



## **ACQUISITION OF RELAXNEWS AT A PRICE OF 9.58 EURO PER SHARE**

Following the exclusive negotiations announced on February 16, 2015 and the completion of the conditions precedent stipulated in the offer of Publicis Groupe [Euronext Paris: FR0000130577, CAC40], Financière Relaxnews, a special vehicle created for the purpose of the transaction and 100% owned by Publicis Groupe, and the main shareholders of Relaxnews [Alternext Paris: FR0010232306] announce the signing of the definitive agreements for the takeover of Relaxnews by Financière Relaxnews.

Pursuant to the terms of the definitive agreements, Financière Relaxnews purchased more than 94% of the share capital and voting rights in Relaxnews by way of:

- contributions in kind to Financière Relaxnews made by co-founders Jérôme and Pierre Doncieux and Habert Dassault Finances representing approximately 30% of the company's share capital enabling them to hold approximately 30% of the share capital of Financière Relaxnews, the remaining 70% being owned by Publicis Groupe;
- the acquisition of a block of shares in Relaxnews representing approximately 30% of the company's share capital at a price of 9.58 euro per share from Jérôme and Pierre Doncieux and Habert Dassault Finances; and
- the acquisition of a block of shares representing approximately 34% of the company's share capital at a price of 9.58 euro per share from other minority shareholders (including investment funds managed by Sigma Gestion and La Française Asset Management).

According to the General Regulations of the French Autorité des marchés financiers (AMF), in the coming days, Financière Relaxnews will file a project for a simplified takeover bid on the remaining shares of Relaxnews at a price of 9.58 euro per share. Given that the Relaxnews' board of directors has made a commitment to tender treasury shares held by Relaxnews to the takeover bid, Financière Relaxnews will own more than 95% at the end of the takeover bid. Consequently, Financière Relaxnews will implement a squeeze-out procedure after the closing date of the takeover bid. The terms and conditions of this simplified takeover bid and of the squeeze-out, including financial conditions and timetable, will be disclosed in a separate press release, and will be subject to the approval of the Autorité des marchés financiers.

In this respect, the Board of Directors of Relaxnews appointed the firm 8Advisory, represented by Alexis Karklins-Marchay, as the independent expert, to appraise the fairness of the terms and conditions of the simplified takeover bid and the squeeze-out procedure.

This acquisition is consistent with Publicis Groupe's strategy. The content/technology mix of the platforms is innately one of the main levers in this transformation.

Maurice Lévy, Chairman of Publicis, states: *“With the integration of Relaxnews, Publicis Groupe’s clients could not only have access to an extended offer of leisure content but also to consistent measurement tools. I am pleased that Jérôme and Pierre Doncieux with all their team will join us. I am strongly confident in the new growth opportunities the group will be able to assign to its clients”.*

Sébastien Danet, ZenithOptimedia France CEO, adds: *“I am proud that ZenithOptimedia will be integrating such editorially and technologically valuable assets. With Jérôme and Pierre, we are going to be the Relaxnews incubator to all Publicis Groupe’s marks and clients in France and abroad.”*

Jérôme and Pierre Doncieux concluded that: *“We are very happy! Happy for the opportunities ahead for our teams. Happy for our clients’ added value. Happy to see the confidence shown by our shareholders and our board members who helped us to finalize the combination project and we thank them for this. Happy to move forward with Habert Dassault Finances and our strategic partner AFP. Happy for all we will learn and create in Publicis Groupe”.*

Relaxnews and its shareholders were advised by the bank Rothschild (Transaction R), the lawfirm Racine and the communications agency Actus. Publicis Groupe was advised by the law firm Veil Jourde.

## About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is a global leader in marketing, communication, and business transformation. In a world marked by increased convergence and consumers empowerment, Publicis Groupe offers a full range of services and skills: digital, technology & consulting with Publicis.Sapient (Sapient.Nitro, Sapient Global Markets, Sapient Government Services, Razorfish Global, DigitasLBI, Rosetta) - the world’s largest most forward-thinking digitally centered platform focused exclusively on digital transformation in an always-on world - as well as creative networks such as BBH, Leo Burnett, Publicis Worldwide, Saatchi & Saatchi, public affairs, corporate communications and events with MSLGROUP, ad tech solutions with VivaKi, media strategy, planning and buying through Starcom MediaVest Group and ZenithOptimedia, healthcare communications, with Publicis Healthcare Communications Group (PHCG), and finally, brand asset production with Prodigious. Present in 108 countries, the Groupe employs more than 75,000 professionals.

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## About RelaxNews

About Relaxnews Relaxnews is the first source of leisure news. Being a source of consulting, content, animation and technology, Relaxnews develops customized content for media, brands, e-commerce sites, blogs and institutions to be used on websites, social networks, applications for mobile and other electronic devices, TV screens or in print. Relaxnews launched the first rich media wire of lifestyle and leisure news covering the worlds of well-being, home, entertainment and tourism. This wire is sold by subscription under the brand name “AFP-Relaxnews” with AFP around the world. Relaxnews also owns Relaxevents (first source of local leisure news) and Paris Modes TV, the first source about fashion, luxury and trends. Based in Paris, Relaxnews is the only news agency dedicated to leisure to be listed on NYSE Alternext. [www.afprelaxnews.com](http://www.afprelaxnews.com) – [www.parismodes.tv](http://www.parismodes.tv)

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