	-
• Loans to associates and non-consolidated companies	25	-	25	-
• Sub-lease receivables	123	-	123	-
• Other	20		20	
Trade receivables	12,089	-	12,089	-
Contract assets	1,149	-	1,149	-
Other receivables and current assets (1)				
• Derivatives hedging current assets and liabilities	28	28	-	-
• Derivatives hedging intercompany loans and borrowings	22	22	-	-
• Other receivables and current assets	109	-	109	-
Cash and cash equivalents	4,616	2,819	1,797	-
Total financial instruments – assets	**18,407**	**3,047**	**15,360**	**-**
Long-term borrowings	2,989	-	2,989	-
Trade payables	15,660	-	15,660	-
Short-term borrowings	627	-	627	-
Other creditors and current liabilities (2)				
• Derivatives hedging current assets and liabilities	26	26	-	-
• Derivatives hedging intercompany loans and borrowings	128	128	-	-
• Derivatives hedging Eurobond 2025, 2028 and 2031	260	-	-	260
• Other current liabilities	149	-	149	-
Total financial instruments – liabilities	**19,839**	**154**	**19,425**	**260**

(1) Excluding tax receivables, prepayments to suppliers and prepaid expenses (see Note 19).
(2) Excluding advances and deposits received, liabilities to employees and tax liabilities (see Note 26).

/ Financial instruments - assets

(in millions of euros)	December 31, 2023	December 31, 2022
Derivatives qualified as hedging instruments		
• Derivatives hedging current assets and liabilities	3	28
• Derivatives hedging intercompany loans and borrowings	6	22
Instruments at fair value through profit and loss		
• Venture Capital Funds	144	166
• Unconsolidated securities	11	12
• Short-term liquid investments	2,610	2,819
Instruments at fair value through OCI		
• Surplus of plan assets for pension commitments	35	-
Instruments at amortized cost		
• Other financial assets, receivables, contract assets, cash and bank balances	16,847	15,335
• Loans to associates and non-consolidated companies	30	25
Total financial instruments – assets	**19,686**	**18,407**

/ Financial instruments - liabilities

(in millions of euros)	December 31, 2023	December 31, 2022
Derivatives qualified as hedging instruments		
• Derivatives hedging current assets and liabilities	2	26
• Derivatives hedging intercompany loans and borrowings	41	128
• Derivatives hedging Eurobond	117	260
Instruments at amortized cost		
• Trade and other payables	17,490	15,809
• Short-term borrowings	678	627
Instruments at fair value through profit and loss		
Short-term borrowings	48	
Total financial instruments – current liabilities	**18,376**	**16,850**
Instruments at amortized cost		
• Long-term borrowings	2,257	2,989
Instruments at fair value through profit and loss		
Long-term borrowings	205	
Total financial instruments – non-current liabilities	**2,462**	**2,989**

Fair value

The carrying amount of financial assets and liabilities recognized at amortized cost approximates fair value, except for financial liabilities, whose fair value is euro 3,225 million as of December 31, 2023 (versus a carrying amount of euro 3,188 million). As of December 31, 2022, the fair value of financial liabilities was euro 3,655 million (versus a carrying amount of euro 3,616 million).

The fair value of Eurobonds has been calculated by discounting the expected future cash flows at market interest rates (Level 2 fair value).

Fair value hierarchy

The table below breaks down financial instruments recognized at fair value according to the measurement method used. The different levels of fair value have been defined as follows:

- level 1: quoted prices in active markets for identical instruments;
- level 2: observable data other than quoted prices for identical instruments in active markets;
- level 3: significant unobservable data.

6

/ December 31, 2023

(in millions of euros)	Level 1	Level 2	Level 3	Total
Short-term liquid investments	2,610	-	-	2,610
Venture Capital Funds and other securities	144	-	11	155
Surplus of plan assets for pension commitments	35	-	-	35
Derivative instruments – assets	-	9	-	9
Total financial instruments at fair value – assets	**2,789**	**9**	**11**	**2,809**
Derivative instruments – liabilities	-	160	-	160
Total financial instruments at fair value – liabilities	**-**	**160**	**-**	**160**

/ December 31, 2022

(in millions of euros)	Level 1	Level 2	Level 3	Total
Short-term liquid investments	2,819	-	-	2,819
Venture Capital Funds and other securities	166	-	12	178
Derivative instruments – assets	-	50	-	50
Total financial instruments at fair value – assets	**2,985**	**50**	**12**	**3,047**
Derivative instruments – liabilities	-	414	-	414
Total financial instruments at fair value – liabilities	**-**	**414**	**-**	**414**

Note 30 Risk management

Exposure to interest rate risk

Group management determines the allocation of debt between fixed- and variable-rate debt, which is periodically reviewed in terms of interest rate trend forecasts.

At the end of 2023, the Group's gross borrowings, excluding debt related to earn-out payments and debt relating to commitments to buy-out non-controlling interests (minority interests), consisted of:

- 98% in fixed-rate loans with an average interest rate for 2023 of 2.9 %;
- 2% in variable-rate loans.

The table below sets out the carrying amount by maturity at December 31, 2023 of the Group's financial instruments exposed to interest rate risk:

(in millions of euros)	Total at December 31, 2023	Maturities		
		-1 Year	1-5 Years	+5 Years
Fixed rate				
Eurobond 2024 (1)	600	600	-	-
Eurobond 2025 (1) (2)	748	-	748	-
Eurobond 2028 (1) (2)	748	-	748	-
Eurobond 2031 (1) (2)	745	-	-	745
Net fixed-rate liabilities (assets)	**2,841**	**600**	**1,496**	**745**
Variable rate				
Other borrowings and credit lines	24	15	8	1
Bank overdrafts	1	1	-	-
Cash and cash equivalents	(4,250)	(4,250)	-	-
Other financial assets	(316)	(316)	-	-
Net variable-rate liabilities (assets)	**(1,700)**	**(3,950)**	**1,504**	**746**

(1) Net of issuance costs.
(2) The Eurobond 2025, 2028 and 2031 swaps have the following characteristics:
- 2025: euro 750 million equivalent, 6-year, weighted average fixed rate at 3.1386%;
- 2028: euro 750 million equivalent, 9-year, weighted average fixed rate at 3.5963%;
- 2031: euro 750 million equivalent, 12-year, weighted average fixed rate at 4.1079%.

Exposure to exchange rate risk

Net assets

The table below shows the Group's net assets at December 31, 2023 broken down by principal currencies:

(in millions of euros)	Total at December 31, 2023	Euro (1)	US dollar	Pound sterling	Brazilian real	Yuan	Other
Assets	36,716	5,162	20,509	2,413	260	1,820	6,552
Liabilities	26,770	3,946	16,118	1,484	108	1,271	3,843
Net assets	**9,946**	**1,216**	**4,391**	**929**	**152**	**549**	**2,709**
Effect of foreign exchange hedges(2)	-	2,314	(2,245)	223	-	(9)	(283)
Net assets after hedging	**9,946**	**3,530**	**2,146**	**1,152**	**152**	**540**	**2,426**

(1) Reporting currency of consolidated financial statements.
(2) The financial instruments used to hedge foreign exchange risk are mainly currency swaps.

In addition, changes in exchange rates against the euro, the reporting currency used in the Group's financial statements, can have an impact on the Group's consolidated balance sheet and consolidated income statement.

Revenue and Operating margin

The breakdown of Group revenue by the currency in which it is earned is as follows:

	2023	2022
Euro	11%	11%
US dollar	60%	61%
Pound sterling	9%	9%
Other	20%	20%
Total revenue	**100%**	**100%**

16

The impact of a decrease of 1% of the euro rate against the US dollar and the pound sterling would be (favorable impact):

- euro 91 million on consolidated revenue for 2023;
- euro 17 million on the operating margin for 2023.

Commercial transactions are mainly carried out in the local currencies of the countries in which they occur. Consequently, the resulting exchange rate risks are not significant and are occasionally hedged.

In the case of intercompany lending/borrowing operations, they are subject to appropriate hedging if they present a significant net exposure to foreign exchange risk.

The derivatives used are generally forward foreign exchange contracts or currency swaps.

Exposure to client counterparty risk

The Group analyzes its trade receivables, focusing in particular on improving its collection times, as part of the management of its working capital. The Group Treasury Department monitors overdue receivables for the entire Group. In addition, the Group periodically reviews the list of main clients in order to determine the exposure to client counterparty risk at Group level and, if necessary, sets up specific monitoring in the form of a weekly statement summarizing the exposure to certain clients.

Any impairment losses are assessed on an individual basis and take into account various criteria such as the client's situation and late payments. No impairment was recorded on an overall basis.

The following table shows the period overdue of trade receivables invoiced over the last two financial years:

(in millions of euros)	2023	2022
Amounts not yet due	**10,054**	**8,750**
Overdue receivables:		
Up to 30 days	248	282
31 to 60 days	83	103
61 to 90 days	31	33
91 to 120 days	22	23
More than 120 days	170	169
Total overdue receivables	**554**	**610**
Invoiced trade receivables	**10,608**	**9,360**
Impairment	(185)	(183)
Invoiced trade receivables net	**10,423**	**9,177**

/ Disclosures regarding major clients

(% of revenue)	2023	2022
Five largest clients	12%	12%
Ten largest clients	20%	21%
Twenty largest clients	31%	30%
Thirty largest clients	37%	36%
Fifty largest clients	45%	44%
One hundred largest clients	58%	57%

Exposure to bank counterparty risk

Publicis has established a group-wide policy for selecting authorized banks as counterparties for all its subsidiaries. This policy requires that deposits be made in authorized banks and that in general all banking services be provided exclusively by these banks. The list of authorized banks is reviewed periodically by the Group Treasury Department. Exceptions to this policy are handled centrally for the entire Group by the Treasury Office.

Additionally, studies are carried out in order to ensure that almost all cash and cash equivalents are deposited in authorized banks.

Note 31 Operating segment information

Information by business sector

The Publicis Groupe structure has been developed to provide the Group's clients with comprehensive, holistic communication services involving all disciplines.

The Group has identified operating segments that correspond to key markets (countries or regions). These countries or regions are each run or supervised by a single person and overseen day-to-day by a single Executive Committee, bringing together members with a wide range of expertise. They are thus structured to offer our clients a broad-based solution that meets their needs.

The Group has therefore identified operating segments corresponding to the geographic regions in which it operates: United States, Canada, United Kingdom, France, DACH (Germany, Austria and Switzerland), Asia-Pacific the Middle East and Africa, Central and Eastern Europe, Western Europe and Latin America.

Those operating segments with similar economic characteristics (similar margins), or where the nature of services provided to clients and the type of clients at which they are aimed are similar, have been grouped into five reporting segments: North America, Europe, Asia-Pacific, the Middle East and Africa and Latin America.

Reporting by region

The presentation of financial information based on the operating segments results in the same level of information being presented as by geographic region.

/ Financial year 2023

(in millions of euros)	Europe	North America	Asia-Pacific	Latin America	Middle East & Africa	Total
Income statement items						
Net revenue [1]	**3,172**	**8,050**	**1,156**	**341**	**380**	**13,099**
Revenue [1] [2]	3,814	8,709	1,410	366	503	14,802
Depreciation and amortization expense (excluding acquired intangibles)	(203)	(202)	(57)	(11)	(9)	(482)
Operating margin	**560**	**1,527**	**220**	**23**	**33**	**2,363**
Amortization of intangibles from acquisitions	(30)	(219)	(12)	(3)	(4)	(268)
Impairment loss	(13)	(118)	(16)	(6)	-	(153)
Non-current income and expenses	(1)	(201)	-	-	-	(202)
Operating income after impairment	**516**	**989**	**192**	**14**	**29**	**1,740**
Balance sheet items						
Intangible assets, net [3]	2,054	9,615	1,174	156	381	13,380
Property, plant and equipment, net (including right-of-use assets on leases) [3]	1,060	960	146	22	23	2,211
Other financial assets [3]	220	57	30	7	2	316
Disclosures in respect of the statement of cash flows						
Purchases of property, plant and equipment and intangible assets	(66)	(87)	(17)	(6)	(4)	(180)
Purchases of investments and other financial assets, net	15	-	(1)	(1)	-	13
Acquisitions of subsidiaries	(23)	(71)	(44)	(53)	(3)	(194)

(1) Because of the way this indicator is calculated (difference between billings and cost of billings), there are no eliminations between the different zones.

(2) In Europe, revenue for 2023 was euro 3,814 million, of which euro 1,070 million in France. In North America, revenue for 2023 was euro 8,709 million, of which euro 8,386 million in the United States.

(3) At December 31, 2023, net intangible assets amounted to euro 13,380 million, of which euro 388 million in France and euro 9,254 million in the United States. Net property, plant and equipment amounted to euro 2,211 million, of which euro 715 million in France and euro 930 million in the United States. Other financial assets amounted to euro 316 million, of which euro 153 million in France and euro 57 million in the United States.

Financial year 2022

(in millions of euros)	Europe	North America	Asia-Pacific	Latin America	Middle East & Africa	Total
Income statement items						
Net revenue [1]	**2,879**	**7,869**	**1,176**	**289**	**359**	**12,572**
Revenue [1] [2]	3,531	8,466	1,441	311	447	14,196
Depreciation and amortization expense (excluding acquired intangibles)	(212)	(233)	(66)	(13)	(11)	(535)
Operating margin	**463**	**1,478**	**249**	**25**	**51**	**2,266**
Amortization of intangibles from acquisitions	(29)	(240)	(11)	(3)	(4)	(287)
Impairment loss	(2)	(64)	(13)	(30)	-	(109)
Non-current income and expenses	(86)	(17)	-	-	-	(103)
Operating income after impairment	**346**	**1,157**	**225**	**(8)**	**47**	**1,767**
Balance sheet items						
Intangible assets, net [3]	2,033	9,976	1,224	152	408	13,793
Property, plant and equipment, net (including right-of-use assets on leases) [3]	1,164	962	183	27	27	2,363
Other financial assets [3]	202	155	30	6	1	394
Disclosures in respect of the statement of cash flows						
Purchases of property, plant and equipment and intangible assets	(57)	(115)	(17)	(6)	(3)	(198)
Purchases of investments and other financial assets, net	(2)	6	4	-	3	11
Acquisitions of subsidiaries	(180)	(239)	(79)	(20)	(5)	(523)

(1) Because of the way this indicator is calculated (difference between billings and cost of billings), there are no eliminations between the different zones.

(2) In Europe, revenue for 2022 was euro 3,531 million, of which euro 1,026 million in France. In North America, revenue for 2022 was euro 8,466 million, of which euro 8,129 million in the United States.

(3) At December 31, 2022, net intangible assets amounted to euro 13,793 million, of which euro 390 million in France and euro 9,501 million in the United States. Net property, plant and equipment amounted to euro 2,363 million, of which euro 791 million in France and euro 921 million in the United States. Other financial assets amounted to euro 394 million, of which euro 174 million in France and euro 155 million in the United States.

6

Note 32 Publicis Groupe SA stock option and free share plans

Presentation of the new free share plans for 2023

Free share plans were created in 2023, with the following features:

Long-term incentive plan known as the "LTIP 2023" (March 2023)

Under this plan, a certain number of Groupe managers were granted free shares, subject to three conditions:

- a continued presence condition, during the three-year vesting period;
- conditions for achieving the Groupe's revenue growth and profitability targets for 2023, compared to a reference group including Publicis Groupe and the other three main global communications groups (Omnicom, WPP and IPG);
- conditions based on progress made on the CSR (corporate social responsibility) policy, both in the area of Diversity, Equity and Inclusion and in the area of combating climate change, for which indicative interim points have been set. At the end of 2023, the percentage of women in key management positions as well as the percentage change in the integration of renewable energies in the Groupe will be assessed against targets set.

The shares ultimately awarded in accordance with the level of achievement of these targets will be vested at the end of a three-year period, i.e. in March 2026.

Long-term incentive plans known as the "LTIP 2023 *Membres du Directoire*" [Members of the Management Board] (March and May 2023) and "LTIP 2023 *Président du Directoire*" [Chairman of the Management Board] (March and May 2023)

Under the LTIP 2023 *Membres du Directoire* plan, members of the Management Board were granted free shares, subject to three conditions:

- a continued presence condition, during the three-year vesting period;
- conditions for achieving the Group's revenue growth and profitability targets over the entire 2023 to 2025 period, compared to a peer group including Publicis Groupe and the other three main global communications groups (Omnicom, WPP and IPG);
- conditions based on progress made on the CSR (corporate social responsibility) policy, both in the area of Diversity, Equity and Inclusion and in the area of combating climate change, for which indicative interim points have been set. At the end of 2025, the percentage of women in key management positions as well as the percentage change in the integration of renewable energies in the Groupe will be assessed against targets set.

The shares ultimately awarded in accordance with the level of achievement of these conditions will be vested at the end of a three-year period, i.e. in March 2026. Following the change in the compensation policy adopted by the General Shareholders' Meeting of May 31, 2023 for one member of the Management Board, additional shares were granted on May 31, 2023, to be vested in June 2026.

The LTIP 2023 *Président du Directoire* plan provides for the same conditions as the LTIP 2023 *Membres du Directoire* plan, plus a market condition based on the TSR (Total Shareholder Return) comparing that of Publicis Groupe with that of the median of the CAC40. In addition, in accordance with the change in the compensation policy adopted by the General Shareholders' Meeting of May 31, 2023, outperformance shares were granted on May 31, 2023. These outperformance shares are subject to criteria for achieving the Groupe's revenue growth and profitability targets over the entire 2023 to 2025 period, compared to the aforementioned peer group, plus a Groupe internal operating margin target.

Retention contract for the Chairman of the Management Board

A retention contract has been put in place for the Chairman of the Management Board. The contract was approved by the Compensation Committee on March 7, 2023, then by the Supervisory Board on March 8 and April 19, 2023. The compensation policy, including the retention contract, was approved at the General Shareholders' Meeting on May 31, 2023. The Management Board granted the shares under the retention contract on May 31, 2023.

The contract provides for a five-year presence condition from January 1, 2023, with the Chairman of the Management Board scheduled to remain in office until December 31, 2027. At the end of this period, he would receive a number of shares equal to two years of fixed compensation per year of presence over the whole five-year period, i.e. the equivalent of ten years of fixed compensation.

Long-term incentive plans known as the "LTI Epsilon March 2023 Plan" and "LTI Epsilon September 2023 Plan"(March and September 2023)

The plans, set up for the exclusive benefit of Publicis Epsilon managers and employees, include three tranches subject to a continued presence condition for 20% and financial performance conditions for 80% in respect of 2023. The shares will be vested in March 2024 (30% of the shares), March 2025 (30% of the shares) and March 2026 (40% of the shares) and/or September of the same years (depending on the grant date of the shares) in the same proportions.

Long-term incentive plan known as the "Sapient 2023 Plan" (April and June 2023)

The plan, put in place for the exclusive benefit of Publicis Sapient managers and employees, is made up of two tranches:

- the first tranche is subject only to a presence condition and gives rise to the vesting of one quarter of the shares awarded on the yearly anniversary date during the first four years of the plan (i.e. in April or June 2024, 2025, 2026 and 2027 depending on the grant date);
- in addition to the continued presence condition, the second tranche is subject to financial performance criteria, and the total number of shares vested shall depend on the level of achievement of financial targets for 2023. Vesting will take place at the end of a three-year period, in April or June 2026, depending on the grant date.

Performance measurement of previous plans

In addition, the performance of the Publicis Sapient LTI 2020, Publicis Sapient LTI 2022, Epsilon LTI 2022 and LTIP 2022 plans was measured in February and March 2023: the rate of achievement of performance targets for 2022 was 100% for all these plans.

Publicis Groupe stock option plans

/ Characteristics of the Publicis Groupe stock option plans outstanding at December 31, 2023

Plans	Type (1)	Date of grant	Option exercise price (in euros)	Options outstanding at January 1, 2023	Options cancelled, lapsed or transferred in 2023	Options exercised in 2023	Options outstanding at December 31, 2023	Of which exercisable at December 31, 2023	Exercise deadline	Remaining contractual life (in years)
Lionlead 2 stock options	A	04/30/2013	52.76	560,148	-	(560,148)	-	-	05/02/2023	-

(1) A = stock options

As of December 31, 2023, there were no more stock option plans to be exercised.

Publicis Groupe free share plans

/ Determination of fair value of free Publicis Groupe shares granted during financial year 2023

Free shares	LTIP 2023 (1)	LTIP 2023 Members of the Directoire (2)	LTIP 2023 Chairman of the Management Board (2)	Retention contract Chairman of the Management Board	LTI Epsilon March 2023 (1)	LTI Epsilon 2023 (1)	Sapient 2023 (4 years) (1)	Sapient 2023 (3 years) (1)
Date of Management Board meeting	03/16/2023	03/16/2023 05/31/2023	03/16/2023 05/31/2023	05/31/2023	03/16/2023	09/12/2023	04/17/2023 06/13/2023	04/17/2023 06/13/2023
Number of shares originally granted	756,482	36,694	57,005	167,000	389,852	32,944	283,609	425,437
Share price on the grant date (in euros)	72.14	71.95	71.84	70.06	72.14	74.38	73.26	73.26
Initial valuation of shares granted (weighted average, in euros)	63.01	62.81	60.31	54.14	65.84	67.74	65.68	64.14
Vesting period (in years)	3	3	3	5	1 to 3	1 to 3	1 to 4	3

(1) Conditional shares subject to the achievement of targets set for 2023.
(2) Conditional shares subject to the achievement of targets set for the years 2023 to 2025.

/ Characteristics of Publicis Groupe free share plans outstanding at December 31, 2023

Plans	Initial date of grant	Fair value of the share granted	Shares yet to vest as of January 1, 2023 or shares granted in 2023	Shares cancelled, lapsed or transferred [(1)] in 2023	Shares vested in 2023	Shares yet to vest at December 31, 2023	Vesting date	Remaining contract life (in years)
Sapient 2019 Plan (4 years)	05/28/2019	43.95	42,407	(67)	(42,340)	-	05/30/2023	-
Special Retention Plan 2019 [(2)]	11/15/2019	31.85	393,895	(102,892)	-	291,003	03/19/2025	1.22
Sapient 2020 Plan (4 years)	05/19/2020	24.28	92,903	(4,278)	(44,658)	43,967	05/20/2024	0.39
Sapient 2020 Plan (3 years)	05/19/2020	21.35	266,612	(10,500)	(256,112)	-	05/19/2023	-
LTI Epsilon 2020 Plan	07/20/2020	24.28	213,373	(2,962)	(210,411)	-	03/31/2023	-
LTIP 2021 Plan and other specific plans [(3) (4)]	03/16/2021	44.31	419,726	(9,614)	-	410,112	09/16/2024	0.71
LTIP 2021 Directoire Plan	03/16/2021	44.17	151,577	(24,495)	-	127,082	03/18/2024	0.21
LTI Epsilon 2021 Plan	03/16/2021	46.35	401,970	(21,693)	(169,595)	210,682	04/02/2024	0.25
Sapient 2021 Plan (4 years)	04/13/2021	45.40	160,399	(4,509)	(54,434)	101,456	04/14/2025	1.29
Sapient 2021 Plan (3 years)	04/13/2021	44.27	320,648	(16,272)	-	304,376	04/15/2024	0.29
LTIP 2022 Plan and other specific plans [(3) (5)]	03/18/2022	57.61	626,771	(23,915)	-	602,856	03/19/2025	1.22
LTIP 2022 Président du Directoire Plan [(6)]	03/18/2022	56.49	62,043	-	-	62,043	05/26/2025	1.40
LTIP 2022 Membres du Directoire Plan	03/18/2022	57.64	78,004	(20,819)	-	57,185	03/19/2025	1.22
LTI Epsilon 2022 Plan	03/18/2022	57.64	440,844	(22,655)	(131,688)	286,501	03/31/2025	1.25
LTI Epsilon 2022 Plan (September)	09/14/2022	52.72	70,882	(4,852)	(19,940)	46,090	09/30/2025	1.75
Sapient 2022 Plan (4 years)	04/11/2022	55.24	239,025	(9,166)	(58,785)	171,074	04/13/2026	2.28
Sapient 2022 Plan (3 years)	04/11/2022	55.24	358,542	(16,492)	-	342,050	04/11/2025	1.28
LTIP 2023 Plan	03/16/2023	63.01	756,482	(4,513)	-	751,969	03/17/2026	2.21
LTIP 2023 Membres du Directoire Plan [(7)]	03/16/2023	62.81	36,694	(20,060)	-	16,634	06/01/2026	2.42
LTIP 2023 Président du Directoire Plan [(8)]	03/16/2023	60.31	57,005	-	-	57,005	06/01/2026	2.42
Retention contract Chairman of the Management Board	05/31/2023	54.14	167,000	-	-	167,000	01/03/2028	4.01
LTI Epsilon Plan March 2023	03/16/2023	65.84	389,852	(17,573)	-	372,279	03/31/2026	2.25
LTI Epsilon Plan (September) 2023	09/12/2023	67.74	32,944	(497)	-	32,447	09/30/2026	2.75
Sapient 2023 Plan (4 years) [(9)]	04/17/2023	65.68	283,609	(4,600)	-	279,009	06/14/2027	3.45
Sapient 2023 Plan (3 years) [(9)]	04/17/2023	64.14	425,437	(6,900)	-	418,537	06/14/2026	2.45
Total free share plans			**6,488,644**	**(349,324)**	**(987,963)**	**5,151,357**		

(1) These relate to any transfers between French and foreign plans due to the geographic mobility of beneficiaries.

(2) The shares of the second and third tranches are those granted respectively under the LTIP 2021 plan and the LTIP 2022 plan to the initial beneficiaries. The vesting date of the initial plan (March 31, 2023) was extended and aligned with that of the LTIP 2022 plan.

(3) Excluding beneficiaries of the Special Retention Plan whose shares are presented on the line corresponding to the initial plan, the second and third tranches of which have been replaced by the LTIP 2021 and LTIP 2022 plans respectively.

(4) Grant date on September 15, 2021 and vesting date on September 16, 2024 for the specific plans.

(5) Grant date on October 17, 2022 and vesting date on March 19, 2025 for the specific individual plan.

(6) The initial grant of shares took place on March 18, 2022 but additional shares were granted on May 25, 2022 following the decisions of the General Shareholders' Meeting and performance conditions of the plan were amended at the same date.

(7) The initial grant of shares took place on March 16, 2023 but additional shares were granted on May 31, 2023 following the change in the compensation policy adopted by the General Shareholders' Meeting of May 31, 2023 for one member of the Management Board. The shares of this member were subsequently canceled, due to his departure in 2024.

(8) The initial grant of shares took place on March 16, 2023 but additional outperformance shares were granted on May 31, 2023 following the decisions of the General Shareholders' Meeting and performance conditions of the plan were amended at the same date.

(9) The initial grant of shares took place on April 17, 2023 but additional shares were granted on June 13, 2023. As a result, the vesting date of the initial plan has been extended and aligned with the date of the additional grant.

The vesting of free shares under the above plans is subject to a presence condition throughout the vesting period.

Vesting is also subject to non-market performance conditions for all plans, as well as a market condition only for the LTIP 2022 Président du Directoire and LTIP 2023 Président du Directoire plans.

/ Movements in Publicis Groupe free share plans over the last two financial years

	2023	2022
Shares yet to vest as of January 1, 2023	**4,339,621**	**4,226,891**
Shares granted under plans implemented during the year	2,149,023	1,908,025
Deliveries, vesting of shares during the year	(987,963)	(1,335,457)
Shares granted and that have become lapsed	(349,324)	(459,838)
Shares yet to vest as of December 31, 2023	**5,151,357**	**4,339,621**

Effect of share subscription or stock option plans and free share plans on profit (loss)

The total impact of these plans on the 2023 income statement was euro 85 million (excluding taxes and social security charges), compared to euro 64 million in 2022 (see Note 5).

With regard to the free share plans granted subject to (non-market) performance conditions, and for which performance has not yet been definitively measured as of December 31, 2023, the probability of meeting the targets set in respect of the calculation of the 2023 expense has been estimated as follows:

- for performance plans measured over a one-year period, in respect of 2023 performance: 100%;
- for performance plans measured over three years, regarding the performance of the three-year period and concerning plans implemented for the Chairman and members of the Management Board (LTIP 2021 Directoire, LTIP 2022 Membres du Directoire, LTIP 2022 Président du Directoire, LTIP 2023 Members of the Directoire and LTIP 2023 Président du Directoire plans): 100%.

Note 33 Information on related-party transactions

Transactions with associates

	December 31, 2023		December 31, 2022	
	Revenue	Expenses	Revenue	Expenses
Viva Tech [(1)]	15	-	11	-
Burrell Communications Group	-	1	-	5
SCB TechX	7	-	20	-
Voila	-	-	3	-
Total	**22**	**1**	**34**	**5**

(1) Joint-venture between MSL France and Les Échos Solutions.

	December 31, 2023		December 31, 2022	
	Receivables/ Loans	Liabilities	Receivables/ Loans	Liabilities
OnPoint Consulting Inc.	4	-	1	-
Viva Tech [(1)]	1	4	-	1
ZAG Ltd	3	-	3	-
Core 1 WML Ltd	-	1	3	-
SCB TechX	3	-	4	-
Dragonfly	4	-	-	-
Other	4	1	3	-
Total	**19**	**6**	**14**	**1**

(1) Joint-venture between MSL France and Les Échos Solutions.

Other related-party transactions

Weborama, which specializes in the collection of marketing and digital advertising data, is indirectly owned by Ycor, in which Mr. Maurice Lévy, Chairman of the Supervisory Board of Publicis Groupe, has interests. Weborama provides Epsilon, a subsidiary of Publicis Groupe, with access to its BigSea behavioral database (in France), its NLP (Natural Language Processing) platform in the USA as well as associated maintenance services and strategy consulting services. The cost of these services in financial year 2023 amounted to euro 5 million, versus euro 5 million in financial year 2022.

Compensation of managers

Managers include individuals who were members of the Supervisory Board or Management Board, at the reporting date or during the year ended.

(in millions of euros)	2023	2022
Total gross compensation [(1)]	(9)	(10)
Share-based payment [(2)]	(5)	(4)

(1) Compensation, bonuses, indemnities, attendance fees and benefits in kind paid during the financial year.
(2) Expense recognized in the income statement under the Publicis Groupe stock option and free share plans.

In addition, the total accounting provision as of December 31, 2023 for post-employment benefits and other long-term benefits for managers amounted to euro 1 million. This figure was euro 1 million at December 31, 2022.

Note 34 Subsequent events

There are no subsequent events.

Note 35 Fees of the statutory auditors and members of their network

The fees paid by the Group for each of the statutory auditors of Publicis Groupe SA for the 2023 financial year were:

	Ernst & Young		KPMG		Total	
	Amount (excl. taxes)	%	Amount (excl. taxes)	%	Amount (excl. taxes)	%
(in millions of euros)	2023	2023	2023	2023	2023	2023
Statutory auditors						
Publicis Groupe SA (parent company)	*0.8*	*14%*	*0.6*	*8%*	*1.4*	*11%*
Account certification	*0.7*		*0.6*		*1.3*	
Other services	*0.1*		*0.0*		*0.1*	
Subsidiaries	*0.3*	*5%*	*0.5*	*7%*	*0.8*	*6%*
Account certification	*0.2*		*0.5*		*0.7*	
Other services	*0.1*		*0.0*		*0.1*	
Subtotal	**1.1**	**19%**	**1.1**	**15%**	**2.2**	**17%**
Network						
Account certification	3.8	64%	5.9	82%	9.7	74%
Other services	1.0	17%	0.2	3%	1.2	9%
Subtotal	**4.8**	**81%**	**6.1**	**85%**	**10.9**	**83%**
Total	**5.9**	**100 %**	**7.2**	**100 %**	**13.1**	**100%**

The fees paid by the Group for each of the statutory auditors of Publicis Groupe SA for the 2022 financial years were:

	Ernst & Young		Mazars		Total	
	Amount (excl. taxes)	%	Amount (excl. taxes)	%	Amount (excl. taxes)	%
(in millions of euros)	2022	2022	2022	2022	2022	2022
Statutory auditors						
Publicis Groupe SA (parent company)	0.8	12%	0.4	10%	1.2	11%
Account certification	*0.8*		*0.4*		*1.2*	
Other services	*0.0*		*0.0*		*0.0*	
Subsidiaries	0.2	3%	0.5	12%	0.7	7%
Account certification	*0.1*		*0.5*		*0.6*	
Other services	*0.1*		*0.0*		*0.1*	
Subtotal	**1.0**	**15%**	**0.9**	**20%**	**1.9**	**18%**
Network						
Account certification	5.0	71%	3.5	78%	8.5	73%
Other services	0.9	14%	0.1	2%	1.0	9%
Subtotal	**5.9**	**85%**	**3.6**	**80%**	**9.5**	**82%**
Total	**6.9**	**100%**	**4.5**	**100%**	**11.4**	**100%**

Note 36 List of the main consolidated companies at December 31, 2023

Fully consolidated companies

The companies listed below are operating companies with 2023 revenue of at least euro 10 million.

Name	% control	% interest	Country
Advance Marketing Services SASU	100.00%	100.00%	France
Drugstore Champs-Élysées SNC (2)	100.00%	100.00%	France
Epsilon France SASU	100.00%	100.00%	France
Independance Média SASU	100.00%	100.00%	France
Mediagares SNC	100.00%	67.00%	France
Metrobus Ile De-FranceE SAS	100.00%	67.00%	France
Metrobus SA	67.00%	67.00%	France
Prodigious France SASU	100.00%	100.00%	France
Publicis Conseil SA	99.99%	99.99%	France
Publicis Consultants France SARL	100.00%	100.00%	France
Publicis Media France SASU	100.00%	100.00%	France
Publicis Sapient France SASU	100.00%	100.00%	France
Publicis XP SARL (1)	100.00%	100.00%	France
PublicisLive France SASU	100.00%	100.00%	France
Services Marketing Diversifiés SASU	100.00%	100.00%	France
Shanghai Ideas Palace Advertising Co, Ltd	100.00%	100.00%	France
MMS Communication South Africa (Pty) Ltd	76.30%	49.00%	South Africa
CNC Communications & Network Consulting AG	100.00%	100.00%	Germany
Digitas Pixelpark GmbH	100.00%	100.00%	Germany
Leo Burnett GmbH	100.00%	100.00%	Germany
MetaDesign GmbH	100.00%	100.00%	Germany
MSL Group Germany GmbH	100.00%	100.00%	Germany
Publicis Platform GmbH	100.00%	100.00%	Germany
Publicis Media GmbH	100.00%	100.00%	Germany
Saatchi & Saatchi GmbH	100.00%	100.00%	Germany
Sapient GmbH	100.00%	100.00%	Germany
Spark Foundry Germany GmbH	100.00%	100.00%	Germany
Starcom Germany GmbH	100.00%	100.00%	Germany
Zenithmedia GmbH	100.00%	100.00%	Germany
MMS Communications Saudi Arabia (2)	100.00%	100.00%	Saudi Arabia
MMS Communicaciones Argentina SRL	100.00%	100.00%	Argentina
Pragma Tecnologia y Desarrollo SRL (1)	100.00%	100.00%	Argentina
Pragmatica Technologies SA (1)	100.00%	100.00%	Argentina
Publicis Communications Australia Pty Ltd - LEG	100.00%	100.00%	Australia
Publicis Media Australia Pty Ltd	100.00%	100.00%	Australia
Publicis Sapient Australia Pty Limited	100.00%	100.00%	Australia
Tquila ANZ Pty Ltd (1)	70.00%	70.00%	Australia
MMS Communications Belgium SRL	100.00%	100.00%	Belgium

Name	% control	% interest	Country
DPZ Comunicacoes Ltda	98.74%	98.74%	Brazil
Leo Burnett Neo Comunicacao Ltda	100.00%	100.00%	Brazil
MMS Brasil Comunicação Ltda.	100.00%	100.00%	Brazil
Publicis Brasil Comunicacao Ltda.	97.00%	97.00%	Brazil
Talent Marcel Comunicação e Planejamento Ltda.	99.78%	99.78%	Brazil
Communications G/B2 Inc.	100.00%	100.00%	Canada
Epsilon Interactive CA ULC	100.00%	100.00%	Canada
Leo Burnett Company Ltd	100.00%	100.00%	Canada
Nurun Inc.	100.00%	100.00%	Canada
Publicis Canada Inc.	100.00%	100.00%	Canada
Publicis Media Canada Inc.	100.00%	100.00%	Canada
Saatchi & Saatchi Advertising Inc.	100.00%	100.00%	Canada
Sapient Canada Inc.	100.00%	100.00%	Canada
TMG MacManus Canada Inc.	100.00%	100.00%	Canada
MMS Communications Chile SA	100.00%	100.00%	Chile
Leo Burnett Shanghai Advertising Co. Ltd	100.00%	100.00%	China
MS&L Public relations consultancy Bejing Co. Ltd	100.00%	100.00%	China
PG Lion (Wuhan) Consulting Co., Ltd	100.00%	100.00%	China
Publicis Advertising Co. Ltd.	100.00%	100.00%	China
Publicis Sapient China Co. Ltd	100.00%	100.00%	China
Saatchi & Saatchi GreatWall Advertising Co. Ltd	100.00%	100.00%	China
Wiredcraft Network Technology (Shanghai) Co., Ltd (1)	100.00%	100.00%	China
APEX Trading SAS (2)	100.00%	100.00%	Colombia
MMS Communicaciones Colombia SAS	100.00%	100.00%	Colombia
Leo Burnett Inc.	100.00%	100.00%	South Korea
Publicis Denmark A/S	100.00%	100.00%	Denmark
Lion Communications FZ-LLC	100.00%	100.00%	United Arab Emirates
MMS Communications FZ LLC	100.00%	100.00%	United Arab Emirates
Publicis Communications FZ LLC	100.00%	100.00%	United Arab Emirates
Publicis Media FZ LLC	100.00%	100.00%	United Arab Emirates
Publicis Sapient FZ LLC	100.00%	100.00%	United Arab Emirates
Spark Foundry Agencia de Medios, SLU	100.00%	100.00%	Spain
Starcom MediaVest Group Iberia SLU	100.00%	100.00%	Spain
Zenith Media SLU	100.00%	100.00%	Spain
3 Share Inc.	100.00%	100.00%	United States
Alpha 245 Inc.	100.00%	100.00%	United States
APEX Exchange LLC	100.00%	100.00%	United States
Bartle Bogle Hegarty Inc.	100.00%	100.00%	United States
BBK Worldwide LLC	100.00%	100.00%	United States
Blue 449 Inc.	100.00%	100.00%	United States
Catapult Integrated Services LLC	100.00%	100.00%	United States
CitrusAd International Inc.	100.00%	100.00%	United States

6

Name	% control	% interest	Country
Commission Junction LLC	100.00%	100.00%	United States
Conversant LLC.	100.00%	100.00%	United States
Corra Technology Inc. (1)	100.00%	100.00%	United States
Digitas Inc.	100.00%	100.00%	United States
Epsilon Agency LLC	100.00%	100.00%	United States
Epsilon Data Management LLC	100.00%	100.00%	United States
Fallon Group Inc.	100.00%	100.00%	United States
Formerly Known As, LLC	100.00%	100.00%	United States
GroupConnect LLC	100.00%	100.00%	United States
Harbor Picture Company Inc.	100.00%	100.00%	United States
Kekst and Company, Incorporated (2)	100.00%	100.00%	United States
La Communidad Corporation	100.00%	100.00%	United States
Leo Burnett Company Inc.	100.00%	100.00%	United States
Leo Burnett Detroit LLC	100.00%	100.00%	United States
LVL Sunset, LLC (2)	100.00%	100.00%	United States
Martin Retail Group LLC	70.00%	70.00%	United States
MediaVest Worldwide, Inc. (2)	100.00%	100.00%	United States
MSLGROUP Americas LLC	100.00%	100.00%	United States
Plowshare Group, LLC	100.00%	100.00%	United States
Publicis Hawkeye Inc.	100.00%	100.00%	United States
Publicis Health LLC	100.00%	100.00%	United States
Publicis Health Media LLC	100.00%	100.00%	United States
Publicis Inc.	100.00%	100.00%	United States
Publicis Media, Inc.	100.00%	100.00%	United States
Publicis USA Production Solutions Inc.	100.00%	100.00%	United States
Razorfish, LLC	100.00%	100.00%	United States
Saatchi & Saatchi North America LLC	100.00%	100.00%	United States
Saatchi & Saatchi North America, Inc. (2)	100.00%	100.00%	United States
Sapient Corporation	100.00%	100.00%	United States
Sapient Government Services Inc.	100.00%	100.00%	United States
Starcom Worldwide Inc.	100.00%	100.00%	United States
VNC Communications Inc.	100.00%	100.00%	United States
Zenith Media Services Inc.	100.00%	100.00%	United States
MMS Communication Hellas Single-Member Advertising Anonymous Company (1)	100.00%	100.00%	Greece
Denuo Ltd.	100.00%	100.00%	Hong Kong
Leo Burnett Limited (HK) (1)	100.00%	100.00%	Hong Kong
Publicis Worldwide (Hong Kong) Ltd	100.00%	100.00%	Hong Kong
MMS Communications Hungary Kft	100.00%	100.00%	Hungary
Brandmap Communications Private Ltd.	100.00%	100.00%	India
Convonix Systems Private Ltd	100.00%	100.00%	India
TLG India Private Ltd.	100.00%	100.00%	India
Profitero Limited	100.00%	100.00%	Ireland
Baumann Ber Rivnay Ltd (2)	100.00%	100.00%	Israel
Super Push (Marketing Systems) Ltd (2)	100.00%	100.00%	Israel
Leo Burnett Company Srl	100.00%	100.00%	Italy

Name	% control	% interest	Country
PMX Italy Srl	100.00%	100.00%	Italy
Publicis Srl	100.00%	100.00%	Italy
Publicis Value Services Srl	100.00%	100.00%	Italy
Starcom MediaVest Group Italia Srl	100.00%	100.00%	Italy
Zenith Italy Srl	100.00%	100.00%	Italy
Beacon Communications KK	66.00%	66.00%	Japan
MMS Communications KK	100.00%	100.00%	Japan
Publicis APX Malaysia Sdn Bhd	100.00%	100.00%	Malaysia
Star Reacher Advertising Sdn Bhd	100.00%	100.00%	Malaysie
MMS Media Brands Mexico SA de CV - LEG (1)	100.00%	100.00%	Mexico
Publicis RebelLion SA de CV	100.00%	100.00%	Mexico
Starcom Worldwide SA de CV	100.00%	100.00%	Mexico
Publicis Communications Norway AS	80.00%	80.00%	Norway
MMS New Zealand Ltd.	100.00%	100.00%	New Zealand
TLG SA (Panama) (1)	100.00%	100.00%	Panama
Boomerang Create BV.	100.00%	100.00%	The Netherlands
MMS Communications Netherlands BV	100.00%	100.00%	The Netherlands
Publicis Asociados SAC	100.00%	100.00%	Peru
Starcom Manila WW Phils	84.85%	84.85%	Philippines
PGP hub sp. zoo	100.00%	100.00%	Poland
Zenith Poland sp z.o.o. (2)	100.00%	100.00%	Poland
Starcom sp zoo	100.00%	100.00%	Poland
Badillo Saatchi & Saatchi, Inc.	100.00%	100.00%	Puerto Rico
Lions Communications s.r.o.	100.00%	100.00%	Czech Republic
Lion Communication Services SA (2)	51.05%	51.05%	Romania
Publicis Groupe Media Bucharest SA (1)	41.03%	41.03%	Romania
Tremend Software Consulting S.R.L.	100.00%	100.00%	Romania
APX Trading Ltd.	100.00%	100.00%	United Kingdom
BBH Partners LLP	100.00%	100.00%	United Kingdom
CNC Communications & Network Consulting Ltd	100.00%	100.00%	United Kingdom
DigitasLBi Ltd	100.00%	100.00%	United Kingdom
Epsilon International UK Ltd.	100.00%	100.00%	United Kingdom
Leo Burnett Ltd.	100.00%	100.00%	United Kingdom
PG Media Services Ltd	100.00%	100.00%	United Kingdom
Prodigious UK Ltd	100.00%	100.00%	United Kingdom
Publicis Healthcare Communications Group Ltd	100.00%	100.00%	United Kingdom
Publicis Ltd.	100.00%	100.00%	United Kingdom
Publicis Media Exchange Limited	100.00%	100.00%	United Kingdom
Saatchi & Saatchi Group Limited (2)	100.00%	100.00%	United Kingdom
Sapient Ltd UK	100.00%	100.00%	United Kingdom
Spark Foundry Ltd.	100.00%	100.00%	United Kingdom
Taylor Herring Limited (1)	100.00%	100.00%	United Kingdom
Zenith International Ltd	100.00%	100.00%	United Kingdom
Zenith UK Ltd.	100.00%	100.00%	United Kingdom
APX Echange Pte Ltd.	100.00%	100.00%	Singapore

Name	% control	% interest	Country
BBH Communications (Asia Pacific) Pte Ltd	100.00%	100.00%	Singapore
MMS Communications Singapore Pte (2)	100.00%	100.00%	Singapore
Publicis Media Sweden AB	100.00%	100.00%	Sweden
Publicis Sapient Sweden AB	100.00%	100.00%	Sweden
Publicis Communications Lausanne SA	100.00%	100.00%	Switzerland
Publicis Communications Schweiz AG	100.00%	100.00%	Switzerland
Publicis Live SA (2)	100.00%	100.00%	Switzerland
Publicis Media Switzerland AG	100.00%	100.00%	Switzerland
Denuo Ltd Taiwan Branch	100.00%	100.00%	Taiwan
Leo Burnett Company Ltd	100.00%	100.00%	Taiwan
Publicis Worldwide Ltd Taiwan Branch	100.00%	100.00%	Taiwan
Star Reachers Group Co	100.00%	100.00%	Thailand
Lion Communications Turkey Reklam ve İletişim Hizmetleri A.Ş. (2)	100.00%	100.00%	Turkey
MMS Communications Vietnam Company Ltd.	76.50%	76.50%	Vietnam

(1) Companies on the 2023 list but not on the 2022 list
(2) Change in corporate name during financial year 2023

Reinsurance company

During 2022, a reinsurance company has been incorporated in France to optimize the Group's insurance costs. This company is controlled and held at 100% by the Group and is fully consolidated.

Main investment in associates

Name	% interest	Country
SOMUPI S.A	34.00%	France
Unlimitail SAS	49.00%	France
Viva Tech(2)	50.00%	France
Voila SAS	50.00%	France
OnPoint Consulting Inc(1)	100.00%	United States
JJLabs LLC	49.00%	United States
Contender Labs, LLC	49.00%	United States
Core 1 WML Ltd	49.90%	Ireland
Insight Redefini Ltd	25.00%	Nigeria
SCB TECHX CO. LTD.	40.00%	Thailand

(1) Although this is a wholly-owned company, it is not, however, controlled by the Group, which only has a significant influence.
(2) Joint-venture between MSL France and Les Échos Solutions.

6.7 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

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

This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or the verification of the information concerning the Group presented in the management report and other documents provided to the shareholders.

This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or the verification of the information concerning the Group presented in the management report and other documents provided to the shareholders.

To the Annual General Meeting of Publicis Groupe SA,

I. Opinion

In compliance with the engagement entrusted to us by your Annual General Meetings, we have audited the accompanying consolidated financial statements of Publicis Groupe SA for the year ended December 31, 2023.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2023 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

II. Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for statutory auditors (*Code de déontologie*) for the period from January 1, 2023 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

III. Justification of Assessments – Key Audit Matters

In accordance with the requirements of Articles L.821-53 et R.821-180 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Revenue recognition

(Notes 1.3 « Revenue », « Contract assets» and «Contract liabilities» and 27 «Contract liabilities» to the consolidated financial statements)

Risk identified	Total revenue amounts to 14 802 million euros as of December 31, 2023 in the consolidated financial statements. The principles of revenue recognition are presented in note 1.3 to the consolidated financial statements. Service contracts between the Group's entities and their clients include specific contractual terms. Accounting standards related to the recording of these contracts require a detailed analysis of contractual obligations and criteria for the transfer of control of promised services to the customer, particularly for contracts in progress at the closing date. An error in the analysis of contractual terms and obligations to determine the transfer of control of promised services to the customer may lead to an error in revenue recognition. Consequently, we consider revenue recognition as a key audit matter.
Our response	• For each type of contract, we obtained an understanding of the revenue recognition process established by management, from the conclusion of the agreement, through the performance of the services, the invoicing, the estimation of the amount to recognize at the closing date, and its booking in the accounts, until the receipt of payment. • We performed design, implementation and effectiveness testing of key controls over revenue processes and information systems related to revenue recognition. • We analyzed the appropriateness and correct application of the accounting principles and methods relating to revenue recognition, as described in the consolidation financial statements. • We performed substantive testing of revenue recognition for a selection of contracts based on quantitative and qualitative criteria, with reference to signed contracts and other external evidence, and checked for proper booking and cut-off. • We examined the contractual documentation, the subsequent payment and the analysis carried out by the Group, concerning particularly the recoverability of accounts receivables and work-in-progress. • We have also assessed the appropriateness of the information disclosed in the notes to the consolidated financial statements.

Valuation of goodwill and intangible assets

(Notes 1.3 « Goodwill », 7 « Depreciation, amortization and impairment loss », 12 « Goodwill » and 13 « Intangible assets, net » to the consolidated financial statements)

Risk identified	The business development of Publicis Groupe involves especially external growth transactions. These acquisitions have resulted in the recognition of significant goodwill and intangible assets in the consolidated balance sheet. As of December 31, 2023, net goodwill amounts to 12 422 million euros in the consolidated balance sheet and net intangible assets amount to 958 million euros. Publicis Groupe performs impairment tests on goodwill at least once a year, and on intangible assets when there is an indication of impairment loss. An impairment loss is recognized whenever the recoverable amount is below the carrying amount, the recoverable amount being the higher of value in use and fair value less transaction costs. The valuation of the recoverable amount of these assets involves the use of numerous estimates and judgments from the management, particularly the assessment of the competitive, economic and financial environment in the countries where the Group operates, the Group's ability to generate operating cash flow as a result of strategic plans, in particular the levels of revenue and operating margin, and the determination of discount and growth rates. Impairment tests on goodwill resulted in losses of 6 million euros in 2023. We consider that the valuation of goodwill and intangible assets constitutes a key audit matter, given the sensitivity of these items to the assumptions used by management and the materiality of the amount of these in the consolidated financial statements.
Our response	• We obtained an understanding of the procedure and key controls set up by the management to perform the impairment tests and notably for the determination of the cash flows used to calculate the recoverable amount. • In order to assess the reliability of the business plans data used to calculate the recoverable amount, we have: – compared the five-year financial projections (2024-2028) used for impairment testing with the previous pluriannual financial projections and with the actual results for the fiscal years concerned; – compared the main assumptions used in the five-year financial projections with the explanations obtained through interviews with the independent expert engaged by Publicis Groupe SA for impairment tests' purpose and the financial and operational managers of Publicis Groupe SA; – compared the main assumptions used by Publicis Groupe SA's management on revenue, operating margin and investments with external data when available, such as market studies or analysts' reports; – evaluated the consistency of future cash flow estimates with the main assumptions made in the five-year financial projections (2024-2028), the year 2024 being directly derived from the annual budget approved by management; – studied the sensitivity analyses performed by the independent expert and carried out our own sensitivity analyses on the key assumptions in order to assess the potential impacts of these assumptions on the conclusions of the impairment tests. • We involved our valuation experts in order to: – assess the methods used to determine the discount and infinite growth rates, compare these rates with market data or external sources and re-compute these rates using our own data sources; – test the mathematical accuracy of the models and re-calculate the significant amounts. • We also assessed the appropriateness of the information disclosed in note 7 to the consolidated financial statements, which includes the key assumptions used to determine the recoverable amounts.

Accounting and valuation of provisions for risks and litigation, liabilities relating to tax risks and litigation, and contingent liabilities

(Notes 1.3 « Provisions », 10 « Income tax » and 22 « Provisions for risks and litigation » to the consolidated financial statements)

Risk identified	Publicis Groupe SA's entities operate in more than 100 countries and are therefore subject to many laws and regulations, including tax rules, that are complex and constantly changing. Furthermore, in the course of their activity, Publicis Groupe SA and its subsidiaries may be sued or jointly cited in legal proceedings brought against them, or against their customers, by third parties, by competitors, by an administrative or regulatory authority, or by a consumer association. Management's evaluation of the associated risks has led Publicis Groupe SA to recognize provisions for risks and litigation in the amount of 232 million euros as at December 31, 2023, and to recognize some uncertain income tax liability in the amount of 216 million euros as at December 31, 2023. Given the uncertainty of the outcome of the proceedings initiated, management's high level of judgment in estimating risks, and the recorded amounts of provisions and liabilities, we considered the recognition and measurement of provisions for risks and litigation, liabilities relating to tax risks and litigation, and contingent liabilities, to be a key audit matter.

Our response	• We obtained an understanding of the procedures implemented by the management in order to identify risks and disputes, including tax risks, to measure their impact and, where appropriate, assess the amount of liabilities to be recorded.
	• We obtained an understanding of the internal risk and litigation reports prepared by the local teams and compiled by the legal and tax departments.
	• We assessed the probability of an outflow of resources and the estimated amount of the obligation:
	  ◦ by considering the risk analysis performed by Publicis Groupe SA and by conducting interviews with the company's legal and tax departments, for a selection of risks and disputes deemed complex and significant, in the litigation or pre-litigation phase,
	  ◦ by inquiring the external advisers of Publicis Groupe SA or by obtaining legal opinions for the risks and disputes deemed most significant.
	• We have assessed the appropriateness of the risk and litigation information disclosed in the notes to the consolidated financial statements.

IV. Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group's information given in the Executive Board's report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L.225-102-1 of the French Commercial Code (*Code de commerce*) is included in the Group's information given in the management report, it being specified that, in accordance with the provisions of Article L.823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein and this information must be reported by an independent third party.

V. Report on Other Legal and Regulatory Requirements

Format of preparation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditor regarding the annual and consolidated financial statements prepared in the European single electronic format, that the preparation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article

L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the Executive Board, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation regulation. Based on the work we have performed, we conclude that the preparation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Due to technical limitations inherent to the block-tagging of the consolidated financial statements prepared in the European single electronic format, the display of the content of certain tags of the accompanying notes may not be identical in the consolidated financial statements attached to this report.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Publicis Groupe SA by your Annual General Meeting held on May 31, 2023 for KPMG S.A. and on June 4, 2007 for ERNST & YOUNG et Autres.

As at December 31, 2023, KPMG S.A. was in its first year of engagement, and ERNST & YOUNG et Autres was in the seventeenth year of total uninterrupted engagement (ERNST & YOUNG Audit having previously served as statutory auditor of Publicis Groupe from 2001 to 2006).

VI. Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Executive Board.

VII. Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.821-55 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this audit report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L.821-27 to L.821-34 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for statutory auditors (*Code de déontologie*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, February 8, 2024

The statutory auditors

French original signed by

KPMG S.A.		**ERNST & YOUNG et Autres**	
Marie Guillemot	Nicolas Poncet	Claire Cesari-Walch	Nicolas Pfeuty

Chapter

7. PARENT COMPANY 2023 FINANCIAL STATEMENTS

7.1 INCOME STATEMENT

(in thousands of euros)	Note	2023	2022
Billings (goods and services)	3	29,244	24,347
Reversal of provisions and expenses transfers	4	57,411	65,906
Other income		843	567
Total operating income		**87,498**	**90,820**
Purchases and external expenses		(10,246)	(10,368)
Taxes other than income taxes		(1,834)	(1,866)
Personnel costs	5	(63,710)	(69,975)
Depreciation & amortization, increase in provisions		(1,772)	(1,989)
Other expenses		(2,872)	(2,788)
Total operating expenses		**(80,434)**	**(86,986)**
Operating income		**7,064**	**3,834**
Income from subsidiaries and affiliates		913,897	91,759
Interest and other financial income		2,145	2,946
Reversal of financial provisions		2	83
Total financial income		**916,044**	**94,788**
Interest and other financial expenses		(107,817)	(66,459)
Depreciation & amortization, increase in provisions		(27,500)	(2,690)
Total financial expenses		**(135,317)**	**(69,149)**
Financial income	**6**	**780,727**	**25,639**
Current result before tax		**787,791**	**29,473**
Non recurring income on operating activities		120,830	-
Non recurring expenses on operating activities		(120,833)	-
Increases in depreciation, amortization and provisions		-	(4,200)
Non recurring loss	**7**	**(3)**	**(4,200)**
Income tax	**8**	**12,033**	**5,911**
Net income for the year		**799,821**	**31,184**

7.2 BALANCE SHEET

(in thousands of euros)	Note	December 31, 2023	December 31, 2022
ASSETS			
Intangible assets	***9.1***	**1,954**	**1,993**
Concessions and business goodwill		2,991	2,991
Other intangible assets		507	507
Amortization & depreciation		(1,544)	(1,505)
Property, plant and equipment	***9.2***	**7,405**	**8,482**
Land		2,291	2,291
Buildings		3,044	3,044
Machinery and equipment		1,133	1,133
Other		39,227	38,596
Amortization & depreciation of property, plant and equipment		(38,290)	(36,582)
Investments and other financial assets		**5,601,596**	**5,599,695**
Long-term equity investments	*9.3*	5,723,479	5,656,681
Impairment on equity investments	*9.3*	(123,115)	(98,115)
Loans and receivables related to equity investments	*9.4*	1,057	40,953
Loans and other financial assets		277	277
Impairment on other financial assets		(102)	(101)
Non-current assets		**5,610,955**	**5,610,170**
Trade receivables		1,072	5,883
Other receivables		15,436	11,833
Marketable securities	*10*	280,159	150,148
Cash and cash equivalents		120,958	136
Current assets		**417,625**	**168,000**
Prepaid expenses		410	405
Deferred expenses	*11*	603	1,827
Bond redemption premiums	*12*	429	1,704
Unrealized currency translation losses		-	-
Total assets		**6,030,022**	**5,782,106**

(in thousands of euros)	*Note*	December 31, 2023	December 31, 2022
EQUITY AND LIABILITIES			
Share capital		101,725	101,725
Additional paid-in capital		2,243,160	2,944,014
Statutory reserve		10,172	10,138
Retained earnings		11,048	5,499
Equity before net income		**2,366,105**	**3,061,376**
Net income for the year		799,821	31,184
Shareholders' equity	*14*	**3,165,926**	**3,092,560**
Provisions for liabilities and charges	*15*	**5,989**	**13,882**
Bonds	*16*	600,427	1,100,832
Bank borrowings and overdrafts	*17*	-	-
Other financial liabilities	*18*	2,120,366	1,560,902
Trade payables		3,875	2,408
Tax and social liabilities		11,853	11,195
Other payables		121,586	327
Liabilities		**2,858,107**	**2,675,664**
Deferred revenue		-	-
Unrealized currency translation gains		-	-
Total equity and liabilities		**6,030,022**	**5,782,106**

7.3 CASH FLOWS STATEMENT

(in thousands of euros)	2023	2022
Cash flow from operating activities		
Net income for the year	**799,821**	**31,184**
Capital losses (gains) on disposals of assets	62,290	69,528
(Reversals)/increases of provisions, net	18,872	(54)
Transfer to deferred expenses, net of amortization/depreciation	1,275	1,262
Amortization of redemption premiums on the Eurobond	1,224	1,422
Cash flow	**883,482**	**103,342**
Change in working capital requirements	124,587	(579)
Net cash flows generated by (used in) operating activities (I)	**1,008,069**	**102,763**
Cash flow from investing activities		
Purchases of property, plant and equipment and intangible assets	(650)	(578)
Acquisitions of subsidiaries	(66,798)	(20,000)
Disposals of subsidiaries	-	1,049
Net cash flows generated by (used in) investing activities (II)	**(67,448)**	**(19,529)**
Cash flow from financing activities		
Dividends paid to holders of the parent company	(726,456)	(602,712)
Capital increase	-	15,998
Repayment of bonds	(500,405)	-
Increase / repayment of other borrowings	-	-
Decrease in loans/(other borrowings)	599,360	476,838
Net (buybacks) / sales of treasury shares and warrants	(189,184)	25,179
Net cash flows generated by (used in) financing activities (III)	**(816,685)**	**(84,697)**
Change in cash and cash equivalents (I+II+III)	**123,936**	**(1,463)**
Net cash and cash equivalents at beginning of the year[1]	12,490	13,953
Net cash and cash equivalents at end of the year[1]	136,426	12,490
Change in cash and cash equivalents	**123,936**	**(1,463)**

(1) Cash and cash equivalents exclude treasury shares classified as marketable securities. The previous year's cash flow statement has been restated to present comparable data.

7.4 NOTES TO THE FINANCIAL STATEMENTS OF PUBLICIS GROUPE SA, PARENT COMPANY

DETAILED SUMMARY OF THE NOTES TO THE FINANCIAL STATEMENTS

Publicis Groupe SA is the parent company of Publicis Groupe.

It acts primarily as holding company by managing its investments, allowing it to have direct or indirect control of the Groupe's companies, and also providing services to all Groupe companies.

Additionally, and to a lesser extent, the Company receives rental income from leasing the building it owns in Paris, at 133 avenue des Champs-Élysées.

It has opted for the tax consolidation regime, which includes the parent company as head of the tax consolidation group and its main French subsidiaries.

It also implements a large part of the Groupe's external financing policy with the banking and capital markets in order to maintain a certain level of liquidity to meet its commitments and investment needs.

Note 1 Significant events of the financial year

On November 3, 2023, Publicis Groupe SA redeemed the euro 500 million bond issued in November 2016, on its maturity date, with an annual fixed-rate coupon of 0.5%.

As part of a share buyback program, pursuant to the 17th resolution of the General Shareholders' Meeting of May 25, 2022, the Company bought back 3,000,000 of its own shares for a total of euro 221,851 thousand. The purpose of this program was to meet obligations relating to current free share plans, without issuing any new shares.

On November 28, 2023, Publicis Groupe SA recapitalized its subsidiary MMS France Holdings by euro 41,798 thousand by capitalizing a receivable due and payable by the Company under an intra-group loan agreement. This capital increase was followed by a reduction in share capital for the same amount by offsetting prior losses.

On December 18, 2023, Publicis Groupe SA increased the cash capital of its subsidiary Publicis Finance Services by euro 25,000 thousand through the issuance of new shares. This capital increase was followed by a reduction in share capital for the same amount by offsetting prior losses.

During the financial year, the Company received dividends from its subsidiaries amounting to euro 912,459 thousand, including euro 910,000 thousand from Publicis Groupe Holdings B.V.

Note 2 Accounting policies and methods

The parent company financial statements for the 2023 financial year have been prepared in accordance with the French Chart of Accounts (*Plan Comptable Général*) and in compliance with applicable legal and regulatory texts in France.

Comparability of financial statements

The valuation methods used to prepare the 2023 financial statements are unchanged from those used to prepare the financial statements for the previous financial year.

Intangible assets

Intangible assets subject to amortization consist of the concession of parking spaces, amortized over 75 years (length of the concession), and the goodwill of Publicis Cinema, already fully amortized.

Property, plant and equipment

Property, plant and equipment are recognized at net acquisition cost and are subject to annual depreciation calculated on a straight-line basis over the following periods:

- building on avenue des Champs-Élysées in Paris:50 years;
- fixtures, fittings and general installations:10 years;
- machinery and equipment:10 years;
- carpets:7 years;
- vehicles:4 years;
- IT equipment:3 years.

Investments and other financial assets

The gross amount of long-term equity investments is composed of the acquisition price of the securities excluding ancillary expenses. Foreign currency-denominated securities are recognized at their acquisition price translated into euros.

Impairment is recognized whenever the investment's value in use is lower than its carrying amount. Value in use is determined on the basis of objective criteria, such as net asset value, capitalized earnings or market capitalization, associated, where necessary, with more subjective criteria, such as specific industry indicators or ratios determined, in the context of economic assumptions and the Company's growth forecasts, on the basis of the present value of projected future cash flows, and the strategic nature of the investment for the Groupe.

Marketable securities

Marketable securities primarily include treasury shares, which are classified according to their intended purpose.

A provision for liabilities is recognized for treasury shares allocated to stock option or free share plans in order to reflect the loss resulting from the difference between the subscription price (zero for the free shares) and their cost price.

A provision is recognized for treasury shares that are not allocated to such a plan as well as for other marketable securities, whenever their current value at year-end is lower than their carrying amount. The current value of publicly traded securities equals the average quoted price for the final month of the financial year, and for non-listed securities, the probable selling price.

Bonds

Bonds are recognized at their par value.

In cases where a redemption premium exists, the liability is increased by the total amount of such a premium. This premium is offset by the recognition of an asset, which is amortized over the life of the bond on an actuarial basis.

In cases where an issue premium exists, the liability is recognized at par value and the issue premium is recognized as an asset; the issue premium is amortized over the life of the bond.

Provisions for liabilities and charges

Provisions are funded when:

- the Company has a present obligation (legal or constructive) resulting from a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- the amount of the outflow can be estimated reliably.

Where the effect of the time value of money is material, provisions are discounted to present value. Increases in the amount of provisions resulting from the unwinding of the discount are recognized as financial expenses.

Contingent liabilities are not recognized but, if material, are disclosed in the Notes to the financial statements.

Financial instruments

In principle, the derivatives used by the Company are for hedging purposes only. The accounting treatment of these instruments is:

- derivatives used to hedge foreign currency receivables, debts, loans or borrowings are revalued in the balance sheet in respect of their foreign currency component in order to reflect the symmetrical effect under "Unrealized currency translation– Gains/Losses" on the balance sheet;
- realized gains and losses are recorded symmetrically on the hedged item.

Financial income (expense)

Financial income is recognized by applying the usual rules, namely:

- dividends: on the date the distribution is approved by the General Shareholders' Meeting;
- financial income on current accounts, time deposits and bonds: as and when income is acquired;
- interest and dividends on marketable securities: on the date of receipt.

Non recurring items

In general, these include capital gains and losses on the sale of property, plant and equipment, and intangible and financial assets.

Note 3 Revenue

Billings are mainly composed of:

- rent received on the building at 133 avenue des Champs-Élysées in Paris, France;
- services invoiced to Groupe companies.

Note 4 Reversal of provisions and expenses transfers

Expenses transfers mainly include re-invoicing of Groupe companies for the allocation of free Publicis Groupe shares to certain key Groupe managers as part of free share or stock option plans.

Note 5 Personnel costs

In 2023, personnel expenses include the compensation of the Chairman of the Management Board and related expenses.

They also include, in the amount of euro 55,856 thousand in 2023, the costs associated with free share and stock option plans, the delivery of which in the form of existing shares entails an expense in the income statement. In 2022, these costs amounted to euro 65,219 thousand.

Note 6 Financial income and expenses

(in thousands of euros)	2023	2022
Dividends	912,459	90,056
Other income from investments	1,438	1,703
Investment income	**913,897**	**91,759**
Other financial income	1,883	2,546
Foreign exchange gains	262	401
Interest and other financial income	**2,145**	**2,946**
Reversal of impairment for marketable securities	2	83
Reversal of financial provisions & expenses transfers	**2**	**83**
Total financial income	**916,044**	**94,788**
Bond-related amortization	(2,500)	(2,683)
Increase in provisions for foreign exchange losses	-	-
Increase in provisions for impairment of marketable securities	-	(2)
Increase in other financial provisions	(25,000)	(5)
Amortization and increases in provisions	**(27,500)**	**(2,690)**
Bond-related interests	(11,845)	(12,250)
Other financial interests	(95,743)	(53,743)
Foreign exchange losses	(229)	(466)
Interest and other financial expenses	**(107,817)**	**(66,459)**
Total financial expenses	**(135,317)**	**(69,149)**
Net financial income	**780,727**	**25,639**

Note 7 Non recurring items

Net non recurring items for the 2023 financial year are not material, representing a loss of euro 3 thousand. It should be noted that it includes exceptional income and exceptional expense of the same amount for euro 120.8 million linked to the comprehensive resolution that has been reached with all 50 State Attorneys General, the District of Columbia, and certain US territories related to past work undertaken for opioid manufacturers primarily by former advertising agency Rosetta (merged with Publicis Health LLC), bringing to a close almost three years of discussions.

As part of this agreement, and following the settlement made in the United States, Publicis Groupe SA received reimbursements from insurers on behalf of its subsidiary Publicis Health, amounting to euro 120.8 million. At the same time, an accrual for the same amount was recognized with its subsidiary.

Exceptional items for the 2022 financial year resulted in a loss of euro 4,200 thousand, corresponding to a provision for tax litigation.

Note 8 Income tax

The published income statement shows tax income of euro 12,033 thousand. This amount mainly corresponds to the tax consolidation gain recognized as income in the financial statements of the tax group's parent company, in accordance with the tax consolidation agreements signed with the member companies, totalling euro 11,678 thousand.

The Company, which is the parent company of the French tax group (comprising 18 entities including Publicis Groupe SA), recorded a tax loss of euro 88,007 thousand in the 2023 financial year.

Tax loss carryforwards of the French tax group, which are time unlimited, amounted to euro 390,635 thousand at December 31, 2023.

Note 9 Non-current assets

9.1 Intangible assets

There were no acquisitions or disposals during the 2023 financial year. The gross amount at December 31, 2023 stands at euro 3,498 thousand, the same as at December 31 of the previous financial year.

9.2 Property, plant and equipment

(in thousands of euros)	Gross book Value
Amount at December 31, 2022	**45,064**
Investments / increases	650
Disposals / decreases	(19)
Amount at December 31, 2023	**45,695**

In the 2023 financial year, euro 650 thousand were invested in fixtures.

In 2022, investments in fixtures amounted to euro 578 thousand.

9.3 Long-term equity investments

As of December 31, 2023, long-term equity investments amounted to euro 5,723,479 thousand versus euro 5,656,681 thousand at December 31, 2022. The provision for impairment amounted to euro 123,115 thousand at December 31, 2023, after an increase of provision of euro 25,000 thousand. The provision amounted to euro 98,115 thousand at December 2022.

(in thousands of euros)	Value in balance sheet
Amount at December 31, 2022	**5,656,681**
Acquisitions / increases	69,798
Disposals / decreases	-
Amount at December 31, 2023	**5,723,479**

The main events concern the capital increases of the subsidiaries MMS France Holdings and Publicis Finance Services (see Note 1 "Significant events of the financial year").

9.4 Loans and receivables related to long term equity investments

(in thousands of euros)	December 31, 2023	December 31, 2022
Loan to MMS France Holdings	-	30,249
Multi Market Services Ireland current account	1,057	560
Interest receivable	-	10,144
Total	**1,057**	**40,953**

Note 10 Marketable securities

Marketable securities broke down as follows at December 31, 2023:

(in thousands of euros)	December 31, 2023	December 31, 2022
Excluding liquidity contract:		
• Treasury shares	262,899	134,352
Held under the liquidity contract:		
• Money UCITS funds (SICAV)	15,469	12,354
• Treasury shares	1,791	3,444
Provisions for impairment:		
• Excluding liquidity contract	-	-
• Held under the liquidity contract	-	(2)
Total marketable securities (net amount)	**280,159**	**150,148**

The movements for the financial year and position at the reporting date for marketable securities (excluding the liquidity contract) are summarized in the table below:

(in thousands of euros, except for share data)	Number of shares	Gross book value	Impairment	Net book value
Treasury shares held as marketable securities (excluding the liquidity contract) at December 31, 2022	**2,261,871**	**134,352**	**-**	**134,352**
Disposals (exercise of options) and delivery of free shares to employees	(1,545,833)	(93,304)	-	(93,304)
Share buyback	3,000,000	221,851	-	221,851
Treasury shares held as marketable securities (excluding the liquidity contract) at December 31, 2023	**3,716,038**	**262,899**	**-**	**262,899**

At December 31, 2023, 21,329 shares were held under the liquidity contract (*versus* 57,924 at December 31, 2022).

7

Note 11 Deferred expenses

This line item includes bond issuance costs and the arrangement of the syndicated and other credit lines, for the portion still to be amortized over the remaining life of the bonds and credit lines.

Deferred expenses at December 31, 2023 were composed of:

(in thousands of euros)	December 31, 2023	December 31, 2022
Bond issuance costs	209	635
Costs of arranging credit lines	394	1,192
Total	**603**	**1,827**

Note 12 Bond issue and redemption premiums

The amounts on this line item represent the amounts still to be amortized over the remaining life of the bonds.

At December 31, 2023, the issue premiums broke down as follows:

(in thousands of euros)	December 31, 2023	December 31, 2022
Eurobond 2023	-	834
Eurobond 2024	429	870
Total	**429**	**1,704**

Note 13 Average headcount

The Company's average headcount was one employee.

Note 14 Shareholders' equity

The Publicis Groupe SA share capital has changed as follows over the past two financial years:

		Changes in capital				
		Shares with euro 0.40 nominal value				
Dates	**Capital transaction**	**Number of shares**	**Nominal** (in thousands of euros)	**Additional paid-in capital** (in thousands of euros)	**Successive share capital amounts** (in thousands of euros)	**Total number of Company shares**
Position at January 1, 2022					**101,385**	**253,462,409**
2022	Exercice of 524,552 warrants	603,226	241	15,758	101,626	254,065,635
	Award of free shares to Groupe employees	246,225	99	-	101,725	254,311,860
2023	No movement					
Position at December 31, 2023					**101,725**	**254,311,860**

The share capital of Publicis Groupe SA amounted to euro 101,724,744 at December 31, 2023, divided into 254,311,860 shares with a nominal value of euro 0.40 each.

Shareholder's equity changed as follows between January 1, 2023 and December 31, 2023:

(in thousands of euros)	Share capital	Additional paid-in capital	Statutory reserve	Retained earnings and other reserves	Net income	Total shareholders' equity
Shareholders' equity at December 31, 2022	**101,725**	**2,944,014**	**10,138**	**5,499**	**31,184**	**3,092,560**
Allocation of 2022 net income	-	(700,854)	34	5,549	(31,184)	(726,455)
Capital increase (creation of shares)	-	-	-	-	-	-
Net income for the 2023 financial year	-	-	-	-	799,821	799,821
Shareholders' equity at December 31, 2023	**101,725**	**2,243,160**	**10,172**	**11,048**	**799,821**	**3,165,927**

The portfolio of treasury shares showed the following movements in 2023:

	Number of shares
Treasury shares held on December 31, 2022(1)	**2,319,795**
Disposals (exercise of stock options) and deliveries of free shares	(1,545,833)
Buybacks of treasury shares	3,000,000
Movements as part of the liquidity contract	(36,595)
Treasury shares held on December 31, 2023(1)	**3,737,367**

(1) Including 21,329 shares held as part of the liquidity contract on December 31, 2023, and 57,924 on December 31, 2022.

/ Dividends approved and submitted to vote

	Per share (in euros)	Total (in millions of euros)
Dividends paid in 2023 (for the 2022 financial year)	2.90	726(1)
Dividends proposed to the General Shareholders' Meeting (for the 2023 financial year)	3.40	865(2)

(1) Amount paid fully in cash.
(2) Amount for all shares outstanding at December 31, 2023, including treasury shares.

Note 15 Provisions for liabilities and charges

(in thousands of euros)	Amount at December 31, 2023	2023 Increase	2023 reversal (used provision)	2023 reversal (unused provision)	Amount at December 31, 2023
Provision for risks on treasury shares and free share grants not yet vested[1]	7,895	-	(7,895)	-	-
Other provisions for risks	5,987	5	(3)	-	5,989
Total	**13,882**	**5**	**(7,898)**	**-**	**5,989**

(1) This provision was made, on the one hand, to cover the loss resulting from the difference between the subscription price and the cost price of the treasury shares when they were allocated to the share purchase plans for Groupe employees, and, on the other hand, to cover the future loss on existing shares under free share plans.
It should also be noted that provisions and their reversals relating to costs incurred by Publicis Groupe SA in relation to these plans are presented in the income statement under personnel costs in accordance with Notice no. 2008-17 from the French National Accounting Council.

Note 16 Bonds

Category of bond (in thousands of euros)	Number of securities	December 31, 2023	December 31, 2022
Eurobond 2023 - 0,5%	5,000	-	500,000
Eurobond 2024 - 1,625%	6,000	600,000	600,000
Total excluding accrued interests		**600,000**	**1,100,000**
Accrued interests		427	832
Balance sheet total		**600,427**	**1,100,832**

Eurobond 2023 – 0.5%

On November 3, 2016, Publicis Groupe SA issued a fixed-rate bond for euro 500 million, maturing in November 2023 (7 years), with a 0.5% annual coupon. This loan was fully repaid in November 2023, in accordance with its maturity.

Eurobond 2024 – 1.625%

This 10-year maturity tranche of euro 600 million and a fixed rate of 1.625% was issued on December 16, 2014, as part of the financing of the Sapient acquisition (which took place in February 2015). It is fully redeemable at par upon maturity on December 16, 2024.

The bonds issued by the Groupe do not contain any financial covenants. They only include standard credit default event clauses (liquidation, cessation of payments, default on the debt itself or on the repayment of another debt above a given threshold).

Note 17 Bank borrowings and overdrafts

Excluding bonds, there was no outstanding bank borrowing and overdrafts at the end of the financial year.

However, Publicis Groupe SA has confirmed and unused credit lines, as described in Note 20 below.

Note 18 Other financial liabilities

(in thousands of euros)	December 31, 2023	December 31, 2022
Long-term borrowing from MMS Multi Euro Services[1]	930,000	930,000
Current accounts, short-term borrowings from MMS Multi Euro Services and accrued interests	1,189,805	630,341
Other creditors	561	561
Total	**2,120,366**	**1,560,902**

(1) 55-year subordinated equity loans for euro 300 million and euro 630 million, respectively.

Note 19 Maturity statement for receivables and liabilities

All receivables included in currents asset are due within one year.

The maturity statement for liabilities is presented below:

(in thousands of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Bonds	600,427	427	600,000	-
Bank borrowings and overdrafts	-	-	-	-
Other financial liabilities	2,120,366	1,189,805	-	930,561
Trade payables	3,875	3,875	-	-
Tax and social liabilities	11,853	11,853	-	-
Other creditors	121,586	121,586	-	-
Total Liabilities	**2,858,107**	**1,327,546**	**600,000**	**930,561**

Note 20 Off-balance sheet commitments

20.1 Commitments given

20.1.1 Description of the stock option and free share plans implemented during the financial year

Presentation of the new free share plans for 2023

During the year 2023, several free share plans were implemented with the following features:

Long-term incentive plan known as the "LTIP 2023" (March 2023)

Under this plan, a certain number of Groupe managers were granted free shares, subject to three conditions:

- a continued presence condition, during the three-year vesting period;
- conditions for achieving the Groupe's revenue growth and profitability targets for the year 2023, compared to a reference group including Publicis Groupe and the other three main global communications groups (Omnicom, WPP and IPG);
- conditions based on progress made on the CSR (Corporate Social Responsibility) policy, both in the area of Diversity, Equity and Inclusion and in the area of combating climate change, for which indicative interim points have been set. At the end of 2023, the percentage of women in key management positions as well as the percentage change in the integration of renewable energies in the Groupe will be assessed against targets set.

The shares eventually awarded in accordance with the level of achievement of these targets will be vested at the end of a three-year period, *i.e.* in March 2026.

Long-term incentive plan known as the "LTIP 2023 *Membres du Directoire*" [Members of the Management Board] (March and May 2023) and "LTIP 2023 *Président du Directoire*" [Chairman of the Management Board] (March and May 2023)

Under the "LTIP 2023 *Membres du Directoire*" plan, members of the Management Board were granted free shares, subject to three conditions:

- a continued presence condition, during the three-year vesting period;
- conditions for achieving the Groupe's revenue growth and profitability targets over the entire period from 2023 to 2025, compared to a peer group including Publicis Groupe and the other three main global communications groups (Omnicom, WPP and IPG);
- conditions based on progress made of the CSR (Corporate Social Responsibility) policy, both in the area of Diversity, Equity and Inclusion and in the area of combating climate change, for which indicative interim points have been set. At the end of 2025, the percentage of women in key management positions as well as the percentage change in the integration of renewable energies in the Groupe will be assessed against targets set.

The shares ultimately awarded in accordance with the level of achievement of these conditions will be vested at the end of a three-year period, *i.e.* in March 2026. Following the change in the compensation policy adopted by the General Shareholders' Meeting of May 31, 2023 for one member of the Management Board, additional shares were granted on May 31, 2023, to be vested in June 2026

The LTIP 2023 *Président du Directoire* plan provides for the same conditions as the LTIP 2023 *Membres du Directoire* plan, plus a market condition based on the TSR (Total Shareholder Return) comparing that of Publicis Groupe with that of the median of the CAC40. In addition, in accordance with the change in the compensation policy adopted by the General Shareholders' Meeting of May 31, 2023, outperformance shares were granted on May 31, 2023. These outperformance shares are subject to criteria for achieving the Groupe's revenue growth and profitability targets over the entire 2023 to 2025 period , compared to the aforementioned peer group, plus a Groupe internal operating margin target.

Retention contract for the Chairman of the Management Board

A retention contract has been put in place for the Chairman of the Management Board. The contract was approved by the Compensation Committee on March 7, 2023, then by the Supervisory Board on March 8 and April 19, 2023. The compensation policy, including the retention contract, was approved at the General Shareholders' Meeting on May 31, 2023. The Management Board granted the shares under the retention contract on May 31, 2023.

The contract provides for a five-year presence condition from January 1, 2023, with the Chairman of the Management Board scheduled to remain in office until December 31, 2027. At the end of this period, he would receive a number of shares equal to two years of fixed compensation per year of presence over the whole five-year period, *i.e.* the equivalent of ten years of fixed compensation.

Long-term incentive plan known as the "LTI Epsilon March 2023 Plan" and "LTI Epsilon September 2023 Plan" (March and September 2023)

The plans, set up for the exclusive benefit of Publicis Epsilon managers and employees, include three tranches subject to a continued presence condition for 20% and financial performance conditions for 80% in respect of 2023. The shares will be vested in March 2024 (30% of the shares), March 2025 (30% of the shares), and March 2026 (40% of the shares), and/or September of the same years (depending on the grant date of the shares) in the same proportions.

Long-term incentive plan known as the "Sapient 2023 Plan" (April and June 2023)

The plan put in place for the exclusive benefit of Publicis Sapient managers and employees is made up of two tranches:

- the first tranche is subject only to a presence condition and gives rise to the vesting of one quarter of the shares awarded on the yearly anniversary date during the first four years of the plan (*i.e.* in April or June 2024, 2025, 2026, and 2027, depending on the grant date);
- in addition to the continued presence condition, the second tranche is subject to financial performance criteria, and the total number of shares vested shall depend on the level of achievement of financial targets for 2023. Vesting will take place at the end of a three-year period, *i.e.* in April or June 2026, depending on the grant date.

Performance measurement of previous plans

In addition, the performance of the Publicis Sapient LTI 2020, Publicis Sapient LTI 2022, Epsilon LTI 2022, and LTIP 2022 plans was measured in February and March 2023: the rate of achievement of performance targets for 2022 was 100% for all these plans.

Publicis Groupe stock option plans

/ Characteristics of the Publicis Groupe stock option plans outstanding at December 31, 2023

Plan	Type[1]	Date of gran	Option exercise price (in euros)	Options outstanding at January 1, 2023	Options cancelled or lapsed in 2023	Options exercised in 2023	Options outstanding at December 31, 2023	Of which exercisable at December 31, 2023	Exercise deadline	Remaining contract life (in years)
Lionlead 2 Stock options	A	04/30/2013	52,76	560,148	-	(560,148)	-	-	05/02/2023	-
Total				**560,148**	**-**	**(560,148)**	**-**	**-**		

(1) A = stock options.

As of December 31, 2023, there were no remaining stock options to be exercised.

7

Publicis Groupe free share plans

/ Characteristics of Publicis Groupe free share plans outstanding at December 31, 2023

Plans	Initial date of grant	Shares yet to vest as of January 1, 2023 or shares granted in 2023	Shares cancelled, lapsed or transferred[1] in 2022	Shares vested in 2023	Shares yet to vest at December 31, 2023	Vesting date	Remaining contract life (in years)
Sapient 2019 Plan (4 years)	05/28/2019	42,407	(67)	(42,340)	-	05/30/2023	-
2019 Special Retention Plan[2]	11/15/2019	393,895	(102,892)	-	291,003	03/19/2025	1.22
Sapient 2020 Plan (4 years)	05/19/2020	92,903	(4,278)	(44,658)	43,967	05/20/2024	0.38
Sapient 2020 Plan (3 years)	05/19/2020	266,612	(10,500)	(256,112)	-	05/19/2023	-
LTI Epsilon 2020 Plan	07/20/2020	213,373	(2,962)	(210,411)	-	03/31/2023	-
LTIP 2021 Plan and other specific plans[3] [4]	03/16/2021	419,726	(9,614)	-	410,112	09/16/2024	0.21
LTIP 2021 Directoire Plan	03/16/2021	151,577	(24,495)	-	127,082	03/18/2024	0.21
LTI Epsilon 2021 Plan	03/16/2021	401,970	(21,693)	(169,595)	210,682	04/02/2024	0.25
Sapient 2021 Plan (4 years)	04/13/2021	160,399	(4,509)	(54,434)	101,456	04/14/2025	1.28
Sapient 2021 Plan (3 years)	04/13/2021	320,648	(16,272)	-	304,376	04/15/2024	0.28
LTIP 2022 Plan and other specific plans[3] [5]	03/18/2022	626,771	(23,915)	-	602,856	03/19/2025	1.22
LTIP 2022 *Président du Directoire* Plan[6]	03/18/2022	62,043	-	-	62,043	05/26/2025	1.22
LTIP 2022 Directoire Plan	03/18/2022	78,004	(20,819)	-	57,185	03/19/2025	1.22
LTI Epsilon 2022 Plan	03/18/2022	440,844	(22,655)	(131, 688)	286,501	03/31/2025	1.25
LTI Epsilon 2022 Plan (September)	09/14/2022	70,882	(4,852)	(19,940)	46,090	09/30/2025	1.75
Sapient 2022 Plan (4 years)	04/11/2022	239,025	(9,166)	(58,785)	171,074	04/13/2026	2.28
Sapient 2022 Plan (3 years)	04/11/2022	358,542	(16,492)	-	342,050	04/11/2025	1.28
LTIP 2023 Plan	03/16/2023	756,482	(4,513)	-	751,969	03/17/2026	2.21
LTIP 2023 Directoire Plan[7]	03/16/2023	36,694	(20,060)	-	16,634	06/01/2026	2.21
LTIP 2023 *Président du Directoire* Plan[8]	03/16/2023	57,005	-	-	57,005	06/01/2026	2.42
Président du Directoire Retention contract	05/31/2023	167,000	-	-	167,000	01/03/2028	4.01
Plan LTI Epsilon March 2023	03/16/2023	389,852	(17,573)	-	372,279	03/31/2026	2.25
Plan LTI Epsilon Sept. 2023	09/12/2023	32,944	(497)	-	32,447	09/30/2026	2.75
Sapient 2023 Plan (4 years)[9]	04/17/2023	283,609	(4,600)	-	279,009	06/14/2027	3.45
Sapient 2023 Plan (3 years)[9]	04/17/2023	425,437	(6,900)	-	418,537	06/15/2026	2.45
Total free share plans		**6,488,644**	**(349,324)**	**(987,963)**	**5,151,357**		

(1) These relate to any transfers between the French and foreign plans due to the geographic mobility of beneficiaries.
(2) The shares of the second and third tranches are those granted respectively under the LTIP 2021 plan and the LTIP 2022 plan to the initial beneficiaries. The delivery date of the initial plan (March 31, 2023) was extended and aligned with that of the LTIP 2022 plan.
(3) Excluding beneficiaries of the Special Retention Plan whose shares are presented on the line corresponding to the initial plan, the second and third tranches of which have been replaced by the LTIP 2021 and LTIP 2022 plans, respectively.
(4) Grant date: September 15, 2021, delivery date: September 16, 2024 for specific plans.
(5) Grant date: October 17, 2022, delivery date March 19, 2025 for the specific individual plan.
(6) The initial grant of shares took place on March 18, 2022 but additional shares were granted on May 25, 2022 following the decisions of the General Shareholders' Meeting and performance conditions of the plan were amended at the same date.
(7) The initial grant of shares took place on March 16, 2023, but additional shares were granted on May 31, 2023 following the change in the compensation policy adopted by the General Shareholders' Meeting of May 31, 2023 for one member of the Management Board. The shares of this member were subsequently cancelled due to his departure in 2024.
(8) The initial grant of shares took place on March 16, 2023, but additional shares for outperformance were granted on May 31, 2023 following the decisions of the General Shareholders' Meeting and performance conditions of the plan were amended at the same date.
(9) The initial grant of shares took place on April 17, 2023 but additional shares were granted on June 13, 2023. As a result, the delivery date of the initial plan was extended and aligned with that of the additional grant.

The delivery of free shares under the above plans is subject to a presence condition throughout the vesting period.

Delivery is also subject to non-market performance conditions for all plans, as well as a market condition only for the LTIP 2022 *Président du Directoire* and LTIP 2023 *Président du Directoire* plans.

/ Movements in Publicis Groupe free share plans over the last two financial years

	2023	2022
Shares yet to vest as of January 1, 2023	**4,339,621**	**4,226,891**
Shares granted under plans implemented during the year	2,149,023	1,908,025
Deliveries, vesting of shares during the year	(987,963)	(1,335,457)
Shares granted and lapsed	(349,324)	(459,838)
Shares yet to vest as of December 31, 2023	**5,151,357**	**4,339,621**

20.1.2 Contractual guarantees given

- Joint and several guarantee of the debts of Publicis Groupe Holdings B.V.
- Counter-guarantee granted to CIC for the first demand guarantee issued by the latter on behalf of Metrobus to RATP, up to the amount of Publicis Groupe SA's share in Metrobus (67%) for euro 53.2 million.
- Counter-guarantee granted to CIC for the first demand guarantee issued by the latter on behalf of Mediagare to SNCF Gares et Connexions, up to the amount of Publicis Groupe SA's share in Metrobus (67%) for euro 24.5 million.
- Joint and several guarantee of the commitments made by Mediagare to SNCF Gares & Connexions on any amount due in respect of the "Basic Fee" for euro 44 million.
- Guarantees given to multiple banks on behalf of MMS USA Investments Inc. to finance the acquisition of Epsilon for euro 2,250 million and USD 1,025 million for maturities between 2025 and 2031.
- Guarantee given to OPG Bastille on behalf of Resources France and MMS France Holdings for euro 104 million for the "Parisquare" building in the Bastille district.
- Guarantee given for the commitments of Publicis Ré under the reinsurance contract for the benefit of AIG Europe SA.
- Guarantee granted to Publicis Ré to cover reinsurance commitments during the first three financial years of the entity for a maximum amount of euro 49.5 million over the period concerned.

20.2 Commitments received

Publicis Groupe SA has an unused confirmed credit facility at December 31, 2023, consisting of a multi-currency syndicated loan of euro 2,000 million, maturing July 2024. This credit facility has been renewed until 2026 up to euro 1,579 million.

Note 21 Subsequent events

There are no subsequent events.

Note 22 Fees of the statutory auditors

The fees paid by the Groupe for each of the statutory auditors of Publicis Groupe SA for the 2023 and 2022 financial years were:

	Ernst & Young Amount (excl. taxes)		Mazars (2022)/KPMG (2023) Amount (excl. taxes)		Total Amount (excl. taxes)	
(in thousands of euros)	2023	2022	2023	2022	2023	2022
Statutory auditors						
Publicis Groupe SA (parent company)	**710**	**817**	**580**	**433**	**1,290**	**1,250**
Account certification	710	817	580	433	1,290	1,250
Other services	0	0	0	0	0	0

Note 23 List of subsidiaries and long-term equity investments at December 31, 2023

A) Subsidiaries and long-term equity investments with a carrying amount exceeding 1% of the share capital of PublicisGroupe[(1)]

(in thousands of euros)	Share capital	Reserves and retained earnings	% interest	Gross book value	Net book value	Loans and receivables	Revenue	Net income	Dividends received
Subsidiaries									
Publicis Groupe Holdings B.V. Joop Geesinkweg 209 1114 AB Amsterdam Duivendracht The Netherlands	517	11,161,060	100.00	5,344,146	5,344,146	-	136,520	1,885,474	910,000
MMS France Holdings 133, avenue des Champs-Elysées 75008 Paris France SIREN 444 714 786	3,500	(24,270)	100.00	316,600	218,485	-	-	10,134	-
Metrobus 1 Rond-Point Victor Hugo 92137 Issy-les-Moulineaux SIREN 327 096 426	1,840	2,723	32.30	17,508	17,508	-	36,520	10,579	2,459
Publicis Ré 133, avenue des Champs-Elysées 75008 Paris SIREN 914 281 357	20,000	(142)	100.00	20,000	20,000	-	-	428	-

(1) Based on the unaudited provisional financial statements.

B) General information on all subsidiaries and long-term equity investments

	Subsidiaries		Long-term equity investments	
(in thousands of euros)	French	Foreign	French	Foreign
Carrying amount of shares held:				
● Gross	379,331	5,344,146	-	-
● Net	256,216	5,344,146	-	-
Amount of dividends received	2,459	910,000	-	-

/ Detail of marketable securities at December 31, 2023

	% interest	Net carrying amount (in thousands of euros)
I- Long-term equity investments		
A.French long-term equity investments		
11,666,668 shares in MMS France Holdings	100.00%	218,485
37,146 shares in Metrobus	32.30%	17,508
9,100 shares in Publicis Finance Services	100.00%	186
3,700 shares in Publicis Groupe Services	100.00%	37
19,999,983 shares in Publicis Ré	100.00%	20,000
Investments with a carrying amount less than euro 15,000, in aggregate		3
Total French long-term equity investments		**256,219**
B.Foreign long-term equity investments		
516,712 shares in Publicis Groupe Holdings BV	100.00%	5,344,146
Investments with a carrying amount less than euro 15,000, in aggregate		-
Total foreign long-term equity investments		**5,344,146**
Total long-term equity investments		**5,600,365**
II- Other non-current securities		**-**
III- Other securities		
C.Other securities of French companies		
3,737,367 Publicis Groupe SA treasury shares	1.47%	264,691
Money market UCITS funds (SICAV)		15,469
Investments with a carrying amount less than euro 15,000, in aggregate		5
Total other securities of French companies		**280,165**
D.Other foreign securities		**14**
Total other securities		**280,179**
Total securities		**5,880,544**

7.5 RESULTS OF PUBLICIS GROUPE SA OVER THE LAST FIVE YEARS

Information type	2023	2022	2021	2020	2019
I. SHARE CAPITAL AT FINANCIAL YEAR-END					
Share capital (in thousands of euros)	101,725	101,725	101,385	99,108	96,175
Number of shares in issue	254,311,860	254,311,860	253,462,409	247,769,038	240,437,061
Maximum number of future shares to be issued:					
• under free share plans	855,010	1,732,016	1,248,860	625,875	1,106,125
• as a result of the exercise of warrants	-	-	591,363	947,297	957,813
II. OPERATIONS AND RESULTS FOR THE FINANCIAL YEAR (in thousands of euros)					
Pre-tax revenue	29,244	24,347	28,775	24,650	27,016
Net income before taxes, depreciation, amortization and provisions	809,160	27,901	46,244	62,651	174,996
Income tax (credit)	(12,033)	(5,911)	(6,210)	(5,133)	(13,855)
Net income after taxes, depreciation, amortization and provisions	799,821	31 ,184	47,387	63,770	187,926
Income distributed for the financial year (1)	864,660	737,504	608,310	495,538	274,165
III. EARNINGS PER SHARE (in euros)					
Net income after taxes, but before depreciation, amortization and provisions	3.23	0.13	0.21	0.27	0.79
Net income after taxes, depreciation, amortization and provisions	3.15	0.12	0.19	0.26	0.78
Dividend per share (2)	3.40	2.90	2.40	2.00	1.15
IV. PERSONNEL COSTS & HEADCOUNT					
Average headcount	1	1	1	1	1
Payroll expense (in thousands of euros)	3,726	3,124	3,052	2,299	2,450
Benefits (social security, other employee benefits, etc.)	1,097	801	754	593	635

(1) For 2023, estimate on the basis of shares outstanding at December 31, 2023, including treasury shares and subject to the approval of the General Shareholders' Meeting to be held on May 29, 2024. Payment will be made in cash.

(2) The dividend to be paid in respect of the 2019 financial year was reduced from euro 2.30 to euro 1.15 per share, as part of an exceptional measure related to the Covid-19 pandemic.

7.6 STATUTORY AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS

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

This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to the shareholders.

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

To the Annual General Meeting of Publicis Groupe SA,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of Publicis Groupe SA for the year ended December 31, 2023.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2023 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*) for the period from January 1, 2023 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Valuation of investments

(Section "Investments and other financial assets" of the Note 2 "Accounting policies and methods" and section 9.3 « Long-term equity investments » of the Note 9 "Non-current assets" to the Notes to the financial statements)

Risk identified	As of December 31, 2023, investments are accounted for at a net book value of € 5 600M, or 93% of the total assets. They are accounted for at the acquisition price of the securities excluding ancillary expenses. We believe that the valuation of investments constitutes a key audit matter, given their materiality in the assets of Publicis Groupe SA, and because the valuation of their recoverable amount, often based on projected discounted future cash flows, involves judgements from management, and the use of numerous economic assumptions related to the Company's growth forecasts
Our response	We assessed the process used to value the recoverable amount of the Company's investments as well as the valuations carried out by the Company, and supported by an independent expert. We involved our valuation experts in order to assess the consistency of the assumptions used with the economic environment at closing and on the date the financial statements were prepared. We also compared the figures used for the impairment tests on Investments with the entities' source data, as well as the result of our audit work or analytical procedures on these entities. We have examined: ● The compliance of shareholders' equity with the financial statements of the entities subject to audit or analytical procedures, and the evidence related to adjustments made, when applicable, on such shareholders' equity; ● The consistency of projected future cash flows for the relevant entities' activities, as prepared by their operational management, with the companies' growth forecasts taken from the latest strategic plans; ● The adjustments made to the present value of projected future cash flows to account for the indebtedness of the relevant entities. We assessed the appropriateness of the information related to Investments as set out in the Notes to the financial statements.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Executive Board's management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D. 441-6 of the French Commercial Code (*Code de commerce*).

Report on Corporate Governance

We attest that the Supervisory Board's Report on Corporate Governance sets out the information required by Articles L. 225-37-4 and L. 22-10-10 and L. 22-10-9 of the French Commercial code (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (*Code de commerce*) relating to the remuneration and benefits received by, or allocated to the members of the Executive Board and of the Supervisory Board and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlled thereby, included in the consolidation scope. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your Company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code (*Code de commerce*), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of voting rights has been properly disclosed in the management report.

Report on Other Legal and Regulatory Requirements

Format of preparation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditors regarding the annual and consolidated financial statements prepared in the European single electronic format, that the preparation of the financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the Chairman of the Executive Board's responsibility, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of December 17, 2018.

On the basis of our work, we conclude that the preparation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (*Autorité des marchés financiers*) agree with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Publicis Groupe S.A. by the Annual General Meetings held on May 31, 2023 for KPMG SA and on June 4, 2007 for ERNST & YOUNG et Autres.

As at December 31, 2023, KPMG and ERNST & YOUNG et Autres were in the first and seventeenth year of total uninterrupted engagement (ERNST & YOUNG Audit having previously served as statutory auditor of Publicis Groupe SA from 2001 to 2006).

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Management Board.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the financial statements.
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L.821-27 to L.821-34 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, April 24, 2024

The Statutory Auditors

French original signed by

KPMG S.A.		**ERNST & YOUNG et Autres**	
Marie Guillemot	Nicolas Poncet	Claire Cesari-Walch	Nicolas Pfeuty

Chapter

8. COMPANY INFORMATION AND CAPITAL STRUCTURE

8.1 INFORMATION ABOUT THE COMPANY

8.1.1 Company name and trading name

Publicis Groupe SA (the "Company") does business under the trade name Publicis.

8.1.2 Registration place and number, legal entity identifier (LEI)

542 080 601 RCS Paris; APE code – NAF 7010Z; LEI number: 2138004KW8BV57III342.

8.1.3 Date of incorporation and term

Incorporation date: October 4, 1938.

Term: October 3, 2037, unless extended.

8.1.4 Registered office, legal structure, applicable legislation, country of origin, address and telephone number of registered office, website

Publicis Groupe SA is a French limited liability Company (*société anonyme*) with a Management Board and a Supervisory Board, governed by articles L. 225-57 to L. 225-93 and L. 22-10-1 to L. 22-10-78 of the French Commercial Code.

The Company's registered office is located at 133, avenue des Champs-Élysées, 75008 Paris, France. Publicis Groupe's registered office phone number is +33 (0) 1 44 43 70 00.

The Publicis Groupe SA website can be accessed at the following address: www.publicisgroupe.com. The information on this website does not form part of this Universal Registration Document, unless incorporated by reference.

8.1.5 Financial year

From January 1 to December 31 of each year.

8.1.6 Memorandum of Incorporation and Articles of Incorporation

Corporate purpose (article 2 of the Articles of Incorporation)

The Company's corporate purpose is to:

- commercialize and develop advertising of any kind in all its forms, in any way whatsoever;
- organize any shows and radio and television broadcasts, design any radio, television and other types of programs, operate any movie theatres, recording and broadcasting studios, and any screening and viewing rooms, paper publishing of any nature and mechanical publishing of any music, sketches, screenplays and dramas; and
- generally speaking, all commercial, financial, real estate, industrial and movable transactions directly or indirectly related to the foregoing and likely to facilitate the development and growth of its corporate business.

The Company may act in all countries in its name and on behalf of third parties, either alone or in partnership, association or company, with any other companies or persons and implement under any form whatsoever, either directly or indirectly, the transactions falling within its corporate purpose.

It may also acquire, under any form, any interests and holdings in any French or foreign businesses and undertakings, whatever their purpose.

Management Board (articles 10 to 12 of the Articles of Incorporation)

The Management Board shall ensure the Company's collegial management. It is vested with the broadest powers to act on the Company's behalf in all circumstances. These powers may only be exercised within the limit of the corporate purpose and subject to the powers that are by law reserved for the Supervisory Board and Shareholders' Meetings. The Management Board is appointed by the Supervisory Board and is comprised of at least two but no more than seven members, who may or may not be shareholders. Each member is appointed for a period of four years and must be a natural person. Its members may be re-appointed. The terms of office of each member of the Management Board ends at the Annual Ordinary General Shareholders' Meeting following their 75th birthday. The Supervisory Board appoints one of the members of the Management Board as Chair and may appoint one, several or all the other members of the Management Board as Chief Executive Officer(s).

The members of the Management Board may be dismissed either by the Supervisory Board or by a General Shareholders' Meeting.

Rights attached to each share (article 8 of the Articles of Incorporation)

With regard to ownership of corporate assets and the sharing of profit, each share shall entitle its owner to an amount proportionate to the number of existing shares. The shareholders may be held liable, even with regards to third parties only up to the value of the shares that they hold. When it is necessary to hold several shares to exercise any right, shareholders must be personally responsible for consolidating the required number of shares.

Threshold crossing disclosure (article 7 III of the Articles of Incorporation)

Any person or entity, acting alone or not, who holds or will hold, a portion greater than or equal to 1% of the share capital or voting rights, or any multiple of such percentage, must inform the Company of the total number of shares and voting rights held by such person or entity, as well as any securities giving access to the share capital and voting rights that may be attached thereto.

Powers of the Management Board with respect to share buybacks (article 7 IV of the Articles of Incorporation)

The Extraordinary General Shareholders' Meeting may authorize the Management Board to purchase a fixed number of Company shares in order to cancel them via a reduction of capital in accordance with article L. 225-206 of the French Commercial Code.

In addition, the Company may acquire its own shares in accordance with the provisions of article L. 22-10-62 of the French Commercial Code.

General Shareholders' Meetings (article 19 of the Articles of Incorporation)

The General Shareholders' Meeting is composed of all shareholders, regardless of the number of shares they own. The meetings are convened under the conditions prescribed by law. Meetings are held at the Company's registered office or at any other location specified in the notice of meeting and determined by the convener. If so decided by the Management Board when calling the meeting, the meeting may be publicly broadcasted by videoconferencing or any other means of telecommunication, including over the Internet.

Representation and admission to General Shareholders' Meetings (article 20 of the Articles of Incorporation)

Any shareholder may participate, personally or through an authorized representative, in General Shareholders' Meetings, justifying his/her identity and his/her ownership of the securities, under the conditions provided for by the law.

Any shareholder may, if so permitted by the Management Board when calling the General Shareholders' Meeting, participate in the meeting by videoconferencing or any other means of telecommunication, including over the Internet, subject to applicable laws and regulations. Any such shareholder is deemed present for the purposes of calculating the quorum and majority.

Voting rights (article 21 (5) to (8) of the Articles of Incorporation)

Each member of the Meeting shall have as many votes as he or she owns or represents shares, without restriction. However, in accordance with a resolution approved at the Extraordinary General Shareholders' Meeting on September 14, 1968, shares registered with the same shareholder for at least two years or which have only been transferred during that period from one registered owner to another within the framework of an intestate estate, of testamentary succession, of division of community of property between spouses, of donation *inter vivos* for the benefit of a spouse or a relative entitled to inherit, are entitled to double voting rights. The Extraordinary General Shareholders' Meeting has the possibility to purely and simply cancel the double voting right. However, this cancellation will only become effective after the approval of a special meeting of shareholders who hold double voting right shares.

In the event of the division of ownership of Company shares, the limited owners and bare owners of shares can freely distribute voting rights at Extraordinary or Ordinary General Shareholders' Meetings provided they notify the Company beforehand, by providing a certified copy of their agreement at least twenty calendar days before the first General Shareholders' Meeting is held following the above-mentioned ownership division by registered mail. Failing notification within this period, the distribution will be implemented *ipso jure* in accordance with article L. 225-110, paragraph 1, of the French Commercial Code.

Any shareholder may vote by post in accordance with and in the manner provided for in laws and regulations in force. When so decided by the Management Board, and indicated in the meeting notice published in the BALO (*Bulletin des annonces légales obligatoires*), shareholders may vote by any means of telecommunication or remote transmission, including over the Internet, subject to the laws and regulations prevailing as of the time such means are used.

Amendments to the Articles of Incorporation (article 23 of the Articles of Incorporation)

An Extraordinary General Shareholders' Meeting may amend the Articles of Incorporation, in all their provisions, regardless of what they are, as authorized by law. It may, in particular and without the following list being construed in a limited way, decide to modify the share capital by: increasing or reducing the share capital, consolidating shares or dividing shares into shares with a lower par value.

8.2 SHAREHOLDING

8.2.1 Major shareholders and voting rights

As of December 31, 2023, to the best of Publicis' knowledge, no shareholder held, directly or indirectly, individually or jointly, 5% or more of its share capital (a "Major Shareholder") except those disclosed below. Publicis' Articles of Incorporation state that all its shareholders have the same proportional voting rights with respect to the shares they hold, except that shares owned by the same shareholder in registered form for at least two years carry double voting rights. The Company has not issued any preferred shares or any securities without voting rights.

/ Distribution of the Company's share capital and voting rights

As of December 31, 2023	Shares held	% of the share capital (1)	Voting rights	% of voting rights (2)
A/ Shareholders holding more than 5% of the share capital				
Élisabeth Badinter and family holding companies (3)	16,700,967	6.57%	33,401,934	12.12%
The Capital Group Companies (4)	38,190,668	15.02%	38,190,668	13.85%
B/ Treasury shares	3,737,367	1.47%	-	-
C/ Public (registered and bearer shares)	195,682,858	76.95%	204,084,376	74.03%
Total	**254,311,860**	**100.00%**	**275,676,978**	**100.00%**

(1) Percentages are calculated based on the total number of shares issued by the Company, including treasury shares.
(2) Percentages are calculated based on the total number of shares issued by the Company (percentage of voting rights exercisable at General Shareholders' Meetings), and take into account the double voting rights attached to certain shares.
(3) Élisabeth Badinter fully owns 2.29% of the shares (representing 4.23% of the voting rights). The Badinter family holding companies fully own 10,866,147 shares (representing 7.88% of the voting rights).
(4) Acting as an investment adviser for managed funds and clients. Information on the basis of the last threshold crossing declaration made to the AMF in 2023.

/ Reminder of the distribution of the Company's share capital and voting rights for the prior two years

As of December 31, 2022	Shares held	% of the share capital (1)	Voting rights	% of voting rights (2)
A/ Shareholders holding more than 5% of the share capital				
Élisabeth Badinter and family holding companies (3)	16,700,967	6.57%	22,535,787	8.45%
The Capital Group Companies (4)	13,477,443	5.30%	13,477,443	5.05%
BlackRock, Inc. (4)	13,390,918	5.27%	13,390,918	5.02%
B/ Treasury shares	2,319,795	0.91%	-	-
C/ Public (registered and bearer shares)	208,422,737	81.95%	217,236,780	81.48%
Total	**254,311,860**	**100.00%**	**266,640,928**	**100.00%**

(1) Percentages are calculated based on the total number of shares issued by the Company, including treasury shares.
(2) Percentages are calculated based on the total number of shares issued by the Company (percentage of voting rights exercisable at General Shareholders' Meetings), and take into account the double voting rights attached to certain shares.
(3) Élisabeth Badinter fully owns 2.29% of the shares (representing 4.38% of the voting rights). The Badinter family holding companies fully own 10,866,147 shares (representing 4.08% of the voting rights).
(4) Acting as an investment adviser for managed funds and clients. Information on the basis of the last threshold crossing declaration made to the AMF in 2022.

As of December 31, 2021	Shares held	% of the share capital (1)	Voting rights	% of voting rights (2)
A/ Shareholders holding more than 5% of the share capital				
Élisabeth Badinter and family holding companies(3)	16,700,967	6.59%	22,535,787	8.57%
BlackRock, Inc.(4)	12,769,433	5.04%	12,769,433	4.86%
B/ Treasury shares	3,861,900	1.52%	-	-
C/ Public (registered and bearer shares)	220,130,109	86.85%	227,621,232	86.57%
Total	**253,462,409**	**100.00%**	**262,926,452**	**100.00%**

(1) Percentages are calculated based on the total number of shares issued by the Company, including treasury shares.
(2) Percentages are calculated based on the total number of shares issued by the Company (percentage of voting rights exercisable at General Shareholders' Meetings), and take into account the double voting rights attached to certain shares.
(3) Élisabeth Badinter fully owns 2.30% of the shares (representing 4.44% of the voting rights). The Badinter family holding companies fully own 10,866,147 shares (representing 4.13% of the voting rights).
(4) Acting as an investment adviser for managed funds and clients.

/ Information on threshold crossings notified since January 1, 2023

During the period from January 1, 2023 to March 6, 2024, the Company and the AMF were notified, in accordance with article L. 233-7 of the French Commercial Code, that legal thresholds had been crossed in the following cases:

Declaration number AMF	Date of threshold crossing	Shareholder	Threshold crossed	Of the share capital			Of the voting rights		
				Movement	Shares held (1)	% of the share capital (1)	Movement	Voting rights (1)	% of voting rights (1)
223C0041	01/05/2023	BlackRock	5.00%	-	13,948,276	5.48%	over	13,948,276	5.19%
223C0096	01/13/2023	BlackRock	5.00%	-	13,134,479	5.16%	under	13,134,479	4.88%
223C0188	01/25/2023	BlackRock	5.00%	-	14,243,994	5.60%	over	14,243,994	5.30%
223C0419	03/09/2023	The Capital Group Companies	10.00%	over	25,471,897	10.02%	-	25,471,897	9.48%
223C0486	03/22/2023	BlackRock	5.00%	-	13,402,890	5.27%	under	13,402,890	4.99%
223C0492	03/23/2023	BlackRock	5.00%	-	13,795,671	5.42%	over	13,795,671	5.13%
223C0510	03/27/2023	BlackRock	5.00%	-	13,165,920	5.18%	under	13,165,920	4.90%
223C0517	03/28/2023	BlackRock	5.00%	-	13,838,394	5.44%	over	13,838,394	5.15%
223C0524	03/29/2023	The Capital Group Companies	10,00 %	-	26,954,964	10.60%	over	26,954,964	10.03%
223C0532	03/31/2023	BlackRock	5.00%	-	13,306,111	5.23%	under	13,306,111	4.95%
223C0539	04/03/2023	BlackRock	5.00%	-	14,593,409	5.74%	over	14,593,409	5.43%
223C0581	04/14/2023	BlackRock	5.00%	-	13,382,342	5.26%	under	13,382,342	4.98%
223C0594	04/17/2023	BlackRock	5.00%	-	13,598,904	5.35%	over	13,598,904	5.06%
223C0698	05/09/2023	BlackRock	5.00%	-	13,163,146	5.18%	under	13,163,146	4.90%
223C0708	05/10/2023	BlackRock	5.00%	-	13,785,819	5.42%	over	13,785,819	5,13 %
223C0710	05/11/2023	BlackRock	5.00%	-	13,407,039	5.27%	under	13,407,039	4.99%
223C0739	05/16/2023	BlackRock	5.00%	-	13,454,244	5.29%	over	13,454,244	5.01%
223C0749	05/17/2023	BlackRock	5.00%	-	13,075,170	5.14%	under	13,075,170	4.87%
223C0758	05/19/2023	BlackRock	5.00%	over	12,719,389	5.001%	-	12,719,389	4.73%
223C0811	05/31/2023	BlackRock	5.00%	under	12,648,335	4.97%	-	12,648,335	4.71%
223C0815	06/01/2023	BlackRock	5.00%	over	12,956,851	5.09%	-	12,956,851	4.82%
223C0820	06/02/2023	BlackRock	5.00%	under	12,663,763	4.98%	-	12,663,763	4.71%
223C0830	06/05/2023	BlackRock	5.00%	over	13,004,106	5.11%	-	13,004,106	4.84%
223C0850	06/07/2023	BlackRock	5.00%	-	13,919,469	5.47%	over	13,919,469	5.18%
223C0862	06/09/2023	BlackRock	5.00%	-	13,315,458	5.24%	under	13,315,458	4.96%
223C0880	06/12/2023	BlackRock	5.00%	-	13,783,192	5.42%	over	13,783,192	5.13%
223C0911	06/14/2023	BlackRock	5.00%	-	12,975,797	5.10%	under	12,975,797	4.83%
223C0916	06/15/2023	BlackRock	5.00%	-	13,440,419	5.29%	over	13,440,419	5.002%
223C0923	06/16/2023	BlackRock	5.00%	under	12,667,392	4.98%	under	12,667,392	4.71%
223C0934	06/19/2023	BlackRock	5.00%	over	13,225,864	5.20%	-	13,225,864	4.92%
223C0952	06/21/2023	BlackRock	5.00%	under	12,562,831	4.94%	-	12,562,831	4.68%
223C0964	06/22/2023	BlackRock	5.00%	over	13,602,390	5.35%	over	13,602,390	5.06%
223C0978	06/26/2023	BlackRock	5.00%	-	13,277,970	5.22%	under	13,277,970	4.94%
223C0985	06/27/2023	BlackRock	5.00%	-	13,540,209	5.32%	over	13,540,209	5.04%
223C1011	06/29/2023	BlackRock	5.00%	-	13,260,600	5.21%	under	13,260,600	4.93%
223C1022	06/30/2023	BlackRock	5.00%	under	12,326,038	4.85%	-	12,326,038	4.59%
223C1051	07/05/2023	BlackRock	5.00%	over	13,107,772	5.15%	-	13,107,772	4.88%
223C1066	07/06/2023	BlackRock	5.00%	-	13,521,251	5.32%	over	13,521,251	5.03%

Declaration number AMF	Date of threshold crossing	Shareholder	Threshold crossed	Of the share capital			Of the voting rights		
				Movement	Shares held (1)	% of the share capital (1)	Movement	Voting rights (1)	% of voting rights (1)
223C1069	07/07/2023	BlackRock	5.00%	-	13,352,103	5.25%	under	13,352,103	4.97%
223C1079	07/10/2023	BlackRock	5.00%	-	13,440,381	5.28%	over	13,440,381	5.002%
223C1086	07/11/2023	BlackRock	5.00%	-	12,928,082	5.08%	under	12,928,082	4.81%
223C1102	07/12/2023	BlackRock	5.00%	under	12,223,559	4.81%	-	12,223,559	4.55%
223C1102	07/13/2023	BlackRock	5.00%	over	13,175,522	5.18%	-	13,175,522	4.90%
223C1109	07/14/2023	BlackRock	5.00%	under	12,645,901	4.97%	-	12,645,901	4.71%
223C1120	07/17/2023	BlackRock	5.00%	over	13,079,114	5.14%	-	13,079,114	4.87%
223C1146	07/18/2023	BlackRock	5.00%	under	12,496,006	4.91%	-	12,496,006	4.65%
223C1163	07/21/2023	BlackRock	5.00%	over	13,348,986	5.25%	-	13,348,986	4.97%
223C1171	07/24/2023	BlackRock	5.00%	under	12,634,905	4.97%	-	12,634,905	4.70%
223C1178	07/25/2023	BlackRock	5.00%	over	13,452,308	5.29%	over	13,452,308	5.01%
223C1189	07/26/2023	BlackRock	5.00%	-	13,273,031	5.22%	under	13,273,031	4.94%
223C1206	07/28/2023	BlackRock	5.00%	under	12,706,884	4.99%	-	12,706,884	4.73%
223C1224	07/31/2023	BlackRock	5.00%	over	13,142,400	5.17%	-	13,142,400	4.89%
223C1229	08/01/2023	BlackRock	5.00%	under	12,687,492	4.99%	-	12,687,492	4.72%
223C1249	08/03/2023	BlackRock	5.00%	over	13,037,329	5.13%	-	13,037,329	4.85%
223C1268	08/07/2023	BlackRock	5.00%	under	12,509,957	4.92%	-	12,509,957	4.47%
223C1282	08/10/2023	BlackRock	5.00%	over	12,910,328	5.08%	-	12,910,328	4.62%
223C1285	08/11/2023	BlackRock	5.00%	under	12,175,719	4.79%	-	12,175,719	4.36%
223C1300	08/17/2023	BlackRock	5.00%	over	13,032,381	5.12%	-	13,032,381	4.66%
223C1305	08/18/2023	BlackRock	5.00%	under	12,481,129	4.91%	-	12,481,129	4.46%
223C1310	08/21/2023	BlackRock	5.00%	over	13,009,226	5.12%	-	13,009,226	4.65%
223C1319	08/23/2023	BlackRock	5.00%	under	12,420,079	4.88%	-	12,420,079	4.44%
223C1369	09/04/2023	BlackRock	5.00%	over	12,794,719	5.03%	-	12,794,719	4.58%
223C1386	09/06/2023	BlackRock	5.00%	under	12,678,989	4.99%	-	12,678,989	4.54%
223C1398	09/07/2023	BlackRock	5.00%	over	13,319,124	5.24%	-	13,319,124	4.76%
223C1513	09/25/2023	The Capital Group Companies	15.00%	over	38,190,668	15.02%	-	38,190,668	13.66%
223C1689	10/23/2023	BlackRock	5.00%	under	12,687,706	4.99%	-	12,687,706	4.54%
223C1696	10/24/2023	BlackRock	5.00%	over	12,925,179	5.08%	-	12,925,179	4.62%
223C1705	10/25/2023	BlackRock	5.00%	under	12,691,950	4.99%	-	12,691,950	4.54%
223C1715	10/26/2023	BlackRock	5.00%	over	12,805,997	5.04%	-	12,805,997	4.58%
223C1834	11/10/2023	BlackRock	5.00%	under	12,552,946	4.94%	-	12,552,946	4.49%
223C1846	11/13/2023	BlackRock	5.00%	over	12,788,013	5.03%	-	12,788,013	4.58%
223C1857	11/14/2023	BlackRock	5.00%	under	12,677,116	4.98%	-	12,677,116	4.54%
223C1863	11/15/2023	BlackRock	5.00%	over	13,351,524	5.25%	-	13,351,524	4.78%
223C2040	12/11/2023	BlackRock	5.00%	under	12,601,660	4.96%	-	12,601,660	4.51%
224C0144	01/24/2024	BlackRock	5.00%	over	12,807,693	5.04%	-	12,807,693	4.58%
224C0320	02/26/2024	BlackRock	5.00%	under	12,613,346	4.96%	-	12,613,346	4.51%
224C0369	03/06/2024	BlackRock	5.00%	over	12,771,144	5.02%	-	12,771,144	4.57%

The share of capital held by individual shareholders, according to the last comprehensive survey available dated November 30, 2023, was 2.8%.

8.2.2 Control of the Company

As of December 31, 2023, to the best of its knowledge, the Company was not controlled and was not subject to any agreement nor commitment linking one or several shareholders, company, foreign government or other natural or legal person operating individually or conjointly with regard to the direct or indirect holding of its share capital or under its control, and there existed no agreement of which the fulfilment could cause a change in the Company's control at a later date.

8.2.3 Agreements concerning a possible change of control or that might influence a takeover bid

The information required by article L. 22-10-11 of the French Commercial Code can be found in this Universal Registration Document as follows: the capital structure is described in Sections 3.3.3, 8.2 and 8.3, the existence of double voting rights provided for in the Company's Articles of Incorporation (article 21) is mentioned in Section 8.1.6, rules applicable to the appointment and replacement of members of the Management Board, as well as the amendment of the Company's Articles of Incorporation, are specified in the Company's Articles of Incorporation (articles 10 to 12 and 23) and summarized in the aforementioned Section 8.1.6, the existence of authorizations and delegations granted by the Company's General Shareholders' Meeting to the Management Board regarding share issuance and buyback is mentioned in Sections 8.3.1 and 8.3.3.

It is also specified that, to the best of the Company's knowledge, no agreements exist requiring payment of indemnities, in the event of a takeover bid, to the members of the Management Board or employees if their employment should end as a result of this takeover bid.

Certain loan agreements include change in control clauses.

8.3 INFORMATION ON THE SHARE CAPITAL

8.3.1 Issued share capital and share classes

Composition of share capital

During the 2023 financial year, no changes were made to the share capital.

As of December 31, 2023, the share capital totaled euro 101,724,744, divided into 254,311,860 fully paid-up shares with a nominal value of euro 0.40, of which 25,102,485 shares carried double voting rights.

/ Table of delegations of authority and authorizations granted to the Management Board regarding financial matters

Type of delegation or authorization	Date of the meeting	Duration of the authorization/ expiry	Amount authorized	Used in 2023
Share buybacks				
Authorization to trade in the Company's shares*	May 31, 2023 (18th resolution)	18 months/ November 30, 2024**	No more than 10% of the share capital Maximum overall budget: €2,154,430,476.50 Maximum unit purchase price: €100	see details in Section 8.3.3
Cancellation of shares				
Authorization to reduce share capital through the cancellation of treasury shares	May 31, 2023 (19th resolution)	26 months/ July 31, 2025	No more than 10% of capital per 24-month period	None
Equity issues				
Delegation to increase the share capital by issuing shares or securities giving access to the capital, with preferential subscription rights*	May 25, 2022 (18th resolution)	26 months/ July 25, 2024**	Maximum nominal amount: €30,000,000(1) Maximum par value of debt securities: €1,200,000,000(2)	None
Delegation to increase share capital by issuing shares or equity securities giving access to the capital, without preferential subscription rights, through public offerings other than those made pursuant to article L. 411-2 of the French Monetary and Financial Code*	May 25, 2022 (19th resolution)	26 months/ July 25, 2024**	Maximum nominal amount: €9,000,000(1) (3) Maximum par value of debt securities: €1,200,000,000(2)	None
Delegation to increase share capital by issuing shares or equity securities giving access to the capital, without preferential subscription rights, through public offerings made pursuant to paragraph I of article L. 411-2 1° of the French Monetary and Financial Code*	May 25, 2022 (20th resolution)	26 months/ July 25, 2024**	No more than 20% of the share capital per year Maximum nominal amount: €9,000,000(1) (3) Maximum par value of debt securities: €1,200,000,000(2)	None
Delegation to increase the number of securities to be issued in the event of a capital increase decided pursuant to the 18th to 20th resolutions of the General Shareholders' Meeting of May 25, 2022*	May 25, 2022 (21st resolution)	26 months/ July 25, 2024**	No more than 15%(1) (3) of the initial issue and at the same price as this issue	None
Authorization to set the issue price of equity securities as part of capital increases issued without preferential subscription rights, pursuant to the 19th and 20th resolutions of the General Shareholders' Meeting of May 25, 2022*	May 25, 2022 (22nd resolution)	26 months/ July 25, 2024**	No more than 10% of the share capital per year(1) (3)	None
Delegation to increase the share capital by incorporating reserves, earnings, premiums or other sums*	May 25, 2022 (23rd resolution)	26 months/ July 25, 2024**	Maximum nominal amount: €30,000,000(1)	None
Delegation to issue shares or securities, without preferential subscription rights, in the event of a public offering initiated by the Company*	May 25, 2022 (24th resolution)	26 months/ July 25, 2024**	Maximum nominal amount: €9,000,000(1) (3) Maximum par value of debt securities: €1,200,000,000(2)	None

8

Type of delegation or authorization	Date of the meeting	Duration of the authorization/ expiry	Amount authorized	Used in 2023
Delegation to issue shares or other securities, without preferential subscription rights, in consideration for contributions in kind granted to the Company, except in the case of a public exchange offer*	May 25, 2022 (25th resolution)	26 months/ July 25, 2024**	No more than 10% of the share capital(1) (2) (3)	None
Issues reserved for Company or Groupe employees and managers				
Authorization to grant existing or to be issued free shares to employees and/or corporate officers of the Company or Groupe companies	May 26, 2021 (22nd resolution)	38 months/ July 26, 2024**	No more than 3% of the share capital (including 0.3% of the share capital for executive corporate officers)	Grant of 850,181 existing shares
Authorization to grant stock options to employees and/or corporate officers of the Company and the Groupe companies	May 25, 2022 (26th resolution)	38 months/ July 25, 2025	No more than 3% of the share capital (including 0.3% of the share capital for executive corporate officers)(4)	None
Delegation to increase capital for the benefit of subscribers to a Company savings plan	May 31, 2023 (20th resolution)	26 months/ July 31, 2025**	Maximum nominal amount: €2,800,000(1) (5)	None
Delegation to increase the share capital for the benefit of certain categories of beneficiaries located outside France in order to establish a shareholder or savings plan for them	May 31, 2023 (21st resolution)	18 months/ November 30, 2024**	Maximum nominal amount: €2,800,000(1) (5)	None

(1) This amount counts toward the €30,000,000 overall ceiling for all capital increases set forth by the General Shareholders' Meeting of May 25, 2022 in its 18th resolution.
(2) This amount counts toward the €1,200,000,000 overall ceiling for all debt security issues set by the General Shareholders' Meeting of May 25, 2022 in its 18th resolution.
(3) This amount counts towards the €9,000,000 overall ceiling for capital increases without preferential subscription rights set forth by the General Shareholders' Meeting of May 25, 2022 in its 19th resolution.
(4) These ceilings count towards the 3% and the 0.3% ceilings set forth by the General Shareholders' Meeting of May 26, 2021 in its 22nd resolution.
(5) This ceiling applies to all possible capital increases under the 27th and 28th resolutions of the General Shareholders' Meeting of May 31, 2023.
* Unless there is prior authorization by the General Shareholders' Meeting, the Management Board cannot use this authorization or delegation from the moment a third party has filed a public offer for Company shares, up to the end of the offer period.
** This delegation or authorization is set to expire, for the unused portion and the remaining time period, upon adoption of a resolution pertaining to a new authorization or delegation with a similar purpose by the General Shareholders' Meeting of May 29, 2024.

It is specified that the delegations which expired during the 2023 financial year and which were not used during the said financial year are not mentioned in the above table, namely:

- the 21st resolution of the General Shareholders' Meeting of May 26, 2021, which was replaced by the 19th resolution of the General Shareholders' Meeting of May 31, 2023;
- the 17th, 27th and 28th resolutions of the General Shareholder's Meeting of May 25, 2022, which were replaced respectively by the 18th, 20th and 21st resolutions of the General Shareholders' Meeting of May 31, 2023.

The share buybacks in 2023 under the authorization approved in the 17th resolution of the General Shareholders' Meeting of May 25, 2022, which expired at the General Shareholders' Meeting of May 31, 2023, are discussed in Section 8.3.3.

8.3.2 Existence of non-representative shares, their amount and main features

There are no non-representative shares of the Company.

8.3.3 Number, carrying amount and par value of shares held by the issuer itself or on its behalf, or by its subsidiaries

Current share buyback authorization

The General Shareholders' Meeting of May 31, 2023, in its 18th resolution, authorized the Management Board to buy or sell Company shares, as part of the implementation of a share buyback program.

The maximum total amount of this authorization is set at euro two billion one hundred and fifty-four million four hundred and thirty thousand and four hundred and seventy-six and fifty cents (2,154,430,476.50), net of costs.

The maximum share purchase price is set at euro 100, excluding purchase costs, it being noted that this price does not apply to share buybacks used to satisfy free share grants involving employees and/or corporate officers of the Company and of the Groupe or options exercised by the latter.

This authorization for a period of eighteen months canceled, for the unused portion and the remaining time period, and replaced, that previously granted by the 17th resolution of the General Shareholders' Meeting on May 25, 2022.

The table below, prepared in accordance with article L. 225-211 of the French Commercial Code, summarizes the transactions carried out under the various buyback programs since 2019.

/ Summary table of purchases under various buyback programs since 2019

	Amount	**Average purchase price** (in euros)
Period from 01/01/2019 to 12/31/2019	915,880	45.35
Period from 01/01/2020 to 12/31/2020	4,064,184	31.53
Period from 01/01/2021 to 12/31/2021	7,205,354	54.26
Period from 01/01/2022 to 12/31/2022	4,165,911	54.38
Period from 01/01/2023 to 12/31/2023	5,806,521	73.12

As part of a treasury share buyback program, under the seventeenth resolution of the General Shareholders' Meeting of May 25, 2022, the Company repurchased 3,000,000 of its shares in 2023 for an amount of euro 221,851 thousand. The purpose of this program was to meet obligations related to the current free share plans for employees, without issuing new shares.

In 2023, the Company delivered 985,685 shares under free share plans and 560,148 existing shares under stock option plans.

Under the liquidity contract entrusted by Publicis Groupe SA to BNP Paris Exane until October 20, 2023 and then to BNP Paribas Arbitrage from October 23, 2023, the Company acquired 2,806,521 shares in 2023 at an average purchase price of euro 72.24 and sold 2,843,116 shares at an average sale price of euro 72.40.

The trading fees and other expenses incurred by the Company during 2023 for transactions executed pursuant to the share buyback program, authorized by the 17th resolution of the General Shareholders' Meeting on May 25, 2022, and then by the 18th resolution of the General Shareholders' Meeting on May 31, 2023, amounted to euro 80,000.

/ Summary table of transactions by the Company in Publicis Groupe SA shares in 2023

	Share buyback program (excluding liquidity contract)		Deliveries of free share plans	Deliveries of stock options	Purchases (liquidity contract)		Sales (liquidity contract)	
As of December 31, 2023	**Quantities** (in shares)	**Average price** (in euros)	**Quantities** (in shares)	**Quantities** (in shares)	**Quantities** (in shares)	**Average price** (in euros)	**Quantities** (in shares)	**Average price** (in euros)
Under the 17th resolution of the General Shareholders' Meeting of May 25, 2022	3,000,000	73.95	965,745	560,148	1,390,974	71,57	1,341,072	71.60
Under the 18th resolution of the General Shareholders' Meeting of May 31, 2023	-	-	19,940	-	1,415,547	72.89	1,502,044	73.12
Total	**3,000,000**	**73.95**	**985,685**	**560,148**	**2,806,521**	**72.24**	**2,843,116**	**72.40**

As of December 31, 2023, Publicis Groupe SA owned 3,737,367 shares with a par value of euro 0.40, representing 1.47% of its own share capital, for an overall cost price of euro 264,690,647 and an average price per share of euro 70.82. These shares are broken down into 21,329 shares held under the liquidity contract and 3,716,038 shares allocated to free share plans or stock options.

Description of the new share buyback program subject to shareholder authorization

The description of this program presented below, prepared in accordance with article 241-3 of the General Regulation of the AMF, will not be the subject of a specific publication in the event of the implementation of a share buyback program.

As the authorization granted to the Management Board by the General Shareholders' Meeting of May 31, 2023 to trade in the Company's shares will expire on November 30, 2024, the shareholders will be asked to approve the draft 15th resolution of the General Shareholders' Meeting of May 29, 2024 and to once again authorize the Management Board or the Board of Directors, as the case may be, to trade in the Company's shares.

This authorization would be granted for a period of 18 months from the General Shareholders' Meeting of May 29, 2024 and would supersede, as from that same date, for the unused portion at that date, the authorization granted to the Management Board to trade in the Company's shares by the General Shareholders' Meeting of May 31, 2023.

This authorization would enable the Management Board or the Board of Directors, as the case may be, to acquire a maximum of 10% of the Company's share capital in order 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;
- deliver shares to honor obligations in connection with instruments or securities that may confer entitlement to equity rights, whether by redemption, conversion, exchange, presentation of a warrant or by any other means that confer entitlement to the allocation of ordinary shares in the Company;
- hold and subsequently deliver shares for exchange in a merger, spin-off or asset contribution for payment, or other, in external growth operations;
- encourage the secondary market or the liquidity of Publicis Groupe SA shares through the intermediary of an investment services provider acting pursuant to a liquidity agreement and in compliance with market practices accepted by the AMF (as modified, where applicable);
- cancel all, or some, of the shares acquired, under the conditions permitted by law, pursuant to the authorization granted by the 19th resolution of the Combined Shareholders' Meeting of May 31, 2023.

This program would also enable the Company to deal in its own shares for any other purpose that is authorized or compliant or that would become authorized or compliant or any other market practice that is currently authorized or accepted or may be authorized or accepted in the future by the laws and regulations in force. In such a case, the Company would inform its shareholders through a press release.

Maximum number of shares

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. Pursuant to the provisions of article L. 22-10-62 of the French Commercial Code, when the shares are repurchased to promote liquidity under the conditions defined by the AMF General Regulation, the number of shares taken into account for the calculation of the 10% limit will correspond to the number of shares purchased, less the number of shares sold during the term of the authorization.

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

Maximum purchase price

The maximum unit purchase price will be euro one hundred thirty (130), excluding acquisition costs, it being specified that this price will not apply to share buyback used for allocating free shares to employees and/or corporate officers of the Company and the Groupe or when they exercise stock options. The Company's maximum amount used for share buyback under this authorization will not exceed euro two billion one hundred and fifty-four million four hundred and thirty thousand four hundred and seventy-six and fifty cents (2,154,430,476.50) net of costs. In the event of a change in the par value of the Company's shares or in the event of transactions affecting its share capital, the aforementioned purchase price may be adjusted to take into account the impact of these transactions on the value of the share.

Terms of buyback

The Company will be entitled to purchase its own shares and sell or transfer shares redeemed, directly or through an investment service provider, in one or more transactions, at any time and by any means authorized by the regulations in force, or that may come into force in the future, on regulated stock markets, multilateral trading facilities (MTFs), through systematic internalizers or over the counter, and, notably, by buying or selling blocks of shares (without limitation on the portion of the buyback program that may be carried out in block transactions), sale and repurchase agreements, through takeover bids or securities exchange bids, by using option mechanisms, derivative financial instruments, warrants or, more generally, securities granting entitlement to shares in the Company. The Company may also hold the shares purchased and/or cancel them subject to authorization by an Extraordinary General Shareholders' Meeting and in compliance with the applicable regulations.

The General Shareholders' Meeting grants the Management Board or the Board of Directors, as the case may be, all powers, including the right to sub-delegate its authority, as permitted by laws and regulations and in accordance with the Company's Articles of Incorporation, to determine the modes and conditions of implementation, to allocate or reallocate the shares acquired to the various objectives pursued in compliance with applicable laws and regulations, to execute all instruments, enter into all agreements, carry out all formalities and file all declarations with any organization, and, more generally, to do everything necessary to implement the 15th resolution put to vote at the General Shareholders' Meeting of May 29, 2024.

Duration of the buyback program

The program would run for 18 months from the approval of the resolution presented to the General Shareholders' Meeting of May 29, 2024, *i.e.* until November 29, 2025.

Authorization to cancel shares

The General Shareholders' Meeting of May 31, 2023, in its 19th resolution, authorized the Management Board, for a period of 26 months, *i.e.* until July 31, 2025, to reduce the share capital by canceling, on one or more occasions, within the limit of 10% of the share capital authorized by law (this limit applies to an amount of the Company's share capital which will, if necessary, be adjusted to take into account transactions affecting the Company's share capital subsequent to this Meeting), for periods of twenty-four months, all or part of the Publicis Groupe SA shares acquired under the share purchase programs authorized by the General Shareholders' Meeting.

8.3.4 Total amount of convertible or exchangeable securities and equity warrants, including the specified terms and conditions for conversion, exchange or subscription

The breakdown of share capital as of December 31, 2023, on the basis of full dilution resulting from financial instruments issued by the Company, is the following:

As of December 31, 2023	Shares held	%	Voting rights	%
Élisabeth Badinter and family companies	16,700,967	6.44%	33,401,934	11.90%
The Capital Group Companies (1)	38,190,668	14.72%	38,190,668	13.60%
Treasury shares	3,737,367	1.44%	-	-
Public (registered and bearer shares)	195,682,858	75.42%	204,090,376	72.67%
Free shares still to be delivered (2)	5,151,357	1.99%	5,151,357	1.83%
Total	**259,463,217**	**100.00%**	**280,834,335**	**100.00%**

(1) Acting as an investment adviser for managed funds and clients. Information on the basis of the last threshold crossing declaration made to the AMF in 2023.

(2) As of December 31, 2023, out of the 5,151,357 shares to be delivered under the current free share plans, 3,615,709 may be delivered in existing shares and the balance of 1,535,648 shares may be delivered in new shares.

A shareholder holding 1% of Publicis Groupe SA's share capital as of December 31, 2023 would hold 0.98% of Publicis Groupe SA's share capital on that date, in the event of the exercise or conversion of rights attached to equity securities convertible to equity (free shares awarded but not yet delivered).

8.3.5 Pledges, guarantees and sureties

There is no indirect self-control of the Company.

As of December 31, 2023, 30,000 registered shares managed by the Company, and 40 registered shares administered by others, were pledged, representing a total of 30,040 pledged shares.

No major asset held by Groupe companies was subject to a pledge.

8.3.6 Employee shareholding

Employees' interests in the share capital through the Company savings plans, and according to the definition of article L.225-102 of the French Commercial Code, as of December 31, 2023, were not significant.

It should be noted that the Publicis Groupe FCPE (mutual fund) held 353,899 Publicis Groupe shares as of December 31, 2023. As a result, Publicis Groupe employees owned 0.14% of the share capital *via* the FCPE at that date.

As of December 31, 2023, there were no stock options remaining to be exercised by beneficiaries.

In 2023, the Groupe set up a long-term incentive plan for certain key employees of the Groupe, the "LTIP 2023," which also includes the members of the Management Board, a specific plan for the Chairman of the Management Board plus a retention contract, as well as a "Sapient 2023 plan," and a "Epsilon LTI 2023."

In March and May 2023, the "LTIP 2023" plan granted 850,181 free shares (including 93,699 free shares to members of the Management Board) to a certain number of key Groupe employees and executives under three conditions. First of all, the shares are subject to a presence condition during the three-year vesting period. In addition, the shares are subject to the conditions for achieving the Groupe's revenue growth and profitability targets for 2023 (for the 2023-2025 period for the members of the Management Board). Lastly, the shares are subject to conditions based on the progress of the CSR (Corporate Social Responsibility) policy on Diversity, Equality and Inclusion and on the fight against climate change, for which indicative checkpoints were defined at the end of 2023 (at the end of 2025 for the members of the Management Board). In addition to these conditions, the shares allocated to the Chairman of the Management Board are subject to a market condition based on the TSR (Total Shareholder Return), comparing that of Publicis Groupe to that of the CAC 40. Performance shares were also granted to the Chair of the Management Board, who also benefited from the implementation of a retention contract in May 2023 granting him 167,000 shares.

To facilitate the integration of Sapient and its subsidiaries into the Publicis Groupe, the Management Board created a specific long-term incentive plan. The "Publicis Sapient 2023 Stock Incentive Plan" is divided into two tranches of different durations. The first tranche is subject only to a presence condition, and gives rise to the delivery of one-quarter of the shares awarded on the anniversary dates of the first four years of the plan. The second tranche is subject to performance condition, in addition to a presence condition; delivery takes place at the end of a three-year period. This plan was launched in April 2023, with an addition in June, and awarded 709,046 free shares to a number of Publicis Sapient executives and key employees.

The Epsilon LTI plan was set up for the exclusive benefit of Epsilon's managers and employees in order to facilitate their integration into the Publicis Groupe. This plan was renewed in March and September 2023 ("2023 Epsilon LTI plan") and awarded 422,796 free shares. The shares granted under this plan are subject to a presence condition for 20% and performance conditions for 80%, over a total vesting period of three years. The shares are acquired and delivered gradually each year at a rate of 30% at the end of the first year and the second year of the plan and 40% at the end of the third year.

As of December 31, 2023, the total number of free shares yet to vest to Groupe employees subject to a presence condition and, in some cases, a performance condition, amounted to 5,151,357 shares.

All the details concerning the free share plans (description, changes for the financial year, and closing balance) are shown in Note 32 to the consolidated financial statements in Section 6.6 of this document.

8.3.7 History of share capital

Changes regarding the share capital in the last three years are shown below:

Dates	Capital transactions	Number of shares	Par value (in euros)	Share capital (in euros)
12/31/2020	**Share capital as of December 31, 2020**	**247,769,038**	**0.40**	**99,107,615**
04/30/2021 06/30/2021 12/31/2021	Capital increases (equity warrant exercise)	378,789	0.40	151,516
04/15/2021	Capital increase (delivery of free shares)	296,350	0.40	118,540
07/06/2021	Capital increase (payment of the dividend in shares)	5,018,232	0.40	2,007,293
12/31/2021	**Share capital as of December 31, 2021**	**253,462,409**	**0.40**	**101,384,964**
06/14/2022 12/16/2022	Capital increases (equity warrant exercise)	603,226	0.40	241,290
05/30/2022 06/14/2022	Capital increases (delivery of free shares)	246,225	0.40	98,490
12/31/2022	**Share capital as of December 31, 2022**	**254,311,860**	**0.40**	**101,724,744**
–	–	–	–	–
12/31/2023	**Share capital as of December 31, 2023**	**254,311,860**	**0.40**	**101,724,744**

8.4 STOCK MARKET INFORMATION

8.4.1 The trading of Publicis Groupe shares

The 2023 stock market year closed with new records and a +16.5% performance for the Paris index, in line with the average for European markets. The tech-heavy US market grew significantly. The Nasdaq, up 43.4%, even had its best year since 1999, mainly on the anticipation of an upcoming rate cut by the Federal Reserve in the United States. A handful of securities stood out this year, starting with the "Magnificent Seven." Apple, Microsoft, Alphabet, Amazon, Nvidia, Meta and Tesla have taken Wall Street to new heights. Under the effect of investors' enthusiasm for artificial intelligence, they rose by more than 75% this year while the S&P 500 equally weighted index gained only 12%.

On the macroeconomic level, two factors contributed to the increase in stock market indices in 2023.

The decline in inflation has been confirmed and amplified. After having exceeded 10% on an annualized basis, inflation fell back to 2.4% in the euro zone in November. In the United States, the increase in consumer prices reached 3.1%, far from its peak of more than 9%, unprecedented since the 1980s. The movement was powerful enough to allow the Federal Reserve and the European Central Bank to pause their monetary tightening cycle after ten or so rate hikes. Long-term interest rates have returned to their levels of the beginning of the year in the United States and Europe. With the rebound in indices in the last weeks of 2023, the markets are now anticipating a loosening of monetary policy in 2024.

The US economy is the last driver of global growth. The sharp increase in the Federal Reserve's key interest rates, which have peaked since the end of July at their highest level since March 2001 at 5.5%, did not dampen the unexpected strength of the US economy. The slowdown at the beginning of the year was only temporary, with an annualized growth rate that approached 5% in the third quarter in the United States.

Media sector

The STOXX 600 Media index for European media increased by 22% in 2023 compared to +11% for the STOXX 600 Europe. The sector was mainly driven by the professional publishing sector (RELX: +33%, Wolters Kluwer: +30%). The media sector benefited from the themes that affected all markets, namely the prospect of lower interest rates and the good performance of the European economy. Publicis posted the best stock market performance in the sector in 2023, with an increase of 41.4%. The outperformance is even more significant compared to other communications consultancy groups. The share price of Omnicom was up by 6%, that of Interpublic is down by 2%, WPP by 8% and Dentsu by 13%. In 2023, Publicis became the communications consulting sector's leading market capitalization. Publicis shares benefited from very good operational execution quarter after quarter. The Groupe thus delivered better than initially expected financial performance, while its competitors posted lower performance than those announced at the beginning of the year.

8.4.2 Investor relations

Publicis Groupe's financial communication is based on the principle of providing precise, transparent, true and fair information on the Groupe's situation to all financial markets within the framework of the current texts, standards and procedures in France: the Financial Security Law and the IFRS (International Financial Reporting Standards). The Publicis Groupe Investor Relations Department maintains a close, ongoing dialogue with both the brokerage company and investment fund analysts. Publicis Groupe's financial communications with institutional investors is reflected in the organization of meetings in the world's major financial markets, and by the participation of Groupe representatives at investor conferences.

In 2023, Publicis Groupe met with around 1,200 institutional investors at roadshows and industry investor conferences.

8.4.3 Securities market

The following information regarding the shares and financial instruments comes from the Euronext and Bloomberg websites.

Publicis Groupe shares

- Listed on: Euronext Paris (ISIN code: FR0000130577);
- First day listed: June 9, 1970;
- Shares traded on Euronext Paris: all shares in the share capital.

On December 27, 2007, Publicis Groupe SA was informed that Publicis Groupe SA shares would no longer be listed on the New York Stock Exchange. This delisting followed the Company's notification on September 17, 2007 to the US market authorities of its intention to delist Publicis Groupe SA shares from the New York Stock Exchange (listed in the form of American Depositary Receipts (ADR) (ratio: one ADR for every one Publicis share), as average annual trading volumes rarely exceed 1% of all shares in the share capital.

By default, the share can be traded on the New York Stock Exchange OTCQX over-the-counter market as an American Depositary Receipt; ratio: 4 ADRs for one Publicis share (ticker: PUBGY). The OTCQX platform is an information tool that provides access to US investors while guaranteeing price transparency.

Changes in the share price on Euronext Paris during 2023:

- high: euro 84.50 on December 27;
- low: euro 59.66 on January 2;
- average: euro 72.57 (based on closing prices).

/ Trading volume and Company share price over the last eighteen months on Euronext Paris

			Average volumes traded per session (1)		Monthly price (in euros)			
Period		**Number of trading sessions**	**Number of shares**	**Share capital** (in thousands of euros)	**First listing**	**Last listing**	**Highest**	**Lowest**
2022	October	21	726,110	39,805	48.14	56.74	58.82	47.91
	November	22	666,437	40,920	57.02	62.40	63.80	56.08
	December	21	614,626	37,395	63.02	59.42	63.90	58.46
2023	January	22	473,492	29,563	59.70	64.74	65.40	59.48
	February	20	781,993	57,737	64.96	75.24	76.80	64.28
	March	23	841,528	61,109	75.48	71.78	77.94	67.58
	April	18	622,759	46,110	71.62	74.12	77.34	70.58
	May	23	654,066	45,868	74.10	69.32	74.50	66.24
	June	22	509,965	37,129	69.78	73.50	74.92	69.44
	July	21	509,729	36,599	71.10	73.42	75.30	68.56
	August	23	351,586	25,483	73.14	72.06	74.28	69.10
	September	21	419,475	30,258	72.32	71.76	74.54	69.70
	October	22	419,971	30,681	72.18	71.72	77.84	68.86
	November	22	446,077	32,781	72.10	77.58	78.34	69.26
	December	19	438,786	35,752	77.76	84.00	84.82	76.56
2024	January	22	420,915	36,996	83.90	93.10	94.18	83.16
	February	21	481,764	46,343	92.82	97.78	98.96	91.60
	March	20	427,969	41,774,720	98.06	101.05	101.20	93.38

(1) Volumes traded on Euronext (excluding alternative platforms).

8

Euro 600 million Eurobond issued on December 9, 2014 maturing in 2024

Publicis Groupe

- Listed on: Euronext Paris.
- First day listed: December 11, 2014.
- Changes in the closing price on Euronext Paris in 2023:
  - a euro 600 million tranche maturing on December 16, 2024, with an annual coupon of 1.625% (ISIN code: FR0012384667):
    - high: euro 98.089 on December 29,
    - low: euro 95.923 on March 8,
    - average: euro 96.991 (based on closing prices).

Euro 500 million Eurobond issued on October 28, 2016 maturing in 2023

Publicis Groupe

- Listed on: Euronext Paris.
- First day listed: November 3, 2016.
- A euro 500 million tranche maturing on November 3, 2023, with an annual coupon of 0.50% (ISIN code: FR0013217346): The tranche was fully repaid on its maturity.

Euro 2.25 billion Eurobond issued in three tranches on June 5, 2019 with maturity in 2025, 2028 and 2031

MMS USA Financing Inc.

- Listed on: Euronext Paris.
- First day listed: June 7, 2019.
- Changes in the closing price on Euronext Paris in 2023:
  - a euro 750 million tranche maturing on June 13, 2025, with an annual coupon of 0.625% (ISIN code: FR0013425139):
    - high: euro 95.951 on December 28,
    - low: euro 92.023 on March 8,
    - average: euro 93.968 (based on closing prices);
  - a euro 750 million tranche maturing on June 13, 2028, with an annual coupon of 1.25% (ISIN code: FR0013425147):
    - high: euro 92.744 on December 27,
    - low: euro 86.616 on March 6,
    - average: euro 89.041 (based on closing prices);
  - a euro 750 million tranche maturing on June 13, 2031, with an annual coupon of 1.75% (ISIN code: FR0013425154):
    - high: euro 91.197 on December 28,
    - low: euro 82.688 on March 6,
    - average: euro 85.939 (based on closing prices).

Chapter

9. GENERAL SHAREHOLDERS' MEETING

The Combined Shareholders' Meeting of Publicis Groupe SA will be held on May 29, 2024, at 10:00 am at the Publiciscinéma, 133, avenue des Champs-Élysées, 75008 Paris, France.

Prior to this Meeting, in accordance with the legislation in force, the legal documentation and information will be communicated to the shareholders, namely made available by electronic consultation on Publicis Groupe's website (www.publicisgroupe.com) under the General Shareholders' Meeting section.

The procedures for voting at and conducting the Combined Shareholders' Meeting will be specified in the notice of meeting documents, and available on the Publicis Groupe website. Shareholders are invited to regularly consult the section dedicated to the Shareholders' Meeting on the Company's website.

Chapter

10. ADDITIONAL INFORMATION

10.1 DOCUMENTS AVAILABLE TO THE PUBLIC

During the validity of this Universal Registration Document, the Company's Articles of Incorporation, minutes of the General Shareholders' Meetings, as well as reports of the Management Board and the Statutory Auditors, and all other documents addressed or available to shareholders as required by law are available at the registered office of Publicis Groupe SA, 133, avenue des Champs-Élysées, 75008 Paris.

The Company's Articles of Incorporation are also available on the Publicis Groupe's website (www.publicisgroupe.com).

The parent company financial statements and the consolidated financial statements of Publicis Groupe SA for the financial years ended December 31, 2021, December 31, 2022 and December 31, 2023 are available at the registered office of the Company, in accordance with the laws and regulations in effect, as well as on the Publicis Groupe's website (www.publicisgroupe.com) and on the website of the *Autorité des marchés financiers* (the French Financial Markets Authority, or AMF) (www.amf-france.org).

Furthermore, historical financial information for any direct or indirect subsidiary of the Company for the financial years ended December 31, 2021, December 31, 2022 and December 31, 2023 is available at the registered office of such subsidiary, in accordance with applicable laws and regulations.

10.2 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND DECLARATION

10.2.1 Person responsible for the Universal Registration Document

Arthur Sadoun, Chairman of the Management Board of Publicis Groupe SA ("the Company").

10.2.2 Declaration of the person responsible for the Universal Registration Document

I confirm that, to the best of my knowledge, the information in this Universal Registration Document is true and contains no material omission.

I also confirm that, to the best of my knowledge, the financial statements have been prepared in accordance with applicable accounting standards and provide a true and fair view of the Company's assets, financial position and profit, as well as those of its consolidated subsidiaries, and that the management report, the various components of which are indicated in the cross-referencing table in Section 10.6, provides a fair view of the progress of the business, results and financial position of the Company and all its consolidated subsidiaries, and a description of the main risks and uncertainties that they face.

I have obtained from the Statutory Auditors an end-of-engagement letter (*lettre de fin de travaux*) in which they state that they have verified the financial position and financial statements herein and have reviewed this Registration Document.

Signed in Paris, on April 24, 2024

Arthur Sadoun

Chairman of the Management Board

10.3 STATUTORY AUDITORS

Ernst & Young et Autres

Member of the Versailles Regional and Central Company of Statutory Auditors

Represented by Claire Cesari-Walch and Nicolas Pfeuty

1/2, place des Saisons, 92400 Courbevoie – Paris La Défense 1

Appointed at the General Shareholders' Meeting of June 4, 2007; appointment renewed most recently at the General Shareholders' Meeting of May 29, 2019 for a term of six financial years, expiring at the end of the General Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2024.

Ernst & Young et Autres replaced Ernst & Young Audit, a Company belonging to the same network, which was appointed Statutory Auditor by the General Shareholders' Meeting of June 14, 2001.

KPMG SA

Member of the Versailles Regional and Central Company of Statutory Auditors

Represented by Marie Guillemot and Nicolas Poncet

2, avenue Gambetta, Tour Eqho, 92066 Paris La Défense Cedex

Appointed at the General Shareholders' Meeting of May 31, 2023 for a period of six financial years, expiring at the end of the General Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2028.

10.4 FIRST QUARTER 2024 FINANCIAL INFORMATION

10.4.1 Net revenue in Q1 2024

The Groupe published its first quarter revenue on April 11, 2024.

Publicis Groupe's net revenue in Q1 2024 was euro 3,230 million, up +4.9% from euro 3,079 million in 2023. Exchange rates had a negative impact of euro 29 million. Acquisitions, net of disposals, accounted for an increase in net revenue of euro 18 million. Organic growth reached +5.3%.

/ Breakdown of Q1 2024 Net revenue by region

(in millions of euros)	Net revenue Q1 2024	Net revenue Q1 2023	Reported Growth	Organic Growth
North America	2,008	1,938	+3.6%	+4.8%
Europe	793	743	+6.7%	+6.1%
Asia-Pacific	266	250	+6.4%	+6.2%
Middle East & Africa	90	88	+2.3%	+4.0%
Latin America	73	60	+21.7%	+7.8%
Total	**3,230**	**3,079**	**+4.9%**	**+5.3%**

In **North America**, net revenue in Q1 2024 was up +3.6% on a reported basis, including a negative USD/euro exchange rate impact. Organic growth reached +4.8%. In the **United States**, organic growth was +5.0%. The Media and Epsilon activities contributed strongly to growth this quarter, confirming the strength of our integrated offering in this region where our model is the most advanced. Media posted double-digit organic growth. Epsilon's high single-digit performance is driven by Digital Media and Data activities. Publicis Sapient posted organic growth of 2.2% after +8% in the first quarter of last year, which represents a sequential improvement compared to the fourth quarter of 2023. Creative activities were stable overall.

Net revenue in **Europe** was up by +6.7% on a reported basis and +6.1% on an organic basis. Organic growth in **United Kingdom** was slightly positive. Double-digit growth in Media and Creative activities in the country offset the decline in Publicis Sapient this quarter, which faces a very high comparison base in the first quarter of 2023. Organic growth in **France** was +9.4%, mainly driven by high single-digit growth in Media and by Publicis Sapient, which repeated double-digit growth this quarter. **Germany** recorded organic growth of 4.9%, mainly driven by double-digit growth in Media. The performance of **Central and Eastern Europe** was very solid, at +21.2% on an organic basis. The region benefited from the start of new contracts for global customers in Media and Production.

Net revenue in **Asia-Pacific** was up +6.4% on a reported basis, and up +6.2% on an organic basis. **China** recorded a strong performance of +6.7% on an organic basis thanks to new business gains in Media. **Southeast Asia** posted double-digit growth driven by Malaysia and Indonesia, as well as Thailand. **Australia** recorded broadly stable organic growth for the quarter.

In **Middle East & Africa**, net revenue was up +2.3% on a reported basis, and +4.0% on an organic basis. Organic growth was mainly driven by Creative, particularly in the United Arab Emirates.

Latin America net revenue was up +21.7% on a reported basis and +7.8% on an organic basis. The region's growth was thanks to Media and Creative activities, particularly in Brazil, Mexico and Chile.

10.4.2 Net debt and liquidity

Net debt totaled euro 445 million at March 31, 2024 compared with a net cash position of euro 909 million at year-end 2023, reflecting the seasonality in the activity. Net debt was euro 442 million at the end of March 2023. The Groupe's last twelve-month average net debt amounted to euro 383 million at the end of March 2024, down from euro 563 million at the end of March 2023.

The Groupe's liquidity position remains very solid at euro 4.9 billion.

10.5 CROSS-REFERENCE TABLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

This cross-reference table lists the main information stipulated by Annexes 1 and 2 to Commission Delegated Regulation (EU) no. 2019/980 of March 14, 2019, supplementing Regulation (EU) no. 2017/1129 dated June 14, 2017.

	Page number	Chapter
1. Persons responsible, third party information, experts' reports and competent authority approval	406	10.2.1; 10.2.2
2. Statutory Auditors	407	10.3
3. Risk factors	38-45	2.1
4. Information about the issuer	386	8.1.1 to 8.1.4
5. Business overview		
5.1. Main activities	10, 27-30	Introduction: organization; 1.3.3
5.2. Main markets	30; 31	1.3.4; 1.3.5
5.3. Important events in the development of the issuer's business	20-24; 36-36, 38-45	1.1; 1.5; 1.6; 2.1
5.4. Financial and non-financial strategy and objectives	8; 26	Introduction; Business model; 1.3.2
5.5. Dependence on patents or licenses, industrial, commercial or financial contracts, or new manufacturing processes	36	1.6
5.6. Competitive position	32	1.3.7
5.7. Investments	34-36	1.4
6. Organizational structure		
6.1. Brief description of the Groupe	6-15, 25	Introduction; 1.2.1
6.2. List of main subsidiaries	25	1.2.2
7. Analysis of the financial situation and result		
7.1. Financial position	271-274	5.4
7.2. Operating results	269-271	5.3
8. Cash flow and capital		
8.1. Capital resources of the issuer	272-273	5.4.2
8.2. Sources and amounts of the issuer's cash flows	271-272	5.4.1
8.3. Information on financing requirements and financing structure	273	5.4.3
8.4. Restriction on the use of capital	274	5.4.4
8.5. Expected sources of financing	274	5.4.5
9. Regulatory environment	32-33	1.3.8
10. Trend information	278	5.7
11. Profit forecasts or estimates		N/A
12. Management, supervisory bodies and executive management		
12.1. Members of Management and Supervisory Boards	53-96	3.1.1 to 3.1.5
12.2. Conflicts of interest	71, 94, 156	3.1.1.2; 3.1.3.2; 3.5

	Page number	Chapter
13. Compensation and benefits of corporate officers		
13.1. Amount of compensation paid and benefits in kind	102-155	3.3; 3.4
13.2. Total amounts set aside or accrued by the issuer to provide for pension, retirement or similar benefits	128-139 316-320, 342	3.3.2.4; 3.3.2.5; 3.3.2.6; 6.6 (notes 23 and 32)
14. Board and management practices		
14.1. Date of expiry of current terms of office	53-71, 94	3.1.1.1; 3.1.3.4
14.2. Service contracts between members of the administrative, management or supervisory bodies	94, 94, 156 342	3.1.1.2; 3.1.3.2; 3.5; 6.6 (note 33)
14.3. Information about the Audit and Compensation Committees	72-88	3.1.2
14.4. Compliance with the applicable corporate governance regime	98-99	3.1.7; 3.1.8
14.5. Potential material impacts on corporate governance	53-71, 71-72 89-93, 94, 100-101	3.1.1.1; 3.1.1.4; 3.1.3.1; 3.1.3.4; 3.2
15. Employees		
15.1. Number of employees and breakdown	185-216, 298	4.2; 6.6 (note 5)
15.2. Shareholdings and stock options of corporate officers	152-153	3.3.3
15.3. Agreement on employee share ownership	398	8.3.6
16. Main shareholders		
16.1. Shareholders holding more than 5% of the share capital or of the voting rights	388-391	8.2.1
16.2. Existence of different voting rights	386-388	8.1.6
16.3. Control of the issuer	392	8.2.2
16.4. Agreements known to the issuer, the application of which may result in a change in control	392	8.2.3
17. Related-party transactions	156, 342	3.5; 6.6 (note 33)
18. Financial information on assets and liabilities, financial position and results		
18.1. Historical financial information	265-384	5; 6; 7
18.2. Intermediate and other financial information	408	10.4
18.3. Auditing of historical annual financial information	407, 349-356, 379-384	10.3; 6.7 7.6
18.4. *Pro forma* financial information		N/A
18.5. Dividend policy	277	5.6
18.6. Legal and arbitration proceedings	46, 314-315	2.1-9; 6.6 (note 22)
18.7. Significant change in financial position		N/A
19. Additional information		
19.1. Share capital	392-399	8.3
19.2. Memorandum of incorporation and Articles of Incorporation	386-388, 392	8.1; 8.2.2; 8.2.3
20. Major contracts	36	1.5
21. Documents available to the public	406	10.1

10.6 CROSS-REFERENCE TABLE FOR THE ANNUAL FINANCIAL REPORT

In order to facilitate the reading of the annual financial report, the following thematic table makes it possible to identify the main information required by article L. 451-1-2 of the French Monetary and Financial Code in this Registration Document.

Item in the annual financial report	Page number	Chapter
1. Annual financial statements of Publicis Groupe SA	358-378	7.1 to 7.5
2. Consolidated financial statements of Publicis Groupe	280-348	6.1 to 6.6
3. Statutory Auditors' report on the annual financial statements	379-384	7.6
4. Statutory Auditors' report on the consolidated financial statements	349-356	6.7
5. Management report		See cross-reference table in the management report in Section 10.7
6. Declaration of the persons responsible for the annual financial report	406	10.2.2
7. Fees paid to the Statutory Auditors	343	6.6 (note 35)

10.7 CROSS REFERENCE TABLE FOR THE MANAGEMENT REPORT

Comments on the financial year

	Page number	Chapter
Situation and business activities of the Company and the Groupe	20-33	1.1 to 1.3
Business results of the Company and the Groupe	280-282; 358; 359-360; 376-377; 384	6.1 to 6.3; 7.1; 7.2; 7.4 (note 23); 7.5
Objective and exhaustive analysis of business developments, results and financial position of the Company and the Groupe	34-36; 266-277	1.4; 5.1 to 5.5
Key performance indicators of a financial and, as the case may be, non-financial nature relating to the Company's specific activity, including information on environmental and employee matters	159-264; 268-274	4; 5.2 to 5.4
Key events occurring between the reporting date of the financial year and the date the report is prepared	38-45; 71, 94	2.1; 3.1.1.4; 3.1.3.4
Foreseeable development of the Company and the Groupe	36; 100-101	1.4.3; 3.2
Dividends distributed over the three preceding years and amount of income distributed during the same years eligible for 40% deduction	277	5.6
Investments or controlling interests in companies headquartered in French territory	25; 34-35	1.2.2; 1.4.1

Presentation of the Groupe

	Page number	Chapter
Description of the main risk factors and uncertainties faced by the Company and the Groupe	38-45	2.1
Indications of financial risks linked to the effects of climate change and presentation of measures taken to reduce them through implementation of a low carbon strategy	240; 167 to 185; 248 to 249	4.3.10.2.3; 4.1; 4.4
Main features of internal control and risk management procedures relating to the preparation and processing of the accounting and financial information	46-49	2.2
Indications of objectives and policy regarding each main category using hedge accounting, and the exposure to risks relating to prices, credit, liquidity and cash flow (use of financial instruments by the Company)	38-45; 271-274; 287-295; 321-325; 329-332; 332-334	2.1; 5.4; 6.6 (notes 1.3, 24, 29, 30)
Declaration of non-financial performance	159-264	4
Duty of Care Plan to identify risks and prevent serious infringements in the areas of human rights, fundamental freedoms, health, security and the environment, resulting from the activity of the Company and of the companies it controls and from the activities of subcontractors and suppliers	237-241	4.3.10
Research and development activities	36; 287-295	1.6; 6.6 (note 1.3)
Existing branches		NA

Company information and capital structure

	Page number	Chapter
Transactions in the Company's shares by managers and related persons	154	3.3.4
Details of purchases and sales of treasury shares during the financial year	395-397	8.3.3
Any adjustments for securities giving access to the share capital or stock options	371-375	7.4 (note 20.1.1)
Major shareholders and treasury shares	388-391	8.2.1
Employee shareholding	338-341; 371-375; 398	6.6 (note 32); 7.4 (note 20.1.1) 8.3.6
Notice given to another joint-stock company that the Company owns over 10% of its share capital		NA
Disposal of shares carried out in order to rectify any situation of reciprocal shareholding		NA
Injunctions or financial penalties for anti-competitive practices imposed by the Competition Authority and prescribed by the latter, as an additional measure, inclusion in the management report		NA

Elements relating to the financial statements

	Page number	Chapter
Company's results over the past five years	378	7.5
Information on supplier and customer payment terms: number and total amount of outstanding invoices received and issued	275-277	5.5
Amount of loans granted in accordance with article L. 511-6 of the French Monetary and Financial Code		NA

10.8 CROSS-REFERENCE TABLE FOR THE CORPORATE GOVERNANCE REPORT

Elements relating to corporate governance

	Page number	Chapter
List of all offices and functions exercised in any Company by each corporate officer of the Company during the financial year	53-71; 89-93	3.1.1.1; 3.1.3.1
Content of, and conditions for preparing and organizing, the Supervisory Board's work	53-71; 75-78	3.1.1.1; 3.1.2.4
Description of the diversity policy applied to the members of the Supervisory Board, description of the objectives of this policy, its implementation methods and the results achieved	53-71	3.1.1.1
Information on the manner in which the Company seeks gender balance on the committee set up by management to assist it on a regular basis in the performance of its general duties, and on the results in terms of gender balance in the 10% most senior positions	53-71; 96-97; 187-192	3.1.1.1; 3.1.6; 4.2.3
Potential limitations which the Supervisory Board imposes on powers of the Management Board	75-78; 94-95	3.1.2.4 3.1.3.5
Provisions deviating from the Afep-Medef Code and reasons for this	98	3.1.7
Particular terms and conditions of shareholder participation in General Shareholders' Meetings or provisions in the Articles of Incorporation covering these terms	386-388; 403	8.1.6; 9
Observations of the Supervisory Board on the Management Board report and the financial statements for the financial year	81	3.1.2.8
Agreements between a corporate officer or major shareholder and a subsidiary of the Company (excluding agreements relating to current operations or concluded on arm's length terms)	156; 157	3.5; 3.6
Description of the procedure put in place by the Company for assessing ordinary arm's-length agreements and its implementation	80	3.1.2.7
Summary table of current delegations of authority and authorizations in the area of share capital increases	392-394	8.3.1

Elements relating to compensation

	Page number	Chapter
Compensation policy for corporate officers	102-125; 155	3.3.1; 3.4
Report on the compensation of corporate officers	126-152	3.3.2
Conditions for exercising and holding options by executive corporate officers	338-341	6.6 (note 32)
Conditions for holding free shares allocated to executive corporate officers	105-112; 338-341	3.3.1.4; 6.6 (note 32)

Elements likely to be relevant in the event of a public offer

	Page number	Chapter
Structure of the Company's share capital	152; 388-392; 392-399	3.3.3; 8.2; 8.3
Limitations in the Articles of Incorporation on the exercise of voting rights and transfer of shares or clauses in agreements brought to the attention of the Company in application of article L. 233-11 of the French Commercial Code		NA
Direct or indirect ownership of the Company's share capital of which it is aware, pursuant to article L. 233-7 of the French Commercial Code	388-391	8.2.1
List of holders of securities with special rights of control and a description of these rights		NA
Control mechanisms in a potential employee shareholding system, when controlling rights are not exercised by employees		NA
Agreements between shareholders of which the Company is aware and which might hinder the transfer of shares and the exercise of voting rights		NA
Rules applicable to the appointment and replacement of members of the Management Board as well as changes made to the Articles of Incorporation	52; 89-93; 386-388	3.1; 3.1.3.1; 8.1.6
Powers of the Management Board, in particular regarding the issuance or buyback of shares	94-95; 386-388; 392-394; 395-397	3.1.3.5; 8.1.6; 8.3.1; 8.3.3
Agreements concluded by the Company which are modified or come to an end in the event of a change of control	392	8.2.3
Any agreements between the Company and members of the Management Board or employees providing for compensation if they resign or are dismissed without real or serious cause, or if their employment ends because of a public offering	392	8.2.3

Observations of the Statutory Auditors

	Page number	Chapter
Report by the Statutory Auditors on the corporate governance report	379-384	7.6

10.9 HISTORICAL FINANCIAL INFORMATION INCLUDED BY REFERENCE

Pursuant to article 19 of EU Regulation no. 2017/1129 of June 14, 2017, the following information is incorporated by reference into this 2023 Universal Registration Document:

- the consolidated financial statements for the 2022 financial year drawn up in accordance with IFRS, the Statutory Auditors' report relating thereto, as well as changes in the financial position and earnings from Groupe operations for the 2022 financial year, which are shown respectively on pages 255 to 330 and 242 to 249 of the 2022 Registration Document filed with the AMF on April 28, 2023, under no. D. 23-0375;
- the Company's annual financial statements for the 2022 financial year drawn up in accordance with French accounting standards, the Statutory Auditors' report relating thereto, as well as the Statutory Auditors' special report on related-party agreements for the 2022 financial year, which are shown respectively on pages 331 to 357 and 156 of the 2022 Registration Document filed with the AMF on April 28, 2023, under no. D. 23-0375;
- the consolidated financial statements for the 2021 financial year drawn up in accordance with IFRS and the Statutory Auditors' report relating thereto, as well as changes in the financial position and earnings from Groupe operations for the 2021 financial year, which are shown respectively on pages 227 to 300 and 214 to 221 of the 2021 Registration Document filed with the AMF on April 25, 2022, under no. D. 22-0344;
- the Company's annual financial statements for the 2021 financial year drawn up in accordance with French accounting standards and the Statutory Auditors' report relating thereto, as well as the Statutory Auditors' special report on related-party agreements for the 2021 financial year, which are shown respectively on pages 301 to 325 and 150 of the 2021 Registration Document filed with the AMF on April 25, 2022, under no. D. 22-0344.

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PUBLICIS GROUPE

2023

Publicis Groupe SA

French limited liability company (société anonyme) with a Management Board
and a Supervisory Board, with a share capital of euro 101,724,744.

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