

# Press Release

# 10/24/12



## **Publicis Groupe S.A. - Share purchases in LBi International N.V.**

This is a press release by Publicis Groupe S.A. ("Publicis Groupe") in accordance with article 5 paragraph 4 of the Dutch Public Takeover Decree (Besluit openbare biedingen Wft) in connection with the intended public offer by Publicis Groupe for all the issued and outstanding shares in the capital of LBi International N.V. ("LBi").

Please note that, to the extent permissible under applicable law or regulation, the Offeror and its affiliates or brokers (acting as agents for the Offeror) may, from time to time, and other than pursuant to the intended public offer, directly or indirectly purchase, or arrange to purchase, shares in LBi that are the subject of the Offer or any securities that are convertible into, exchangeable for or exercisable for such shares. To the extent information about such purchases or arrangements to purchase is made public in The Netherlands, such information will be disclosed by means of a press release or other means reasonably calculated to inform shareholders of LBi of such information.

This press release does not constitute or form part of an offer for ordinary shares in LBi. It is an announcement that a conditional agreement has been reached between LBi and Publicis Groupe in connection with a potential public offer as set out in this press release. The information in this press release is not intended to be complete and for further information explicit reference is made to the Offer document, which is expected to be published in the second half of November 2012 after approval of the AFM.

This press release may not be published, distributed, disseminated or otherwise sent into Japan, Australia or Canada.

**With reference to the joint press release made by Publicis Groupe [EURONEXT Paris: FR0000130577] and LBi [EURONEXT Amsterdam: LBI] on 20 September 2012 relating to the potential recommended cash offer by Publicis Groupe to acquire all outstanding shares of LBi (the "Offer"), Publicis Groupe announces that, in the course of today, Publicis Groupe has acquired 5,000 shares in LBi at a volume weighted average price of approximately EUR 2.85 per share, a minimum price of EUR 2.85 and a maximum price of EUR 2.85 per share. Together with the irrevocable undertakings received from certain shareholders<sup>1</sup>, this results in the holdings as set out below:**

		<b>% of issued and outstanding capital</b>	<b>% on a fully diluted basis<sup>2</sup></b>
Shares bought on 10/24/12	5,000	0.00%	0.00%
<b>Total Shares owned by Publicis Groupe after 10/24/12</b>	<b>28,329,654</b>	<b>18.85%</b>	<b>19.40%</b>
Irrevocable undertakings	94,677,764	63.01%	64.83%
<b>Total Shares owned and irrevocable undertakings</b>	<b>123,007,418</b>	<b>81.86%</b>	<b>84.23%</b>
NOSH:			
Issued and outstanding	150,263,199		
Fully diluted capital (at EUR 2.85 per share) <sup>2</sup>	146,032,535		

As of today, the total of LBi shares owned by Publicis Groupe and undertakings received represents 84.23% of the fully diluted share capital of LBi<sup>2</sup>.

#### Notes:

1. As indicated in the joint announcement by Publicis Groupe and LBi of 20 September 2012 the irrevocable undertakings are subject to certain customary undertakings and conditions.
2. Fully diluted capital means: the expected number of issued and outstanding ordinary shares in LBi at the settlement date of the Offer at an Offer Price of EUR 2.85 after exercise in full of outstanding options under LBi's GSOP plan and settlement in full of outstanding awards under LBi's LTIP plan, excluding approximately 5.1 million ordinary shares in LBi expected to be held by LBi ultimately on the settlement date of the Offer.

#### Important information

This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of Publicis Groupe or LBi in any jurisdiction. The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, Publicis Groupe disclaims any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither Publicis Groupe, nor any of its advisors assumes any responsibility for any violation by any person of any of these restrictions. This announcement is not to be published or distributed in or to Australia, Canada or Japan.

This announcement contains forward-looking statements. Forward-looking statements are statements that do not describe past facts, but also such statements regarding assumptions and expectations as well as the underlying assumptions. These statements are based on the planning, estimates and forecasts currently available to the management of Publicis Groupe.

Forward-looking statements are thus only related to the date on which they are made. No obligation will be assumed by Publicis Groupe to revise such statements in light of new information or future events. Forward-looking statements harbour risks and uncertainties by nature. A number of important factors may lead to the fact that actual results differ substantially from such forward-looking statements.

## About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, part of the CAC 40 index] is the third largest communications group in the world, offering the full range of services and skills: digital and traditional advertising, public affairs and events, media buying and specialized communication. Its major networks are Leo Burnett, MSLGROUP, PHCG (Publicis Healthcare Communications Group), Publicis Worldwide, Rosetta and Saatchi & Saatchi. VivaKi, the Groupe's media and digital accelerator, includes Digitas, Razorfish, Starcom MediaVest Group and ZenithOptimedia. Present in 104 countries, the Groupe employs 56,000 professionals.

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## About LBi

LBi International N.V. [NYSE Euronext Amsterdam: LBI] is Europe's largest independent marketing and technology agency, blending insight, media, creativity and technical expertise to create value for brands. Headquartered in Amsterdam (the Netherlands), the company has operations in 16 countries and a staff of approximately 2,200. As a marketing and technology agency, LBi offers services to brands and (clients) to help them engage with their customers through digital channels across a wide spectrum of their points of engagement, from initial awareness of the brand, through direct interaction with the services or products offered by the brand, to on-going relationships with the brand.

LBi offers a suite of services that are designed to help its clients attract, engage and manage customers, more effectively. This full service offering combines analytical, direct marketing and digital competences, which means that they are able to develop big creative ideas in the digital space, build and manage complex transactional websites, run complex CRM programmes and even handle the media buying, planning and electronic public relations for blue chip companies.

[www.lbi.com](http://www.lbi.com)

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