



II. THE PUBLICIS WAY TO CONDUCT BUSINESS WITH INTEGRITY

7. FRAUD & FRAUD IN THE CONTEXT OF FINANCIAL REPORTING

WHY?

We are liable for the security of the resources of the company and we must prevent fraud. If it occurs, we want to be able to detect, report and eventually punish it in the most effective possible way.

FOR WHOM?

All Countries and Business Units.

WHAT?

Fraud is defined as “the theft or improper use of company resources, or client resources, by management, employees or outside individuals; the intentional misrepresentation of the company’s financial position or the intentional misrepresentation of information leading to financial loss or misleading financial reporting.”

Two types of Fraud therefore exist for Groupe purposes:

- **theft or improper use of company or client resources.** If proved through investigation, this constitutes serious misconduct and will give rise to disciplinary proceedings, generally leading to the employee’s dismissal for cause and, if appropriate, to criminal and civil proceedings.
- **fraudulent financial reporting** (includes auditing, financial reporting and accounting matters).

All reporting of financial information must be accurate, honest and timely, based on properly held books of account. Country and Business Unit CFOs must ensure that their financial reporting systems are designed in such a manner as to render any fraudulent financial reporting:

- ▶ extremely unlikely, and
- ▶ susceptible to be identified through implementation of proper controls and segregation of duties within their departments.

Country and Business Unit CEOs and CFOs must make formal written representations (representation letters and management certification letters) to the Groupe CFO at year-end as to the adequacy of their financial reporting systems for the prevention of fraudulent financial reporting.

All theft and improper use of company resources or client resources and all fraudulent financial reporting, if proved through investigation, constitutes serious misconduct and will give rise to disciplinary proceedings, generally leading to the employee’s dismissal for cause and, if appropriate, to criminal and civil proceedings.

Any person knowing elements that are considered as fraud or false information should submit a good faith complaint to the Groupe Secretary General without fear of dismissal or retaliation. Strict confidentiality will be applied. The Groupe’s Audit Committee will oversee treatment of concerns in this area.

HOW?

Reporting of Fraud to appropriate authorities in the Groupe

Employees may forward complaints on a confidential, or should they wish, anonymous basis, to (a) the Groupe Secretary General (by e-mail anne-gabrielle.heilbronner@publicisgroupe.com, fax + 33 1 44 43 69 91, or regular mail to Publicis Groupe, 133 avenue des Champs-Élysées, 75008 Paris, France) or (b) to the confidential email address: ethicsconcerns@publicisgroupe.com. For more information regarding reporting good faith concerns, please refer to Janus I - Reporting Concerns.

Investigation of reports of Fraud

Groupe Internal Audit will analyze the matters brought to its attention by the Groupe Secretary General who will decide on the extent of potential investigations.

Under no circumstances should the Country or local management attempt to conduct its own

investigations into incidents of suspected fraud. If local management is aware of such events, they should immediately inform the Groupe Secretary General who will take relevant actions.

On completion of the investigation, the Groupe Secretary General will inform the Groupe CEO, the Groupe CFO, and, as deemed relevant, any other Groupe or Country management function that would be required to implement remediation and Groupe Internal Audit will follow up the incident with local management to ensure a sufficient level of internal control exists to safeguard against further incidents of a similar nature.

Complaints relating to accounting and financial reporting matters will be reviewed by a limited number of persons bound by strict confidentiality obligations under Audit Committee direction and oversight by the Groupe Secretary General. Appropriate corrective action will be taken by the Management Board under the supervision of the Audit Committee.

Notification and Access Rights of Persons Subject to a Complaint

Persons subject to a complaint pursuant to this procedure will be notified when personal data concerning them are recorded, unless protective measures must be implemented.

Persons whose personal data is recorded will have the right to consult and rectify their personal data, subject to certain restrictions pertaining to applicable laws and the protection of the rights and freedoms of other persons involved in the matter or its investigation. Under no circumstances will the concerned persons have access to the identity of the person who submitted the complaint.

WHO?

All employees, particularly Country and Business Unit CEOs and CFOs.