

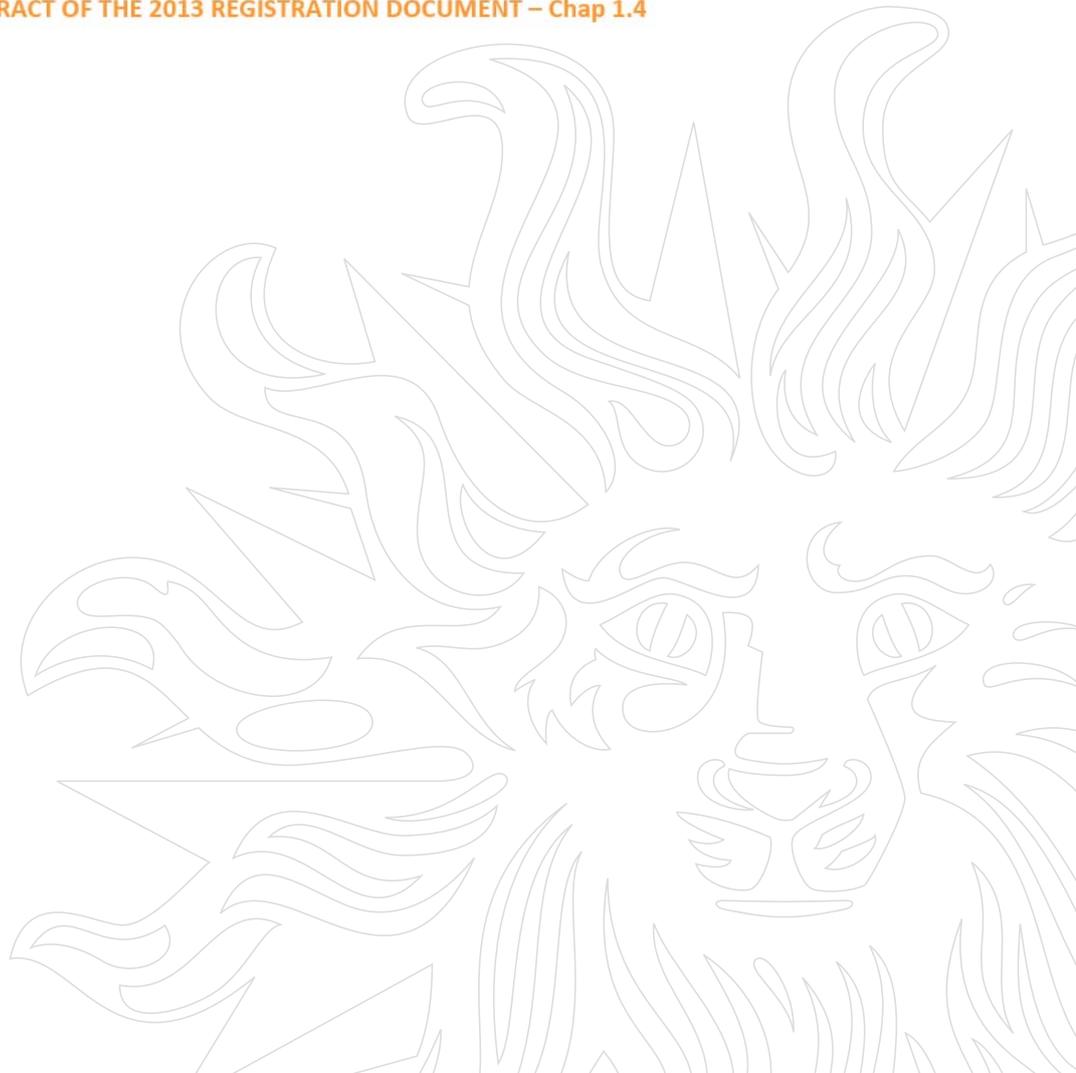


PUBLICIS GROUPE

2013 REGISTRATION DOCUMENT

ANNUAL FINANCIAL REPORT

CSR EXTRACT OF THE 2013 REGISTRATION DOCUMENT – Chap 1.4





1.4 Corporate Social Responsibility (CSR)

In 2013 CSR strategy continued its rollout through all levels of the Group and is part of the company's strategy DNA. The CSR report is focused on four major areas: Corporate, Society, Governance & Economy, Environment and it must be a true reflection of the efforts made and the opportunities of progress. The agencies are committed to the different aspects of the CSR approach on a day-to-day basis which materializes not only by figures but also by concrete examples of good practices.

2013 was the 5th year CSR reporting was carried out and the second fiscal to have been audited. In accordance with its internal objectives, the Group extended the scope of its audit; SGS has been tasked with auditing and verifying this process over 41 on-site audits. A more comprehensive version of the 2013 CSR report is published separately as in previous years (available on www.publicisgroupe.com).

Starting in 2009, Publicis Groupe has voluntarily chosen to follow the International Global Reporting Initiative (GRI - www.globalreporting.org) indicators and standards in GRI 3 edition and has now taken grid GRI 4 into account "key criteria." The Group has been a signatory of the UN Global Compact since 2003 (www.unglobalcompact.org), and has chosen to abide by ISO 26000 guidelines in order to improve its CSR reporting (www.iso.org); this led the Group to pay special attention to the way stakeholders are taken into account within all the Group's activities.

METHODOLOGICAL FRAMEWORK

The processing of the CSR report is complex and hinges on two converging flows of internal data.

On the one hand, quantitative data are collected according to financial reporting rules and procedures *via* the finance information system linking together the 850 entities* through a dedicated module (HFM CSRGRI), and are placed under the responsibility of the network Finance Directors.

On the other hand, the qualitative data are collected *via* an internal dedicated tool (NORMA), accessible to all of the agencies, and are placed under the responsibility of the network Human Resources Directors. This new tool is combined with a quantitative module in order to ensure consistency and run materiality tests.

Upstream, the shared services center teams (Re: Sources) are closely involved throughout the process, especially during the preparatory phase of data collection. An internal "CSR Guidelines" manual defines the collection and validation processes at the various levels, as well as the contents of the various indicators taken into account. This manual was distributed to a cross-functional working group attached to the CSR reporting process (over 100 members throughout the various networks).

All of the quantitative data and qualitative information are then consolidated by the Group CSR management team. This management team relies on an internal CSR Steering Committee grouping together the key central functions in order to guarantee a smooth and coherent reporting process end-to-end. Moreover, the Internal control teams make sure during their assignments that agencies correctly implement the CSR reporting processes.

Scope: this reporting for 2013 covers about 97% of the Group's headcount. During the verification processes led by SGS, on-site audits were carried out in 41 agencies (in the United States, United Kingdom, France, Brazil and China) representing more than 25% of headcount. The scope increased strongly compared with 2012 (six large agencies - less than 10% of headcount in 2012). Random controls on quantitative and qualitative indicators were carried out as well as an audit for the final consolidation phase. Report from SGS auditors may be seen at the end of this chapter.

This non-financial reporting was prepared according to the directions set out by Decree 2012-557 dated April 24, 2012 based on article 225 of the Grenelle II Act, 2010-788 dated October 12, 2010 pertaining to obligations on social and environmental transparency, and it covers 2013 (January 1 - December 31, 2013).

* Entities are the Group agencies which are each named after one of the networks of the Group and that are linked to it, based in different locations within the same town; entities also comprise Shared Service Centers (SSC), mainly based in different locations than agencies.



GOVERNANCE AND REMUNERATION

Corporate Social Responsibility (CSR)

1.4.1 SOCIAL

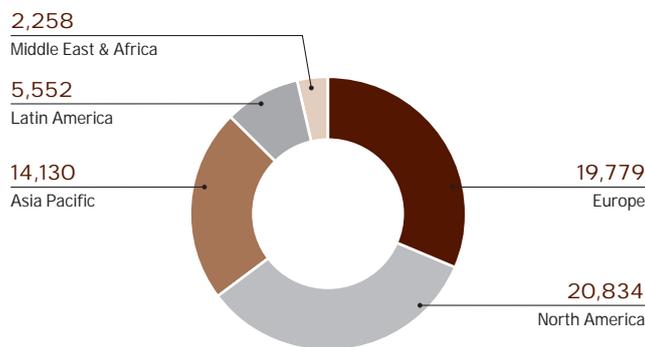
1 - TEAMS: KEY FIGURES

Publicis Groupe, 3rd-ranked Global Communications Group, Present in 108 countries.

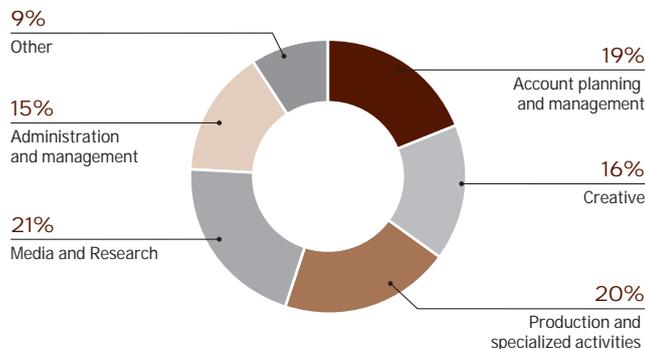
Headcount 2013: 62,553 employees (57,500 in 2012)

The growing workforce (+9%) reflects the Group's growing business (internal and external growth, including LBI consolidation)

- Geographical breakdown (see Chapter 4, Note 3 of this document)



- Breakdown by main jobs and functions (see Chapter 4, Note 3 of this document)



- The Group's staff turnover was 30.5% (2012: 29.3%) The staff turnover rate is the total number of departures for the year divided by the annual average number of employees. Due to their activities, some entities are subject to high turnover which does not reflect the operations of the agencies; the final turnover rate mentioned takes certain exclusions into account.

This rate remained high and is mainly attributable to the Group's type of business and was accelerated by the Group's development strategy in digital technology and in high growth markets which both show higher turnover rates for structural reasons.

- Hires: 301 net jobs (2012: 880 net jobs), were created (excluding acquisitions). Due to the financial crisis, certain agencies in several countries initiated a hiring freeze.
- Layoffs: Restructuring was required in several European countries, particularly in Southern Europe, in order to adapt our structures to the local economic conditions. This led to the implementation of a workforce adjustment plan which resulted in 159 departures.
- The Group's absenteeism rate was estimated at 2% (2012: 2%). (The absenteeism rate is equal to the number of days lost for reasons other than paid leave or maternity/paternity leave, divided by the total number of business days in the year). This absenteeism rate remained stable and is standard with regard to the Group's type activities.

The Group's employee contracts are drawn up according to local laws and regulations whether they concern permanent or temporary contacts or freelance and therefore self employed people.



In terms of the organization of work, the challenges of customer service activities require initiative, availability and promptness which are growing abilities due to the digitalization in work practices. Time management is another growing challenge faced by employees and managers who must both incorporate flexibility into their schedules to better serve customers who are facing the same issues.

Health and Security:

- Almost 100% of employees are covered by some form of social security (social security health insurance), irrespective of local social security provisions (state, state-company-employee or private company-employee contribution plans, etc.).
- The work accident rate was estimated at 0.4% (covering the entire scope of the Group's operations vs. 0.4% in 2012 on 76% scope), the main causes of accidents were related to transportation (home-work and work-related commuting).
- In terms of preventative health measures and occupational disease prevention, in addition to the standard practices, such as seasonal vaccinations or support of national screening initiatives and disease-specific campaigns, numerous agencies have rolled out initiatives to promote preventative measures against occupational-stress (and/or psycho-social risks (PSR)) and muscular-skeletal disorders (MSD). Over the last years, agency management was committed to more comprehensive programs to better address stress prevention (and stress factors), or on a more global scale, preventive health measures responding to specific cases. A large majority of employees works in front of a screen. We saw a growing number of new local initiatives supporting preventative health measures to improve posture and lifestyle with regard to business activity, frequently intense and sedentary. Various actions were undertaken: an ergonomist came on site to sensitize employees to the impacts of working postures, massages were also proposed at times by health professionals (physiotherapist and chiropractor), eye exercises were promoted by a specialist (orthoptist) and by webinars; fitness and yoga classes were available, either at the agency over lunch or in gym clubs in the neighborhood; interviews with nutritionists on a regular basis, even fresh fruit was on offer. For the real athletes, groups were set up for running and bike races (even marathons and semi-marathons) or to play various team sports.
- Preventative health measures are occasionally subject to specific conditions in countries with collective or occupational agreements. All employees in these countries benefit from these collective or occupational agreements where such agreements exist.

2 - DIVERSITY POLICY

Non-discrimination has always been an integral part of the Group's Principles and Values, and has been regularly held up and affirmed as sacrosanct in several internal documents, in particular Janus (the internal code of ethics) and the code of conduct (public extract may be viewed on www.publicisgroupe.com).

Teams in every country are naturally multicultural, and employee profiles (training, background, experience, etc.) are richly diverse. A proactive policy is nonetheless still necessary. The Group has defined eight priorities on which to concentrate its efforts (one more compared to the previous years) in order to promote diversity within its teams: gender equality, age, disability, culture and ethnicity, education, sexual orientation, religious practices and veteran status. Agencies carry out initiatives shaped around these priorities in accordance with local regulations or good practices, either alone or in team with other agencies.

Gender equality in the Group:

- Total headcount: 53.4% women - 46.6% men (2012: 55%-45%)
The headcount remained globally balanced; however, digital agencies are mainly composed of men.
Average age: 35 for men - 34 for women (2012: 35 years-34 years);
- Agency Management Committees: 39% women (2012: 39%).
(Figures calculated agency or entity management level);
- Network Management Committees: 32% women (2012: 30%).
(Figures calculated at Group network management level);
- Supervisory Board of Publicis Groupe, chaired by Elisabeth Badinter, consists of 14 members (50% women - 50% men) and the Management Board is made up of 4 men;
- Chaired by Maurice Lévy, the Group Executive Committee P12 includes two women out of 13 members (15%), and the SLT (Strategic Leadership Team) includes five women out of 22 members (22%).

See Chapter 1.1.



GOVERNANCE AND REMUNERATION

Corporate Social Responsibility (CSR)

VivaWomen!: The Group's internal women's network. At the end of 2013 it covered 9 countries and 16 cities. Initiated by the Group CSR management team at the end of 2011 incorporating all the Group's networks, it spread from Los Angeles to Shanghai, via Madrid including Mumbai, Paris, New York and Chicago as well as Toronto and Sao Paulo. VivaWomen! brings together voluntary, motivated female employees of the Group to take action and support other women in the Group, regardless of the position or function within the company. Its primary objective is to promote the professional and personal development of women in an environment of gender cooperation. Over 2,000 women took part in VivaWomen event! in a country during the year, based on the local action plans. The four mutual key areas remained 1) leadership support, 2) mentoring, 3) professional development and 4) work-life balance. This network also took part in external activities with other intra- or inter-company women's networks defending the rights of women and of young girls. Finally, the agencies have embraced VivaWomen! and built mini-networks on an extremely local scale to team up on certain projects. In addition to this internal program, Publicis Groupe is involved in various institutions and local associations dealing with themes relating to gender equality, such as the Laboratoire de l'égalité (Equality Laboratory) in France as well as other similar local organizations.

"Égalité": this network was launched two years ago in the United States. It brings together agency employees supporting LGBT (Lesbians, Gays, Bisexuals and Transgender) causes and is supported by the Group CSR management team. All agencies have now joined this network which is present across all the main cities in the United States, from Boston to Los Angeles. In addition, "Égalité" started a new chapter in London in 2013. "Égalité" also acts as an internal expert (such as an ERG - "Employee Resource Group") and an external expert on LGBT issues.

Diversity policy in the United States

American regulations strongly encourage the active promotion of diversity. The Group Diversity Council, which brings together the various network managers in charge of diversity, pursued its quarterly meetings in order to share best practices and organize joint activities. In parallel, each network keeps its autonomy when carrying out local or sharp focused actions based on their hiring and business needs.

The Group continued its years-long participation in programs such as Ad Color Awards (ethnic diversity), Most Promising Minority Student (program for ethnic diversity in the advertising industry), Black Enterprise Women of Power Summit (African-American women). Among the features of the 2013 program, we took part in SAMMA (South Asians in Media, Marketing and Entertainment) in support of Asian communities.

A new ERG (Employee Resources Group) called MOCA (Men of Color Alliance) was launched cross functionally within the Group - or in certain networks - other ERG such as the Black Employee Network (BEN), Link (for African American employees), Adelante (the Latin Culture Group), Hola (for Spanish employees), the Pan-asian (for Asian employees), and the MERG (a Multicultural Employee Resource Group) were active throughout the year. The challenges and objectives are still the same: within the Group, support employees from varied social backgrounds; and from outside the Group, raise the awareness of many different profiles and talents about the Group's activities.

Employee relations and Diversity policy in France:

2013 was an opportunity for the Group to confirm its commitment to providing access to employment, regardless of age, through the promotion of know-how and skills. A great number of negotiation meetings took place around "generation contracts" in order to find an agreement and defined several main actions: Training and sustainable insertion of young employees into the workforce and developing career opportunities for older employees.

The Group continued its ambitious social security policy by implementing two collective agreements signed in 2012 related to health, life and disability insurance, and reimbursement of medical expenses.

With respect to diversity, the Group pursued its relationship with several associations such as:

- the association "Baisser les barrières" which helps visually deficient people throughout their university studies as well as in joining the workforce;
- the association "Nos quartiers ont des talents" fosters young graduates raised in sensitive "priority districts" or from socially-disadvantaged backgrounds;
- the association "B.A.ba Solidarité" of which the Group is a founding member. This private initiative inter-company association brings together companies who wish to promote access to reading and writing in-house and fight employee illiteracy by implementing actions throughout the Group, primarily addressed to cleaning services.

Lastly, the Group's Human Resources Department in France was awarded the "circle of excellence" prize.



3 - TRAINING, ASSESSMENT AND EMPLOYEE RELATIONS POLICY

A) Training

- 57% of employees were trained (2012: 57%), which is confirmation of the effort made on training the teams in spite of high personnel turnover;
- 100,450 training-days were held (2012: 117,640 days); face-to-face training (recognized in days and not in hours) was reduced as digital solutions (shorter) are being used in many countries;
- 174,000 hours of e-learning were shared (2012: 71,040 hours); the increase can be explained by a greater number of training programs and also by enhanced traceability.

Training plays an essential role in improving employee skills within the various positions they hold. The increase in the level of digital-related skills is a key feature in the programs; knowledge and mastering all new digital applications and uses is acquired by continuous use in virtually all agencies (in many types of jobs); the multiplicity of new mobile uses and the new challenges linked to inter-connectivity result in agencies organizing vocational training focusing on digital, mobile and connectivity. The traceability of e-learning is still difficult because there are a lot of modules and the pace of change is very quick. In a complementary manner, there has always been a focus on supporting management and leadership, without neglecting the issues of internal culture as turnover and the speed of change of roles require managers to regularly share these themes with their teams and to develop the internal culture. It is also worth observing that creativity is still considered to be important in order to help employees, irrespective of their age, develop their own resources and stimulate them in this crucial part for our business (sessions and seminars either conducted completely in house or given by outside experts). Lastly, more traditional training courses have remained popular, particularly among younger personnel, and are focused on languages, new presentation techniques and learning from a beneficial collaboration with clients.

B) Employee assessment

69% of employees had an annual assessment (2012: 71%).

This percentage is consistent with the Group turnover rate and with the fact some large agencies having recently joined the Group do not conduct assessments as often. Employees are obligated to attend an annual assessment meeting in line with the internal human resources regulations set out in the Janus code of ethics.

C) Employee relations

The code of conduct outlined in the Janus code of ethics clearly stipulates the need to cultivate employee relations and to be attentive to the concerns of employees. The medium size of agencies (between 50 and 100 people) allows for simple and frequent exchanges between managers and their teams regarding company matters and projects in progress.

The Group also fully respects the fundamental rights of freedom of association and negotiation. Staff representative bodies and employees in general are regularly consulted on and informed of projects and developments liable to affect them and their agencies. (See Chapter 1 "Diversity, France.")

4 - EMPLOYEE SATISFACTION SURVEYS

Approximately 58% of the total headcount took part in an internal survey (people survey or climate survey). The networks are free to decide as to whether to conduct an internal survey, knowing that some questions are common and can be tracked across the company. Some networks have a long-standing tradition of conducting regular consultations every year or every other year, and other networks wait more than two years before conducting this type of survey; this makes it difficult to make year-on-year comparisons. Lastly, some agencies have also been able to conduct very local surveys. So although the shared intention is the same everywhere, *i.e.*, consulting with employees on a regular basis, the *modus operandi* differs from one agency to another.

5 - COMPENSATION POLICY

All of the information pertaining to the compensation of Publicis Groupe senior executives is detailed in Chapter 1.2 of this document.

Permanent and temporary Group employees in every agency have an employment contract backed by local labor laws. The Group does not have a consolidated indicator for the compensation of all employees because the variations between countries make comparisons difficult. Thus the approach remains local.

With regard to gender pay equality, the Group has always held up as a fundamental principle equal pay between men and women for equal skills and work. The Group and management remain on the lookout to ensure its application in practice, including in crisis periods.



GOVERNANCE AND REMUNERATION

Corporate Social Responsibility (CSR)

6 - HUMAN RIGHTS POLICY

The Janus code of ethics compels managers and their teams to abide by local laws and regulations, and refers to the fundamental principles of the International Labor Organization (ILO), paying special attention to gender equality in terms of equal pay for equal work, expanded and effective social security and strengthened social dialogue.

Pro bono campaigns (see below) in support of organizations or general interest causes promoting the Human rights of women, men and children and opposing all forms of exclusion and discrimination, serve as a clear demonstration of the Group's commitment, as a whole and through its agencies and employees, to defending Human rights. The Group and its agencies are dedicated to upholding Human rights through these campaigns conducted for major international organizations, such as the United Nations, or in support of local and national organizations and associations.

Lastly, contracts signed with the Group's major suppliers (central or regional) consist of various criteria pertaining to the adherence to Human rights. The Group Procurement Department's efforts in this regard in 2012 demonstrated a heightened concern for encouraging a responsible Procurement policy (see 1.4.3. below).

Elimination of all forms of forced and compulsory labor and abolition of child labor

The Group's activities bear no risk on these issues. The code of conduct outlined in the Janus code of ethics explicitly condemns forced, compulsory and child labor, and calls for their eradication. These principles are reiterated in the Procurement management guidelines, in particular *via* the CSR Procurement Questionnaire sent to the Group's suppliers (see 1.4.3. below).

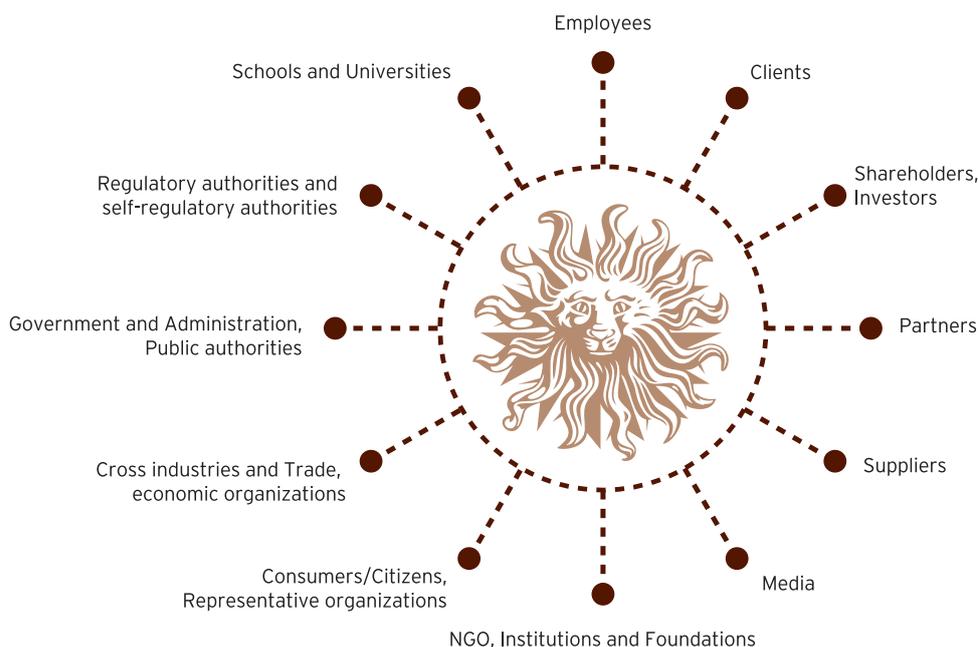
7 - MERGER WITH OMNICOM GROUP INC.

The staff representative bodies of the Group's French entities were informed of the plan to merge with Omnicom Group Inc. in accordance with the applicable laws. As such, the merger between equals should not modify the structures of the subsidiaries of each of these two groups, their organizations or their strategy.

1.4.2 CULTURAL

The Group has always held reciprocal above-board relations with all local and global stakeholders (identified in the diagram below). It espouses a clear and pragmatic approach, which leads to relationships often backed by collaborative projects.

It is important to note that employee relations are covered in Chapter 1 above.





1 - AGENCY INVOLVEMENT IN THE CITY AND LOCAL COMMUNITIES

The agencies have two ways of being involved in their communities in a very meaningful manner: through undertaking *pro bono* campaigns or by playing an active role in dedicated voluntary work.

The agency management decide which causes they will support during the year and the local not-for-profit organizations or bodies that will benefit from a *pro bono* campaign or support through dedicated voluntary work; this complies with the Group's Sponsorship Charter (available on www.publicisgroupe.com). Local proximity and commitment to the issue naturally play a role in selecting the causes to support. Apart from the work to be carried out, the assignment entrusted to the agency in one form or another, these initiatives benefit from strong internal commitment. Whatever the position or the responsibilities of the personnel, taking part in this type of campaign or project is an integral part of an agency career.

A) *Pro bono* campaigns

Over 360 *pro bono* campaigns have been carried out by the Group's different agencies without forgetting all the offered assistance provided from time to time that is not considered to be campaigns in themselves. This figure is up (300 in 2012) and proves that despite a difficult economic context, the agencies have continued with their undertakings by focusing on large-scale "multi-channel" campaigns. Some of them are also involved with public fundraising. The *pro bono* campaigns conducted by the Group's agencies address the following major themes: child protection; local community initiatives; general health and specific health prevention measures (preventing cancer, fighting AIDS, combating drugs, preventing major diseases, etc.); and environmental protection.

A very large number of these campaigns are covered on the Group website (www.publicisgroupe.com), or on individual agency sites and some of them have been listed in the CSR Reports since 2009.

B) Voluntary work

Also referred to as skills-based sponsorship, it is a practice which is spreading throughout the world; this year there are more than 750 initiatives of this type. This increased figure is due to enhanced traceability of the undertakings of agencies with regard to not-for-profit organizations, NGOs, foundations or general interest causes to which time has been given. Basically, this involves providing one or two teams for a limited period, in order to provide operational assistance to associations or organizations in favor of a general interest causes. These interventions may be undertaken in addition to a *pro bono* campaign. Certain operations sometimes include fundraising involving employees. These opportunities for mobilization promote internal cohesion and are appreciated by the teams.

A large selection of examples of the many organizations and associations with which agencies have carried out these projects has appeared in previous Group CSR reports since 2009, (on www.publicisgroupe.com), or the sites of individual agencies.

The total number of the Group's initiatives, through *pro bono* campaigns and voluntary work exceeds 1,100 with an estimated value of euro 25.5 million (excluding free media space estimated at euro 25 million).

2 - RELATIONS WITH SCHOOLS AND UNIVERSITIES

Relations between agencies and universities and schools have been close and regular for decades in some cases, while new courses have developed with the emergence of recent business roles. There are four major types of relations:

- 1) the key work entry stages such as Job Fairs or Careers Fairs; the agencies collectively take part in several large events;
- 2) an open-door policy of regularly welcoming students to discover Group jobs, sometimes in conjunction with local inter-professional organizations, drivers of a collective movement in the industry;
- 3) education through lectures and courses presented by several managers on a regular or occasional basis. The Group agencies strive to develop these relations over time and also diversify them in order to be open to students with different profiles;
- 4) internships, integral part of training programs, which are necessary to validate acquired skills in order to be awarded a qualification. All of the Group's agencies take on interns either for mandatory course internships or end-of-studies internships. In the increasingly complex jobs in the communication industry, internships help young graduates gain a better understanding of the reality of a position or a specialization so that they then can make an informed decision on which career to choose.

Each agency cultivates its own relational network with a certain number of local educational institutions. A list of the main institutions with which agencies have formed relationships over time has appeared in the CSR reports since 2009.



GOVERNANCE AND REMUNERATION

Corporate Social Responsibility (CSR)

3 - COMMUNITY CHARITY WORK AND DONATIONS

Our agencies participate in charity events but the priority is given to concrete commitments such as *pro bono* campaigns, or voluntary work because this is the best way of ensuring our help is as efficient and effective as possible. The agencies, employees and managers alike, respond very quickly whenever a dramatic event occurs in their country, an area, a town or city (nearby or not) and it is necessary to organize help urgently. Natural disasters and large-scale serious accidents lead to spontaneous reactions of generosity seeing employees and the management working side by side. The Group favors a decentralized approach as it is more flexible and easier to organize, and the traceability of efforts is easier and more immediate.

4 - RELATIONS WITH PROFESSIONAL ORGANIZATIONS AND INSTITUTIONS

Agency managers in every country are extremely involved in their professional organizations. Over the last few years, we have seen the emergence of new *ad hoc* inter-professional collaborations, in which communications agency professionals are closely involved as stakeholders in the actions and ideas of organizations and associations at a local level.

In addition to numerous local initiatives, the Group is upholding its commitments over the long term (see the CSR reports since 2009); the following deserve special mention:

- education, the Group's continuing participation in MediaSmart, a European media literacy program (Pub Malin in France) designed to help primary school educators to teach children critical thinking skills relative to advertising, in partnership with media representatives, teachers, consumer associations and regulatory authorities, among others;
- international inter-professional collaboration, promoting the new ICC (International Chamber of Commerce www.iccwbo.org). This ICC Code sets the international standard for self-regulation and ethical conduct. This new edition includes the new challenges raised by digital communication and mobile applications;
- In the same spirit, it is essential to mention the involvement of the Group's experts in the 4A's Privacy Committee and also within the framework of the Advertising Self regulatory Council in the United States; and active involvement in the European Advertising Standards Alliance, platforms for dialogue and working together on best practices in the industry with all the professionals and competent authorities concerned;
- The Group remains committed to ISO 26000 (applied to the communication industry), with the approach focused on stakeholders being significant.

1.4.3 GOVERNANCE & ECONOMY

1 - GROUP BUSINESS ACTIVITIES AND PRIMARY KEY FIGURES (SEE CHAPTER 2 OF THIS DOCUMENT)

The Publicis Groupe, founded in 1926 in Paris by Marcel Bleustein-Blanchet, led by Maurice Lévy, Chairman of the Management Board, is one of the leading global communication groups with its registered office in Paris. (Also see Section 2.2 "Group History" of this document).

The Publicis Groupe's communication business is organized into four major areas: advertising (30%); Specialized Agencies And Marketing Services (19%); media agencies (18%); and digital activities (33%) (See Section 2.4.3 of this document).

The list of the Group's main clients is included in section 2.4.5 of this document.

The key figures are presented in section 2.1, and the consolidated financial statements are set out in Chapter 4 of this document.

2 - CORPORATE GOVERNANCE PRINCIPLES

Section 1.1 of this document outlines the Group's corporate governance principles.

The Publicis Groupee is a Company with a Supervisory Board - comprised of 14 members (50% women), chaired by Ms. Elisabeth Badinter, daughter of the founder of the Group, Marcel Bleustein Blanchet. The Management Board, chaired by Mr. Maurice Lévy, is comprised of 4 members; the Group's Executive Committee, called "P12", chaired by Maurice Lévy, comprises 13 members, and the expanded committee (called SLT "Strategic Leadership Team") has 22 members.

The Group has been listed on the Paris Stock Exchange since 1970.



3 - ETHICS PRINCIPLES

Janus, the Group's code of ethics, consists of a code of conduct and corporate operating rules. Janus applies to all managers and their teams, while the code of conduct applies to all employees (see Section 1.1.7 of this document).

The networks and agencies continue to enhance their internal programs designed to raise awareness and inform employees about the contents of Janus, in particular through training sessions for all new arrivals regardless of their position.

The Group's key values were established many years ago and are focused on main elements, explained in the Janus code of conduct with, in the first few pages, details concerning the conduct of the teams and the fundamental rules that must be respected. This public document is available on www.publicisgroupe.com

4 - ANTI-CORRUPTION POLICY AND PROCEDURES

The Janus code of conduct thoroughly addresses the issues of gifts and inappropriate or unethical relationships, with clients or suppliers. The Group's legal experts play an important role in terms of awareness and the application of laws and regulations concerning corruption. Based in the shared services centers (Re: Sources) and functionally under the Group's Legal Department, these legal experts keep a constant eye on laws and regulations dealing with corruption. They make agencies aware of the issues at stake and lay down compliance procedures adapted to local markets. In 2012, the Group's legal experts wrote a new "anti-bribery" policy, put in place firstly in the United Kingdom, and which, since then, has been gradually rolled out in other countries.

In addition, the internal audit teams regularly remind local managers of the Group's rules regarding corruption and ethical business conduct.

5 - CLIENT RELATIONS

Section 2.4.5 of this document outlines the Group's relations with its clients.

The Group is very committed to the quality of the relations which are forged with all the clients, recent or long-standing, because it is the key to beneficial work. In respect of responsible communication, the work is done upstream, based on messages and representations, as well as when carrying out the campaign itself with the focus on eco-design issues.

Agencies conducted over 7,000 client surveys in 2013 (2012: 7,450). This figure reflects a part of the client satisfaction surveys. These surveys are conducted either as questionnaires administered by agencies or as annual interviews or performance reviews. Moreover, several large international clients conduct their own "client satisfaction" surveys using either their own in-house tools (or administered by a third-party); in these cases, it is difficult for agencies to get accurate feedback on the methods used and number of opinions consulted by the clients regarding the quality of services provided, as they usually receive just a summary of the results. A portion of client surveys therefore fails to come to the attention of agencies.

6 - SUPPLIER RELATIONS

The Group's Procurement Department pays great attention to monitoring supplier compliance with CSR criteria. In addition to the in-house chart (CSR Procurement Chart) designed for the Group's international team of buyers in order to increase internal mobilization around CSR criteria in calls for tender, the Group's major suppliers are asked to respond to the *ad hoc* questionnaire (CSR Procurement Questionnaire). In 2013, an inventory conducted by the Group's Procurement Department made it possible to identify the internal indicators that were the followed in the best manner, such as:

- the systematic inclusion of CSR questionnaires in the centrally and regionally managed ITTs (RFIs/RFPs);
- taking into account the responses to these questions in the final score given to the suppliers' bids;
- acceptance of our own internal clauses about important issues concerning Human Rights and labor law, as well as the environmental impact.

The Group's Procurement Department is sometimes directly involved with the client's request, when it requires its communications agency to commit to certain points *vis-à-vis* its suppliers. This trend is being encouraged by recent regulatory developments (see: Small Business Act in the United States as in Europe). Similarly, the issues related to diversity (and social policy) covered by the term Supplier Diversity - beginning to develop in many countries - are monitored internally either by dedicated teams in direct contact with clients (as Leo Burnett has been doing for several years), or with the support of outside experts working in the Group's agencies. The critical issue is ensuring that the profiles of the companies with which the Group's agencies may work are truly diversified and that they comply with the Group's diversity criteria. At the same time, these issues concerning supplier relations result in establishing a closer dialogue between the clients' Procurement Departments and the Group's Procurement Department, which could lead to joint projects.



GOVERNANCE AND REMUNERATION

Corporate Social Responsibility (CSR)

Furthermore, agencies also incorporate the work of outside experts, freelancers or ultra-specialized small entities in their own communications business activities. This sub-contracting is often carried out under intense conditions imposed by clients; the Group is careful with respect to its service providers to limit reducing the time needed to complete the project and make payments on time.

Lastly, the Group's Procurement Department has also involved the Real Estate Department in this CSR approach in order to consolidate a rigorous approach which takes these issues into consideration during renovation work for agencies and when looking for new office space.

7 - CONSUMER HEALTH AND SAFETY MEASURES

Janus, the Group's code of ethics, sets out a certain number of key behavioral principles applicable to all employees in performing their job, such as respect for others, confidentiality and avoiding conflicts of interest, as well as the Group's refusal to participate in partisan campaigns, a stance that is quite rare in the communications sector. These rules (publicly available on www.publicisgroupe.com) apply to all employees and underlie a strong corporate culture.

Publicis Groupe conducts business-to-business communications operations. The Group's direct issues linked to its communication work are also closely related to the nature of the clients' business (brand name/trademark, products, services, etc.). One of the challenges faced by digital communication is the protection of personal data, in particular with the growth of mobile communication. Group experts take part in different working groups, at both the national and international level, always comprised of several parties to discuss good practices and the issues concerning standards and regulatory changes, while practice standards are developing very quickly. The common objective is to improve the transparency of the new modes of communications and interactions with the end-user, with the Group being very concerned about the notions of free will and free choice of consumer citizens.

For example, the Group agencies apply the Self-regulatory Principles for online Behavioral Advertising in the United States, and in Europe the Best Practice Recommendation for Online Behavioral Advertising. In addition to that, in other countries, similar work and the application of rules that are essentially the same thanks to the collective work undertaken with the regulatory authorities or self-regulation. Other examples are found in the CSR reports from 2009 onwards.

8 - INVESTOR AND SHAREHOLDER RELATIONS

Section 6.2 of this document details the financial information pertaining to the Group's shareholding.

The Investor Relations Department oversees everyday relations with investors and shareholders through 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) requirements.

The press releases circulated throughout the year are accessible on the Group site: www.publicisgroupe.com

9 - GROUP COMMUNICATION

The Group's Communication Department is tasked with developing and implementing the Group communication strategy, both internal and external.

In addition to its advisory and assistance role vis-à-vis the Group executives and agencies throughout the world, the Communication Department coordinates the whole network of communication managers.

It provides information to employees, shareholders, the general public and institutional players thanks to different international communication means (Media, website, social media).

It works closely with the Group's Corporate Departments: Finance, Investor Relations, Human Resources, Audit, Legal, Mergers and Acquisitions.

It develops communication tools and aids such as publishing documents (annual reports, presentation brochures, press kits).

It updates, coordinates and develops the website in respect of which it has editorial responsibility.

It is also tasked with managing relations with the media, corporate event-related communication and public relations.



1.4.4 ENVIRONMENT

1 - GROUP ENVIRONMENTAL POLICY

In order to raise employee awareness of the major issues in this area, the Group's environmental policy "Consuming better and less" was written several years ago based on four clear areas of focus:

- 1) reducing consumption of raw materials, mainly paper and water (with changes in relation to the types of paper used and the printing techniques);
- 2) reducing consumption of energy (by seeking to limit the impact relating to electricity, heating and air conditioning);
- 3) reducing employee transport and its impact (with teleconference and conference call systems being put in place, etc.);
- 4) putting in place recycling and organized waste management systems.

The Greenhouse Gas emissions reviews in the last few years are coherent enough to enable the major impact to be identified. However, the natural growth of the Group's business conceals the progress made in certain fields, in particular energy and travel where installing 30 tele-conferencing facilities throughout the world has contributed to reducing traveling.

- Certifications: the certification of agencies is dependent on the local context. In the United States, the United Kingdom and France, several of the Group's agencies are ISO 14001 or ISO 9001 certified in order to satisfy clients' expectations to a greater extent or because the regulatory context encourages them to do so. There are other voluntary certifications that set standards and good practices in the advertising and communications industry, as well as more technical certifications obtained with technology partners.

2 - AGENCY GREEN TEAMS: RAISING AWARENESS OF ENVIRONMENTAL CHALLENGES

The joint internal mobilization concerning these CSR issues is continuing apace. Through the impetus of the CSR Department, and agency managers, teams of volunteer employees are encouraged to be active in order put in place initiatives. These teams (very active in more than 200 agencies) undertake effective local initiatives driven by a strong personal commitment. 2013 was a turning point in terms of setting up joint projects. June 2013 was named the Month of Action: launched under the joint slogan Create & Impact 2013, the project in its 3rd year joined the forces of more than 100 agencies primarily located in the United States and Europe. The other agencies were completely free in deciding when to take part in this project during the year according to their own timetables. The driver of this program was to encourage and mobilize good intentions on the CSR issues, while leaving a large amount of leeway to agencies to decide on their own priorities. In addition to employees, certain agencies got customers, suppliers and partners involved. A momentum was gained which helped raise awareness among employees of the social, societal, and environmental stakes and therefore real action was taken producing immediate results.

3 - MAJOR CONSUMPTION AND ENVIRONMENTAL IMPACTS

The Group's major sources of consumption and impacts were as follows (in order of importance):

- trips (*calculating method: business trips + personal travel (home/office)*) estimated at: 1,034,110,000 km (*versus 865,856,000 km in 2012**). The major part is generated by business trips which increased due to the growth of the Group's business, as well as enhanced traceability of personal travel. The Group has, however, heavily invested in tele-conferencing technology in order to reduce long-distance travel, with 30 new facilities: now up and running;
- energy consumed estimated at: 173,201 MWh (= 173,201,270 kWh *versus 185,070,100 kWh in 2012**) including almost 25% from renewable energy sources (*on the basis of the statements provided by the electricity suppliers*). This consumption fell compared with 2012, rewarding in a more visible manner the efforts made in recent years to reduce energy consumption in agencies (switch off policy concerning computers and machines such as printers as well as lights at night and at weekends). When the Group has to envisage moves, the energy efficiency of the future offices is part of the selection criteria;
- fixed assets (buildings, office materials such as IT equipment and servers, etc.);
- paper: 1,560 tons were consumed in 2013 (*versus 1,792 tons in 2012**) and consumables (cartridges, office supplies, etc.);
- water consumption is estimated at 777,020 m³ or 12.4 m³ per capita- down per capita on 2012 (732,000 m³ in 2012* or 12.7 m³ per capita). Given the Group's services, it is difficult to obtain information concerning the sources of supply;
- the volume of waste is estimated at 5,750 tons (*up on 2012* with 4,580 tons, which can be explained by enhanced traceability of data*). The major part of these volumes made up of paper and cardboard boxes are recycled with traceability (certain agencies have traceability in place for 100% of these volumes depending on the local system and service providers used).



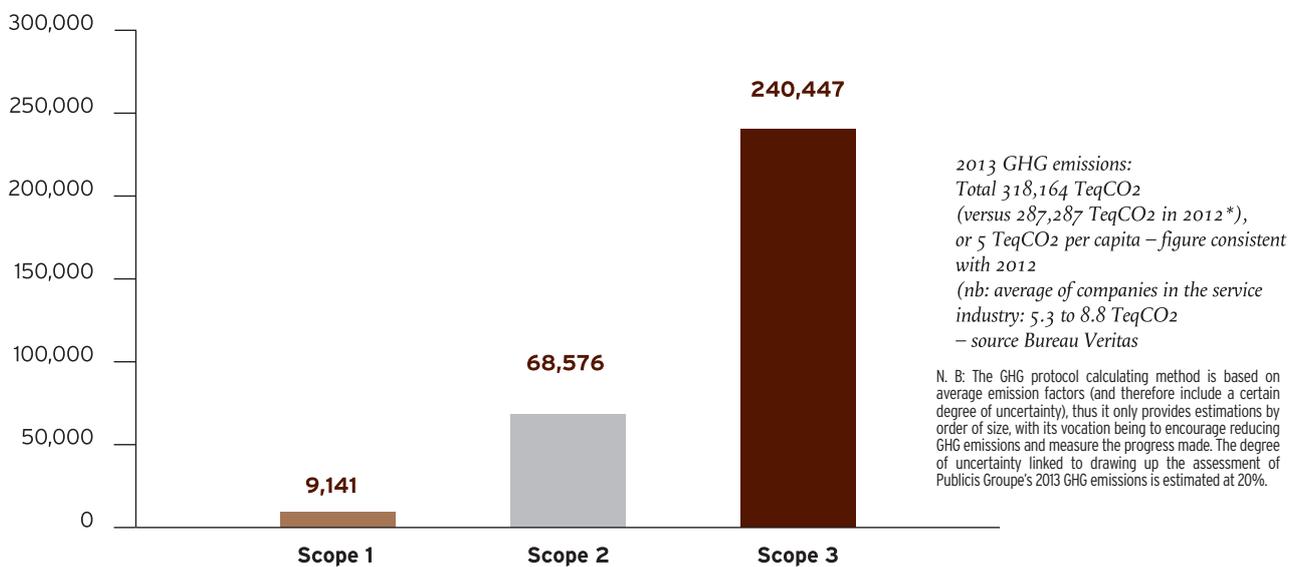
GOVERNANCE AND REMUNERATION

Corporate Social Responsibility (CSR)

4 - REVIEW OF GREENHOUSE GAS EMISSIONS

For the 5th edition, the review of Greenhouse Gas emissions based on the GHG protocol method (or carbon footprint calculated in previous years) has been calculated with the assistance of Bureau Veritas. Over 97% of the Group's operations were taken into account. Although the method and scope are the same as in 2012, the total of emissions appears to be slightly up for two reasons: the Group is growing and so there is a natural mechanical effect and the major part of the key areas of impact can be situated in the increase of transport, and in particular enhanced traceability of personal transport.

2013 EMISSIONS - GHG PROTOCOL REDO HISTOGRAM



Comments - Environmental impact not applicable to the Publicis Groupe

Given the Group's service-based and intellectual operations, certain information required by the decree relating to article 225 of the Grenelle II Act is irrelevant, namely:

- prevention, reduction or reparation measures concerning air, water and soil residues seriously affecting the environment;
- taking into consideration noise and all other forms of pollution relating to a specific business;
- land use;
- protection of biodiversity;
- provisions and guarantees pertaining to environmental risks.

1.4.5 EXTERNAL INDEPENDENT AUDITORS' AUDIT REPORT

At the request of Publicis Groupe, SGS ICS carried out an audit of the information included in the management report drawn up for the year ended December 31, 2013 in accordance with Decree no. 2012-557 dated April 24, 2012 relative to companies' social and environmental transparency obligations, with regard to the application of article 225 of law no. 2010-788 dated July 12, 2010 and article 12 of law no. 2012-387 dated March 22, 2012, which amended article L. 225-102-1 of the French Commercial Code and the order of May 13, 2013 determining the procedure to be used by the independent third-party organization when conducting its mission.

The Board of Directors must prepare a report concerning the management of the Company including social, environmental and societal information to define the frameworks used, if necessary, to prepare the quantitative or qualitative data and ensure their availability.



SGS ICS' responsibility is to verify that the management report includes all of the information mentioned under article R. 225-105-1, to give a reasoned opinion as to the fair presentation of the information and to the explanations given by the Company regarding the absence of certain information and to indicate the tests carried out to complete our audit.

TYPE AND SCOPE OF THE AUDIT

SGS ICS' audit consists of:

- reviewing the statement on sustainable development policies in relation to the social and environmental impacts of the Company's business activities, its social commitments and the actions that stem from these policies and commitments;
- comparing the list of information mentioned in Publicis Groupe's 2013 management report against the list set forth under article R. 225-105-1 and noting, where applicable, any missing information not accompanied by explanations as mentioned under the third paragraph of article R. 225-105;
- verifying that the Company has a data collection process in place to ensure that the information mentioned in the management report is complete and consistent and identifying any irregularities.

SGS ICS observes that the Publicis Groupe voluntarily complies with the indicators of GRI G4 "Key Criteria" in terms of social and environmental matters and took it into consideration in its verification mission.

TESTS

ICS conducted its audit of Publicis Groupe including its subsidiaries and controlled companies within an international geographic scope, with Publicis Groupe preparing consolidated financial statements.

SGS ICS conducted its audit from November 19, 2013 to March 12, 2014, by carrying out interviews with people involved in the collection, validation and publication of quantitative data and qualitative information from the Holding Company and several of its subsidiaries in France (six agencies), the United Kingdom (10 agencies), the United States (20 agencies), Brazil (two agencies) and China (three agencies), representing over 25% of headcount

- SGS ICS reviewed the reliability of the internal framework, the internal control procedures and the data and information aggregation systems at each of the sites;
- for the data containing figures, we worked in each site by using surveys, verifying calculating formulas and comparing data with supporting documents on 16 indicators (quantitative data) and 5 indicators (qualitative information) chosen in terms of their relevance (legal compliance and taking into account the business sector/industry), their reliability, neutral and comprehensive nature. Random checks were carried out on the quantitative and qualitative data at the final point in the consolidation process;
- nine auditors were assigned to this audit under the supervision of a Head Inspector;
- in addition to the interviews and meetings with the teams of the 41 subsidiaries involved in the data and information collection, validation, and publication processes, eight interviews were conducted with senior management, the Secretary General, the Administrative and Finance Department, the Internal Audit Department, the Purchasing Department, the Communications Department and the CSR Department.

STATEMENT OF INDEPENDENCE AND COMPETENCE

SGS is the world leader in inspections, audits, assessments and certifications. Recognized as the global benchmark for quality and integrity, SGS employs more than 80,000 people and operates a network of more than 1,500 offices and laboratories around the world.

SGS ICS is a wholly-owned French subsidiary of the SGS Group. SGS ICS declares that its audit and findings were prepared in complete independence and impartiality with regard to Publicis Groupe and that the tasks performed were completed in line with the SGS Group's code of ethics and in accordance with the professional best practices of an independent third party.

Auditors are authorized and appointed to each audit assignment based on their knowledge, experience and qualifications.

STATEMENT AND REASONED OPINION

Based on Publicis Groupe's statement on sustainable development policies, the social and environmental impacts of the Company's business activities, its social commitments and the diligence implemented:

- we certify that the information included in Publicis Groupe's 2013 management report are in compliance with the list set forth under article R. 225-105-1 and that any exceptions have been duly justified;
- we declare that we found no significant irregularity that would call into question the fair presentation of the information included in the 2013 management report.



GOVERNANCE AND REMUNERATION

Corporate Social Responsibility (CSR)

OBSERVATIONS

- The internal reference base of reporting environmental, social and societal indicators has been the subject of input intended to enhance its relevance. Training for all contributors and validators throughout the world has, on the whole, been monitored.
- The Publicis Groupe equipped itself with a new Information System, "Norma", in order to improve the collection of qualitative information. The objective was achieved overall. Some agencies need to use this new software more efficiently.
- Although the collection and consolidation of information has improved, it is still necessary to gain a better understanding and take-up of the indicators by all employees.
- Internal control now includes checking the agencies extra-financial data. Our site audits prove the deployment of this new procedure.

Signed in Arcueil, France, March 14, 2014

Technical Audit Director

SGS ICS France

Moncef BOURKAIB