



PUBLICIS GROUPE

PRESS RELEASE

PUBLICIS GROUPE TO ACQUIRE ROSETTA, ONE OF THE FASTEST GROWING DIGITAL MARKETING AGENCIES IN NORTH AMERICA

Transaction Enhances Publicis Groupe's Operations in Digital Advertising and Marketing

Paris, May 17, 2011 – Publicis Groupe (EURONEXT Paris: FR0000130577) announced today an agreement to acquire Rosetta Marketing Group LLC that will significantly broaden its digital and interactive marketing service offerings. Rosetta is one of the largest and fastest-growing independent digital agencies in North America, and is differentiated by its consulting and strategic services focus.

Rosetta will operate as an autonomous, stand-alone brand within Publicis Groupe under the leadership of Rosetta's founder & CEO Chris Kuenne, who will remain at the head of the agency, reporting to Jean-Yves Naouri, Chief Operating Officer of Publicis Groupe. The addition of Rosetta to its other digital businesses – which include Digitas, Razorfish and Publicis Modem – will bring Publicis Groupe's annual revenue derived from digital activity to more than 30%.

Maurice Lévy, Chairman & CEO of Publicis Groupe, commented, *"The acquisition of Rosetta is a key next step in our strategy to become the 'human, all digital agency group.' We built VivaKi with the aim of accelerating the shift of our clients to the future. With Digitas and Razorfish we acquired fantastic talent, know-how and technology and successfully integrated them into VivaKi and Publicis Groupe. With Rosetta, we aim to enrich our digital knowledge, our capabilities in technology, marketing consulting, and digital strategy, and the creativity we offer to clients and advertisers. This is consistent with our commitment to anticipate and meet their needs in the rapidly-evolving advertising and marketing services landscape. Not only should we best serve our clients and attract new ones, but we should also accelerate our transformation and grow faster. Rosetta, with its differentiated consulting heritage and integrated approach, adds to the fantastic stable of digital services we offer clients today. Rosetta will broaden the scope and approach of our offerings to our existing and prospective clients while initiating new approaches and bringing new capabilities and technology to our portfolio."*

"Rosetta's value proposition is unique in that it combines its savoir-faire in consulting and strategic services with its expertise in technology and creative agency services. When we imagine leveraging Rosetta's strengths with those of the other networks within Publicis Groupe, we see incredible synergies that will enhance our global position in today's transforming marketing space. I am pleased to welcome Chris Kuenne and his team who



are very strong leaders and innovators. Chris will join the Strategic Leadership Team of Publicis Groupe."

Launched in 1998 with a focus on consulting services, Rosetta employs more than 1,100 interactive marketing professionals throughout the United States and Canada. It is headquartered in Princeton (New Jersey), with an important presence in New York, Cleveland and California, with offices in San Luis Obispo, Los Angeles and San Jose. In 2010, Rosetta was the second largest independent digital agency in the U.S. according to *Advertising Age*, with 23.1% year-on-year growth. Rosetta's clients are mainly in the healthcare, financial, retail and technology industries, and include Allergan, Blue Cross Blue Shield, Bristol Myers Squibb, Hewlett-Packard, Johnson & Johnson, Marriott, Research In Motion, T-Mobile and Valvoline. It was named the #1 Agency to Watch in 2011 by *Advertising Age*.

Rosetta provides personalized interactive marketing solutions to clients using a unique approach, relying strongly on its strategic consulting expertise, and integrating creative agency capabilities and technology services. Rosetta's client service teams work closely with C-Suite executives to translate deep consumer insights into personalized interactive programs that are scaled through Rosetta's mastery of enterprise grade e-commerce platforms, content management systems, connected devices and cloud computing. Over the past 6 years Rosetta has grown from an agency of 40 professionals, generating about \$10M in annual revenue to a profitable agency which has nearly 1,100 team members serving clients from 9 offices and with expected revenues of nearly \$250M in 2011.

Chris Kuenne, CEO & Founder of Rosetta, said, *"We recognize that in order to achieve our long term business and geographic growth potential, we need the reach and resources of a global group, and we are particularly proud to be joining one of the most advanced digital communications groups in the world. We have found a culturally compatible, growth-oriented partner in Publicis Groupe. We share highly complementary beliefs focused on empowering good people to do great things and achieving marketing driven change and transformation for clients. Publicis has proven its commitment to respecting the heritage and value of companies within its family. Publicis Groupe will nurture our growth in terms of skills, investment and geographic coverage, foster our ability to maintain our brand, and build our culture, allowing us to drive a broader scale of impact for our clients."*

Jean-Yves Naouri, COO of Publicis Groupe, said, *"The acquisition of Rosetta further strengthens Publicis Groupe's global position in the important and evolving marketing area. Rosetta brings highly complementary and additional assets and capabilities to those already offered by our Digitas, Razorfish, and Publicis Modem digital agencies. We believe in the importance of differentiating our offering through intellectual capital-based value and Rosetta's consulting centered digital offering is an excellent opportunity to do so. I look forward to working with the Rosetta team to maximize their potential opportunities and leveraging them to better serve our outstanding client base."*

Under the terms of the agreement, in addition to the initial transaction value of \$575 million, Rosetta's manager-shareholders can receive a potential deferred payment in 2014 based on the agency's performance in 2011 – 2013. The initial transaction will be entirely paid in cash at the closing. This acquisition is consistent with Publicis Groupe's



target to increase its revenue derived from digital (28% in 2010) to 35% over the next three years. This transaction occurs as the most recent ZenithOptimedia forecasts (April 2011) predict that the internet will overtake newspapers to become the world's second-largest advertising medium in 2013.

The transaction is expected to close during the second or third quarter of 2011, and is subject to customary closing conditions, including clearance under the United States Hart-Scott-Rodino Antitrust Improvements Act.

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About Publicis Groupe

Publicis Groupe [listed on the Euronext Paris Exchange - FR0000130577 - and part of the CAC 40 index] is the world's third largest communications group. With activities spanning 104 countries on five continents, Publicis Groupe employs approximately 49,000 professionals and offers local and international clients a complete range of advertising services through three global networks: Leo Burnett, Publicis, Saatchi & Saatchi, and numerous agencies including Fallon, 49%-owned Bartle Bogle Hegarty, and Kaplan Thaler Group. VivaKi combines digital and media expertise, allowing clients to connect with consumers in a holistic way, with Starcom MediaVest Group and ZenithOptimedia worldwide media networks; and interactive and digital marketing led by Digitas and Razorfish networks. VivaKi develops new services, tools, and next generation digital platforms. Publicis Groupe offers healthcare communications with Publicis Healthcare Communications Group (PHCG, the first global network in healthcare communications). And with MSLGROUP, one of the world's top five PR and Events networks, also provides expertise in corporate and financial communications, public affairs, branding, and social media marketing.

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