



## PUBLICIS GROUPE

*Not for distribution in the United States*

### PRESS RELEASE

**Contacts at Publicis Groupe S.A. :**

**Pierre Bénaïch, Investor Relations**

**+ 33 1 44 43 65 00**

**Eve Magnant, Corporate Communications**

**+ 33 1 44 43 70 25**

## **Publicis completes first stage of early redemption of its OCEANE 2018**

*Paris, 20 January 2005* - Publicis Groupe S.A. ("Publicis") announces today that the proposed amendments to the terms of its €689,999,997.15 1.00 per cent. OCEANE due 2018 convertible into new shares and/or exchangeable for existing shares of Publicis (ISIN: FR0000180127) (the "OCEANE 2018"), as set out in a Notice of General Meeting dated 5<sup>th</sup> January 2005, were approved at a bondholders meeting held on 20<sup>th</sup> January 2005. Over 2/3<sup>rds</sup> of the bondholders present or represented at such meeting voted in favour of the proposed resolutions.

The amendment gives each bondholder an additional option to have all or part of its OCEANE 2018 redeemed early, in addition to the pre-existing bondholder early redemption options. The additional early redemption option is exercisable between 21<sup>st</sup> January and 2<sup>nd</sup> February 2005 (both dates included) for an early redemption on 10<sup>th</sup> February 2005.

### **Premium Redemption Price**

The early redemption price (the "Premium Redemption Price") will be calculated on 27<sup>th</sup> January 2005 in accordance with the formula detailed in the resolutions and in a Publicis press release dated 4<sup>th</sup> January 2005 and is summarised below:

- Discounted value of the 2006 Early Redemption Option at the 1-year Euro mid swap rate on 26<sup>th</sup> January 2005 at 4.00pm CET*
- + €0.75
  - + 0.15 times the difference between (i) Publicis volume weighted average share price during the period starting on 20<sup>th</sup> January 2005 (included) and ending on 26<sup>th</sup> January 2005 (included) and (ii) €24.03 (only if positive)



## PUBLICIS GROUPE

*Not for distribution in the United States*

### **Timetable and procedure**

Any bondholder may request the early redemption of all or part of its OCEANE 2018 on 10<sup>th</sup> February 2005. Such option may be exercised between 21<sup>st</sup> January and 2<sup>nd</sup> February 2005 included (the “Exercise Period”) at a price to be determined on 27<sup>th</sup> January 2005.

Each bondholder wishing to have all or part of its OCEANE 2018 redeemed early by exercising such option must advise during the Exercise Period the financial intermediary (“*intermédiaire financier habilité*”) with which its securities are held and such financial intermediary will forward such request to the Fiscal Agent, BNP Paribas Securities Services (see contact details below). Once validly presented by a bondholder to the relevant financial intermediary, the early redemption request will be irrevocable and Publicis will be bound to redeem all the OCEANE 2018 included in each request so forwarded to the Fiscal Agent. This early redemption option cannot be exercised from the United States of America.

	<b>2005</b>
First day of the Exercise Period	21 <sup>st</sup> January
Pricing date (calculation and announcement of the Premium Redemption Price)	27 <sup>th</sup> January
Last day of the Exercise Period	2 <sup>nd</sup> February
Settlement date	10 <sup>th</sup> February

Barclays Capital and BNP Paribas are acting as global co-ordinators and advisors to Publicis in respect of this transaction.

Fiscal Agent: BNP Paribas Securities Services S.A., Immeuble Tolbiac, 25 quai Panhard et Levassor, 75013 Paris, France, attention Service aux Emetteurs – Coupons Domiciliés (Phone: + 33 1 5577 9541).

\* \*  
\*



## PUBLICIS GROUPE

*Not for distribution in the United States*

**Publicis Groupe** (Euronext Paris: FR0000130577 and member of the CAC40 Index - NYSE: PUB) is the world's fourth largest communications group, as well as world's second largest media counsel and buying group. Its activities span 109 countries on six continents.

Groupe activities cover **advertising**, through three autonomous global advertising networks: Leo Burnett Worldwide, Publicis Worldwide, Saatchi & Saatchi Worldwide, as well as through its two multi-hub networks Fallon Worldwide and Bartle Bogle Hegarty, 49%-owned ; **media consultancy and buying** through two worldwide networks ZenithOptimedia and Starcom MediaVest Group; and **marketing services** and specialized communications including direct marketing, public relations, corporate and financial communications, multicultural and healthcare communications.

Web sites: [www.publicis.com](http://www.publicis.com) and [www.finance.publicis.com](http://www.finance.publicis.com)

*This announcement may not be published, distributed or circulated in the United States. The early redemption option, if approved, will not be exercisable from the United States. This announcement is not an offer to purchase securities in the United States or solicitation of an order to sell securities in the United States or in any other jurisdiction where such offer or solicitation would be illegal.*