

PUBLICIS GROUPE SA
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Subject Company: Publicis Groupe S.A.; Omnicom Group Inc.

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Date: July 29, 2013

Publicis Omnicom Group

The New Industry Standard

Combination of Industry Leaders

The New Industry Standard

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A merger of equals

Name of combined entity	Publicis Omnicom Group	
Transaction structure	Merger of equals	
	50/50 equity	
Trading	Traded on NYSE and Euronext Paris under the ticker symbol OMC	
Equity values and earnings	Market Capitalizations²	2012 Net Income³

n Omnicom

n Publicis Groupe

- (1) Approximately 50/50 contribution after special dividends
- (2) Market capitalization based on share prices as at 26 July 2013 and fully diluted share count (treasury method); Publicis Groupe share price converted to USD at spot USD/EUR exchange rate of 1.327
- (3) Net income attributed to shareholders; Omnicom and Publicis Groupe Net Income are presented side-by-side for illustrative purposes only and have not been adjusted for accounting differences; Publicis Groupe Net Income converted to USD at 2012 average USD/EUR exchange rate of 1.285

Strategic Rationale

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A New Company for a New World

Exponential development of new media giants

Blurring of roles of all players

Explosion of Big Data, analytics, insights

Changing consumer behavior: social, sharing, co-creating content

New talent to emerge with the evolution of technology and science

Access to new tools, new models

Powerful solutions for clients

New opportunities for talent

NEW STANDARD FOR OUR INDUSTRY

Creating the new industry standard

Compelling benefits for our clients

Creating a portfolio of best-in-class advertising, digital, media, PR, CRM, healthcare, and other specialized marketing services

Improving depth and scope of services across communications disciplines, geographies and industries to help our clients build their brands and grow their businesses everywhere

Strict firewalls for client confidentiality

Bringing together the best talent

Most highly recognized and awarded talent in the industry

Building on an outstanding track record in recruitment, talent development and retention with a common vision and culture of innovation

Creating the best places to work for a new breed of talent, mixing strategy, creativity, science and technology

A strong network of over 130,000 employees on five continents

Leading innovation

Leveraging investment in key marketing, data, analytics, and intelligence platforms

Combining investments in new technologies to accelerate innovation

Leveraging new scale in digital world: Big Data, analytics, new story-telling, e- and m-commerce

Accelerating value creation

Enhancing growth

Full-range of service offerings
Enhanced global footprint
Talent attraction, talent retention
Acceleration in digital innovation
Strong cross selling opportunities

Optimizing synergies

Shared services
Production platforms
Optimization by country
Building on on-going cost initiatives

Anticipating clients' needs in a fast-changing marketplace

Dramatically changing competitive landscape + **Evolving consumer behavior** + **New client needs**

Growing importance of new media giants

**New devices and technology
platforms**

**Media purchasing migrating to
real time bidding**

**Media dollars shifting more rapidly to new
communication channels**

**Proliferation of new media
channels**

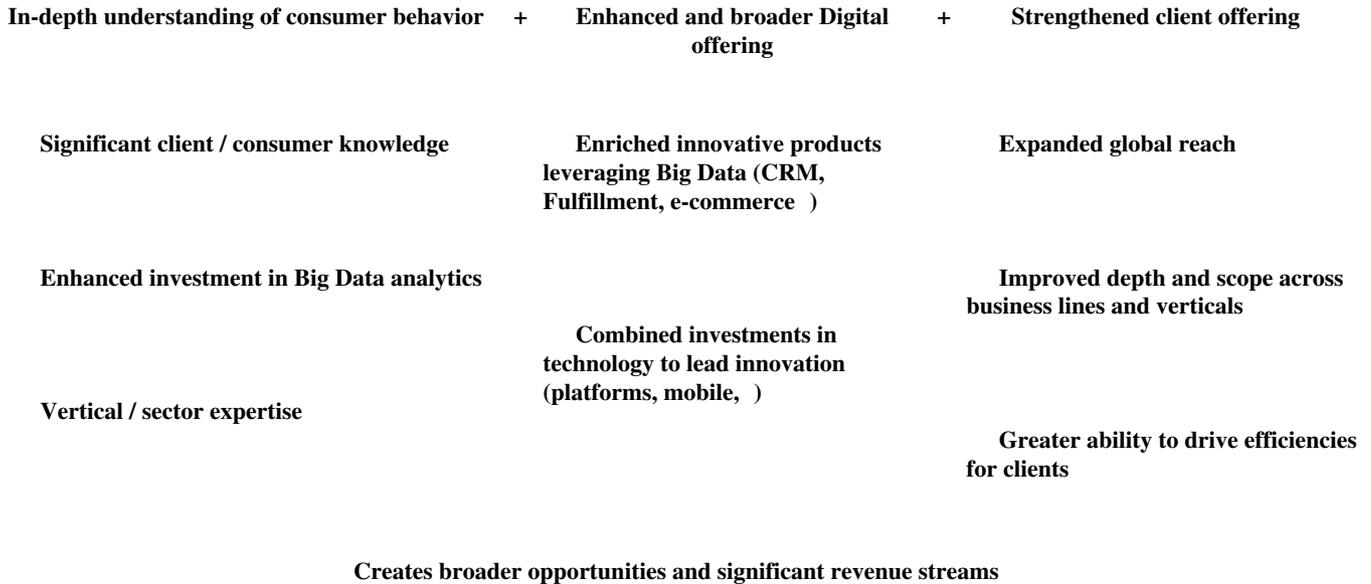
Big Data analytics and insights

**Rapid growth in e-commerce and
m-commerce**

Global solutions

Exceptionally well positioned to respond to clients' evolving needs

Powerful and innovative offerings



Innovative partnerships with new media giants

Publicis Omnicom Group

Key partner to interact with new media giants

Integration of Big Data in added-value offerings

Enhanced ability to generate real-time consumer insights

Deliver at scale new story-telling, e- and m-commerce,

Combining our strengths and values

Creating an Industry Leading Portfolio

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Industry leading agencies and talent

7 of the 15 most awarded Agency Networks in 2012

7 of the Top 10 most awarded Creative Agencies

4 of the top 10 most awarded Digital Agencies

Industry leading / Media networks, PR agency networks and healthcare agencies

(1) Gunn Report 2012

Best-in-class offerings across disciplines

Deeper coverage across fast-growing geographies

Note

Combined estimates based on 2012 figures, shown for illustrative purposes only (no adjustment for accounting differences).

2012 revenue converted based on 2012 average USD/EUR exchange rate of 1.285

Combined Company Snapshot

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Side-by-side financials (\$bn)

2012	Omnicom ⁽²⁾	Publicis Groupe ⁽²⁾	Combined ⁽¹⁾
Revenues	\$ 14.2	\$ 8.5	\$ 22.7
EBITDA	\$ 2.1	\$ 1.5	\$ 3.6
EBITDA margin	14.7%	18.0%	15.9%
Operating income	\$ 1.8	\$ 1.3	\$ 3.1
Operating income margin	12.7%	15.4%	13.7%
Net income⁽³⁾	\$ 1.0	\$ 0.9	\$ 1.9
Free cash flow⁽⁴⁾	\$ 1.4	\$ 1.1	\$ 2.6

(1) Side-by-side and combined financials are presented for illustrative purposes only and have not been adjusted for accounting differences nor purchase accounting

(2) 2012 average USD/EUR exchange rate of 1.285

(3) Attributed to shareholders

(4) Free cash flow from operations, before change in WC and capital expenditures

Side-by-side financials (bn)

2012	Omnicom ⁽²⁾	Publicis Groupe ⁽²⁾	Combined ⁽¹⁾
Revenues	11.1	6.6	17.7
EBITDA	1.6	1.2	2.8
EBITDA margin	14.7%	18.0%	15.9%
Operating income	1.4	1.0	2.4
Operating income margin	12.7%	15.4%	13.7%
Net income⁽³⁾	0.8	0.7	1.5
Free cash flow⁽⁴⁾	1.1	0.9	2.0

(1) Side-by-side and combined financials are presented for illustrative purposes only and have not been adjusted for accounting differences nor purchase accounting

(2) 2012 average USD/EUR exchange rate of 1.285

(3) Attributed to shareholders

(4) Free cash flow from operations, before change in WC and capital expenditures

Increased weight in benchmark indices

S&P 500

CAC 40

Ranking by Market Capitalization \$bn^{1/2}

Ranking by Market Capitalization bn^{1/2}

- (1) Market capitalizations based on share prices as at 25 July 2013
- (2) Omnicom and Publicis Groupe market capitalization based on share prices as at 25 July 2013 and shares outstanding excluding treasury shares; Spot USD/EUR exchange rate of 1.324
Ranking for illustrative purpose only Depending on S&P and Euronext final decision

Positioned for best-in-class profitability

Levers	Drivers of efficiencies	Expected run-rate savings ¹
Scalability	Savings on third party services from increased scale and elimination of duplication	\$ 260m
Internal Efficiencies	Efficiencies from pooling of resources and infrastructure (procurement, production platforms, support functions)	\$ 240m
Total		\$ 500m
Synergies expected to be accretive to both margins and Adjusted EPS²		377m³

- (1) Full synergies to be achieved over 5 years; total estimated cost to achieve of \$400m / 301m
- (2) Adjusted EPS excludes non-cash amortization of intangible assets
- (3) Spot USD/EUR exchange rate of 1.327 as of 26 July 2013

Transaction Structure

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Transaction structure

Name of combined entity	Publicis Omnicom Group
	Merger of equals
Transaction structure	50/50 equity
	Expected to be tax free to Omnicom and Publicis shareholders
	Omnicom shareholders: for each Omnicom share, 0.813 shares of the new company and a special dividend of \$2 per share ²
Shareholder consideration	Publicis Groupe shareholders: for each Publicis Groupe share, 1 share of the new company and a special dividend of 1 per share
Incorporation	The Netherlands Common shares to be listed on NYSE and Euronext Paris
Listing	Targeting inclusion in S&P 500 and CAC 40 indices
	Ticker Symbol OMC

- (1) Approximately 50/50 contribution after special dividends
- (2) In addition, Omnicom shareholders will receive the \$0.40 share dividend declared on 18 July 2013, as well as one additional regular quarterly dividend of \$0.40 per share if declared and the record date occurs prior to closing

Governance A true merger of equals

Maurice Lévy & John Wren: Co-CEOs for 30 months

After 30 months:

**Senior
management**

Non-executive Chairman, Maurice Lévy

CEO, John Wren

Single Board structure with equal representation

Bruce Crawford, initial Chairperson for first year, and Elisabeth Badinter for second year following closing

Board

Four committees: Nominating and Corporate Governance, Audit, Compensation and Finance

2/3 Board approval required for significant actions

Commitment to gender and cultural diversity

Balanced governance consistent with the spirit of equality in the transaction

Robust capital structure

**Capital
structure**

Strong balance sheet

Prudent financial leverage

Publicis Omnicom Group expects to maintain **BBB+ rating**

**Credit
rating**

Consistent with Publicis Groupe's and Omnicom's current ratings

Intention is to maintain credit facilities in place at Publicis Groupe and Omnicom

**Financing
structure**

Maintain strong liquidity

Strong cash flow generation and return to shareholders

Publicis Omnicom Group

Publicis Omnicom Group expected dividend policy: ~35% dividend payout ratio

Expected next steps

Regulatory filings

AFM, AMF (passporting) and SEC Prospectus filings

Publicis Groupe and Omnicom shareholder meetings

Expected closing and listing of new shares: Q4 2013 / Q1 2014

Conclusion

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Built for success!

Providing what they need

Everywhere they are

Clients

As a leader in a rapidly changing environment

Strict firewalls to protect client confidentiality

People

The largest pool of highly recognized and awarded talent across five continents
Client focused

Developing talent

Culture

Culture of innovation

Respect as a core value

A shared vision for the future of our industry

Track record of consistent financial performance and successful transactions

Management

An experienced and balanced Board

Two recognized leaders as co-CEOs

Digital/Platforms

Greater impact in a segment where increased scale will benefit clients

Enhanced growth and profitability

APPENDIX

Side-by-side financials 2012 Income Statement²

	Omnicom	In \$m Publicis	Combined	Omnicom	In m Publicis	Combined
Revenue	\$ 14,219	\$ 8,492	\$ 22,712	11,068	6,610	17,678
Operating Expenses	(12,133)	(6,963)				