UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): April 27, 2023

THE INTERPUBLIC GROUP OF COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**1-6686**	**13-1024020**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

909 Third Avenue, New York, New York 10022
(Address of principal executive offices) (Zip Code)

(212)704-1200
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.10 per share	**IPG**	**The New York Stock Exchange**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

On April 27, 2023, The Interpublic Group of Companies, Inc. (i) issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein, announcing its results for the first quarter of 2023, (ii) held a conference call to discuss the foregoing results and (iii) posted an investor presentation, a copy of which is attached hereto as Exhibit 99.2 and incorporated by reference herein, on its website in connection with the conference call.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1: Press release dated April 27, 2023 (furnished pursuant to Item 2.02)

Exhibit 99.2: Investor presentation dated April 27, 2023 (furnished pursuant to Item 2.02)

Exhibit 104: Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document (included as Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 27, 2023

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By: *\/s/ Andrew Bonzani*

Name: Andrew Bonzani
Title: Executive Vice President and General Counsel

FOR IMMEDIATE RELEASE **New York, NY (April 27, 2023)**

Interpublic Announces First Quarter 2023 Results

- ***Total revenue, including billable expenses, was $2.52 billion***
- ***Revenue before billable expenses ("net revenue") was $2.18 billion, a decrease of 2.3% from a year ago, with organic decrease of 0.2%***
- ***Net income was $126.0 million as reported***
- ***Adjusted EBITA before restructuring charges was $210.8 million with 9.7% margin on net revenue, in seasonally small first quarter***
- ***Diluted EPS was $0.33 as reported and was $0.38 as adjusted***
- ***Company confirms it is on track to achieve its 2023 organic revenue growth target of 2% - 4% and to further expand full-year margin to 16.7%***

Philippe Krakowsky, CEO of IPG:

"In our first quarter, the services and capabilities that have led our substantial multi-year growth, notably media, healthcare and data-informed practices, continued to perform well, with strong growth that was offset by certain areas of softness, notably among marketers in the technology sector. The result was a slight decline in first quarter organic revenue.

"Financial results in the quarter are consistent with our internal forecast of pacing for the full year, both overall and across each of our operating segments. Since the start of the year, we have won a number of the industry's most competitive account reviews, encompassing a diverse set of services and client sectors, which increasingly benefits our outlook as we move further into the year. During the quarter, we also demonstrated ongoing strong expense discipline.

"We continue to expect full-year organic growth at the midpoint of our range of 2% - 4%, with fully adjusted EBITA margin of 16.7%. The caliber of our people and our offerings, coupled with strong operating discipline and financial fundamentals, position us well to continue to deliver for our clients and stakeholders, and to further enhance shareholder value."

Summary

Revenue

- First quarter 2023 total revenue, which includes billable expenses, was $2.52 billion, compared $2.57 billion in the first quarter of 2022.
- First quarter 2023 revenue before billable expenses ("net revenue") was $2.18 billion, a decrease of 2.3% from the first quarter of 2022.

- First quarter 2023 organic decrease of net revenue was 0.2% from the first quarter of 2022, compared to an organic increase of 11.5% during the first quarter of 2022.

Operating Results

- Operating income in the first quarter of 2023 was $188.3 million compared to $245.7 million in 2022.
- Adjusted EBITA before restructuring charges was $210.8 million in the first quarter of 2023, compared to $273.6 million for the same period in 2022.
- 9.7% margin on adjusted EBITA before restructuring charges on revenue before billable expenses decreased in the first quarter of 2023 compared to 12.3% in the first quarter of 2022. However, margin on adjusted EBITA before restructuring charges remains higher than the comparable quarter prior to the onset of the COVID-19 pandemic.
- Refer to reconciliations in the appendix within this press release for further detail.

Net Results

- Income tax provision in the first quarter of 2023 was $33.8 million on income before income taxes of $166.0 million.
- First quarter 2023 net income available to IPG common stockholders was $126.0 million, resulting in earnings of $0.33 per basic share and diluted share compared to earnings of $0.40 per basic and diluted share for the same period in 2022. Adjusted earnings were $0.38 per diluted share, compared to adjusted earnings of $0.47 per diluted share a year ago. First quarter 2023 adjusted earnings excludes after-tax amortization of acquired intangibles of $16.7 million, after-tax restructuring charges of $1.3 million and an after-tax loss of $2.9 million on the sales of businesses.
- Refer to reconciliations in the appendix within this press release for further detail.

Operating Results

Revenue

Revenue before billable expenses of $2.18 billion in the first quarter of 2023 decreased 2.3% compared with the same period in 2022. Compared to the first quarter of 2022, the effect of foreign currency translation was negative 2.3%, the impact of net acquisitions was positive 0.2%, and the resulting organic decrease of net revenue was 0.2%.

Operating Expenses

For the first quarter of 2023, total operating expenses, excluding billable expenses, increased 0.4%.

For the first quarter of 2023, staff cost ratio, which is total salaries and related expenses as a percentage of revenue before billable expenses, increased to 72.5% compared to 70.2% for the same period in 2022. Total salaries and related expenses in the first quarter of 2023 were $1.58 billion, an increase of 0.8% from a year ago. The increase was primarily due to an increase in base salaries, benefits and tax as well as an increase in severance expense, partially offset by decreases in performance-based employee compensation expense and temporary help expense.

For the first quarter of 2023, office and other direct expenses as a percentage of revenue before billable expenses increased to 15.2% compared to 14.5% for the same period in 2022. Office and other direct expenses were $330.3 million in the first quarter of 2023, an increase of 2.1% from a year ago, primarily due to increases in travel and entertainment expenses.

Selling, general and administrative ("SG&A") expenses were $12.9 million in the first quarter of 2023, a decrease of 33.2% from a year ago, primarily due to a decrease in performance-based incentive compensation expense within SG&A.

Depreciation and amortization expense decreased by 1.9% during the first quarter of 2023.

Restructuring charges in the first quarter of 2023 were $1.6 million, consisting of adjustments to our 2022 and 2020 restructuring actions.

Non-Operating Results and Tax

Net interest expense decreased by $14.0 million to $15.6 million in the first quarter of 2023 from a year ago, primarily attributable to higher interest rates on net deposits, partially offset by lower net cash balances.

Other expense, net was $6.7 million in the first quarter of 2023, which primarily consisted of losses on the sales of certain small, non-strategic businesses.

The income tax provision in the first quarter of 2023 was $33.8 million on income before income taxes of $166.0 million. This compares to an income tax provision of $49.1 million for the first quarter of 2022 on income before income taxes of $209.9 million.

Balance Sheet

At March 31, 2023, cash and cash equivalents totaled $1.68 billion, compared to $2.55 billion at December 31, 2022 and $2.40 billion on March 31, 2022. Total debt was $2.90 billion at March 31, 2023, compared to $2.92 billion at December 31, 2022.

Share Repurchase Program

During the first quarter of 2023, the Company repurchased 2.2 million shares of its common stock at an aggregate cost of $77.8 million and an average price of $35.50 per share, including fees.

Common Stock Dividend

During the first quarter of 2023, the Company declared and paid a common stock cash dividend of $0.310 per share, for a total of $123.2 million.

For further information regarding the Company's financial results as well as certain non-GAAP measures including organic revenue before billable expenses change, adjusted EBITA, adjusted EBITA before restructuring charges and adjusted earnings per diluted share, and the reconciliations thereof, please refer to the appendix within this press release and our Investor Presentation filed on Form 8-K herewith and available on our website, www.interpublic.com.

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About Interpublic

Interpublic (NYSE: IPG) (www.interpublic.com) is a values-based, data-fueled, and creatively-driven provider of marketing solutions. Home to some of the world's best-known and most innovative communications specialists, IPG global brands include Acxiom, Craft, FCB, FutureBrand, Golin, Huge, Initiative, IPG Health, Jack Morton, Kinesso, MAGNA, Matterkind, McCann, Mediabrands, Mediahub, Momentum, MRM, MullenLowe Group, Octagon, R/GA, UM, Weber Shandwick and more. IPG is an S&P 500 company with total revenue of $10.93 billion in 2022.

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Contact Information

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Cautionary Statement

This release contains forward-looking statements. Statements in this report that are not historical facts, including statements regarding guidance, goals, intentions, and expectations as to future plans, trends, events, or future results of operations or financial position, constitute forward-looking statements. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which could cause our actual results and outcomes to differ materially from those reflected in the forward-looking statements, and are subject to change based on a number of factors, including those outlined under item 1A, *Risk Factors*, in our most recent Annual Report on Form 10-K and our quarterly reports on Form 10-Q and our other filings with the Securities and Exchange Commission ("SEC"). Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following:

- the effects of a challenging economy on the demand for our advertising and marketing services, on our clients' financial condition and on our business or financial condition;
- our ability to attract new clients and retain existing clients;
- our ability to retain and attract key employees;
- the impacts of the COVID-19 pandemic, including potential developments like the emergence of more transmissible or virulent coronavirus variants, and associated mitigation measures, such as restrictions on businesses, social activities and travel, on the economy, our clients and demand for our services;
- risks associated with the effects of global, national and regional economic and political conditions, including counterparty risks and fluctuations in interest rates, inflation rates and currency exchange rates;
- the economic or business impact of military or political conflict in key markets;
- risks associated with assumptions we make in connection with our critical accounting estimates, including changes in assumptions associated with any effects of a challenging economy;
- potential adverse effects if we are required to recognize impairment charges or other adverse accounting-related developments;
- developments from changes in the regulatory and legal environment for advertising and marketing services companies around the world, including laws and regulations related to data protection and consumer privacy; and
- the impact on our operations of general or directed cybersecurity events.

Investors should carefully consider the foregoing factors and the other risks and uncertainties that may affect our business, including those outlined in more detail under Item 1A, Risk Factors, in our most recent Annual Report on Form 10-K and our quarterly reports on Form 10-Q and our other SEC filings. Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date they are made. We undertake no obligation to update or revise publicly any of them in light of new information, future events, or otherwise.

APPENDIX

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED SUMMARY OF EARNINGS
FIRST QUARTER REPORT 2023 AND 2022
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Three Months Ended March 31,		
	2023	2022	Fav. (Unfav.) % Variance
Revenue:			
Revenue before Billable Expenses	$ 2,176.9	$ 2,227.2	(2.3)%
Billable Expenses	344.1	341.3	0.8 %
Total Revenue	2,521.0	2,568.5	(1.8)%
Operating Expenses:			
Salaries and Related Expenses	1,577.3	1,564.4	(0.8)%
Office and Other Direct Expenses	330.3	323.4	(2.1)%
Billable Expenses	344.1	341.3	(0.8)%
Cost of Services	2,251.7	2,229.1	(1.0)%
Selling, General and Administrative Expenses	12.9	19.3	33.2 %
Depreciation and Amortization	66.5	67.8	1.9 %
Restructuring Charges	1.6	6.6	75.8 %
Total Operating Expenses	2,332.7	2,322.8	(0.4)%
Operating Income	188.3	245.7	(23.4)%
Expenses and Other Income:			
Interest Expense	(55.8)	(39.4)	
Interest Income	40.2	9.8	
Other Expense, Net	(6.7)	(6.2)	
Total (Expenses) and Other Income	(22.3)	(35.8)	
Income Before Income Taxes	166.0	209.9	
Provision for Income Taxes	33.8	49.1	
Income of Consolidated Companies	132.2	160.8	
Equity in Net (Loss) Income of Unconsolidated Affiliates	(0.1)	0.1	
Net Income	132.1	160.9	
Net Income Attributable to Non-controlling Interests	(6.1)	(1.5)	
Net Income Available to IPG Common Stockholders	$ 126.0	$ 159.4	
Earnings Per Share Available to IPG Common Stockholders:			
Basic	$ 0.33	$ 0.40	
Diluted	$ 0.33	$ 0.40	
Weighted-Average Number of Common Shares Outstanding:			
Basic	385.8	394.5	
Diluted	387.4	398.4	
Dividends Declared Per Common Share	$ 0.310	$ 0.290	

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
U.S. GAAP RECONCILIATION OF NON-GAAP ADJUSTED RESULTS
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Three Months Ended March 31, 2023				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges	Net Losses on Sales of Businesses[1]	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges[2]	$ 188.3	$ (20.9)	$ (1.6)		$ 210.8
Total (Expenses) and Other Income[3]	(22.3)			$ (4.2)	(18.1)
Income Before Income Taxes	**166.0**	**(20.9)**	**(1.6)**	**(4.2)**	**192.7**
Provision for Income Taxes	33.8	4.2	0.3	1.3	39.6
Equity in Net Loss of Unconsolidated Affiliates	(0.1)				(0.1)
Net Income Attributable to Non-controlling Interests	(6.1)				(6.1)
Net Income Available to IPG Common Stockholders	$ 126.0	$ (16.7)	$ (1.3)	$ (2.9)	$ 146.9
Weighted-Average Number of Common Shares Outstanding - Basic	385.8				385.8
Dilutive effect of stock options and restricted shares	1.6				1.6
Weighted-Average Number of Common Shares Outstanding - Diluted	387.4				387.4
Earnings per Share Available to IPG Common Stockholders[4]:					
Basic	$ 0.33	$ (0.04)	$ (0.00)	$ (0.01)	$ 0.38
Diluted	$ 0.33	$ (0.04)	$ (0.00)	$ (0.01)	$ 0.38

[1] Primarily relates to losses on complete dispositions of businesses and the classification of certain assets as held for sale.
[2] Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page A3 in the appendix.
[3] Consists of non-operating expenses including interest expense, interest income and other expense, net.
[4] Earnings per share amounts calculated on an unrounded basis.
Note: Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
U.S. GAAP RECONCILIATION OF NON-GAAP ADJUSTED RESULTS
(Amounts in Millions)
(UNAUDITED)

	Three Months Ended March 31,	
	2023	2022
Revenue Before Billable Expenses	**$ 2,176.9**	**$ 2,227.2**
Non-GAAP Reconciliation:		
Net Income Available to IPG Common Stockholders	**$ 126.0**	**$ 159.4**
Add Back:		
Provision for Income Taxes	33.8	49.1
Subtract:		
Total (Expenses) and Other Income	(22.3)	(35.8)
Equity in Net (Loss) Income of Unconsolidated Affiliates	(0.1)	0.1
Net Income Attributable to Non-controlling Interests	(6.1)	(1.5)
Operating Income	**188.3**	**245.7**
Add Back:		
Amortization of Acquired Intangibles	20.9	21.3
Adjusted EBITA	**$ 209.2**	**$ 267.0**
Adjusted EBITA Margin on Revenue before Billable Expenses %	***9.6 %***	***12.0 %***
Restructuring Charges[1]	1.6	6.6
Adjusted EBITA before Restructuring Charges	**$ 210.8**	**$ 273.6**
Adjusted EBITA before Restructuring Charges Margin on Revenue before Billable Expenses %	***9.7 %***	***12.3 %***

[1] Net restructuring charges were $1.6 million for the first quarter of 2023, which represent adjustments to our 2022 and 2020 restructuring actions. Net restructuring charges of $6.6 million for the first quarter of 2022 represent adjustments to our restructuring actions taken in 2020.

Note: Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
U.S. GAAP RECONCILIATION OF NON-GAAP ADJUSTED RESULTS
(Amounts in Millions except Per Share Data)
(UNAUDITED)

	Three Months Ended March 31, 2022				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges[1]	Net Losses on Sales of Businesses[2]	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges[3]	$ 245.7	$ (21.3)	$ (6.6)		$ 273.6
Total (Expenses) and Other Income[4]	(35.8)			$ (6.4)	(29.4)
Income Before Income Taxes	**209.9**	**(21.3)**	**(6.6)**	**(6.4)**	**244.2**
Provision for Income Taxes	49.1	4.2	1.6	0.0	54.9
Equity in Net Income of Unconsolidated Affiliates	0.1				0.1
Net Income Attributable to Non-controlling Interests	(1.5)				(1.5)
Net Income Available to IPG Common Stockholders	$ 159.4	$ (17.1)	$ (5.0)	$ (6.4)	$ 187.9
Weighted-Average Number of Common Shares Outstanding - Basic	394.5				394.5
Dilutive effect of stock options and restricted shares	3.9				3.9
Weighted-Average Number of Common Shares Outstanding - Diluted	398.4				398.4
Earnings per Share Available to IPG Common Stockholders[5]:					
Basic	$ 0.40	$ (0.04)	$ (0.01)	$ (0.02)	$ 0.48
Diluted	$ 0.40	$ (0.04)	$ (0.01)	$ (0.02)	$ 0.47

[1] Net restructuring charges of $6.6 million for the first quarter of 2022 represent adjustments to our restructuring actions taken in 2020.
[2] Includes losses on complete dispositions of businesses and the classification of certain assets as held for sale.
[3] Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page A3 in the appendix.
[4] Consists of non-operating expenses including interest expense, interest income and other expense, net.
[5] Earnings per share amounts calculated on an unrounded basis.
Note: Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

FIRST QUARTER 2023
EARNINGS CONFERENCE CALL

Interpublic Group
April 27, 2023

Overview — First Quarter 2023

- Total revenue including billable expenses was $2.5 billion
  - Organic decrease of revenue before billable expenses (“net revenue”) was -0.2%, against +11.5% a year ago
  - US organic decrease was -0.9%
  - International organic growth was +1.2%
- Net income as reported was $126.0 million, with adjusted EBITA before restructuring charges of $210.8 million and 9.7% margin on revenue before billable expense
- Diluted EPS was $0.33 as reported and $0.38 as adjusted
- Repurchased 2.2 million shares returning $78 million to shareholders

Organic change of Net Revenue, adjusted EBITA before Restructuring Charges and adjusted diluted EPS are non-GAAP measures. Management believes these metrics provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance. See our non-GAAP reconciliations of Organic Change of Net Revenue on page 14 and adjusted results on pages 15 and 18.

Operating Performance

	Three Months Ended March 31, 2023		2022	
Revenue Before Billable Expenses	$	**2,176.9**	$	**2,227.2**
Billable Expenses		344.1		341.3
Total Revenue		**2,521.0**		**2,568.5**
Salaries and Related Expenses		1,577.3		1,564.4
Office and Other Direct Expenses		330.3		323.4
Billable Expenses		344.1		341.3
Cost of Services		**2,251.7**		**2,229.1**
Selling, General and Administrative Expenses		12.9		19.3
Depreciation and Amortization		66.5		67.8
Restructuring Charges		1.6		6.6
Total Operating Expenses		**2,332.7**		**2,322.8**
Operating Income		**188.3**		**245.7**
Interest Expense, Net		(15.6)		(29.6)
Other Expense, Net		(6.7)		(6.2)
Income Before Income Taxes		**166.0**		**209.9**
Provision for Income Taxes		33.8		49.1
Equity in Net (Loss) Income of Unconsolidated Affiliates		(0.1)		0.1
Net Income		**132.1**		**160.9**
Net Income Attributable to Non-controlling Interests		(6.1)		(1.5)
Net Income Available to IPG Common Stockholders	$	**126.0**	$	**159.4**
Earnings per Share Available to IPG Common Stockholders - Basic	$	0.33	$	0.40
Earnings per Share Available to IPG Common Stockholders - Diluted	$	0.33	$	0.40
Weighted-Average Number of Common Shares Outstanding - Basic		385.8		394.5
Weighted-Average Number of Common Shares Outstanding - Diluted		387.4		398.4
Dividends Declared per Common Share	$	0.310	$	0.290

($ in Millions, except per share amounts)

Revenue Before Billable Expenses[1]

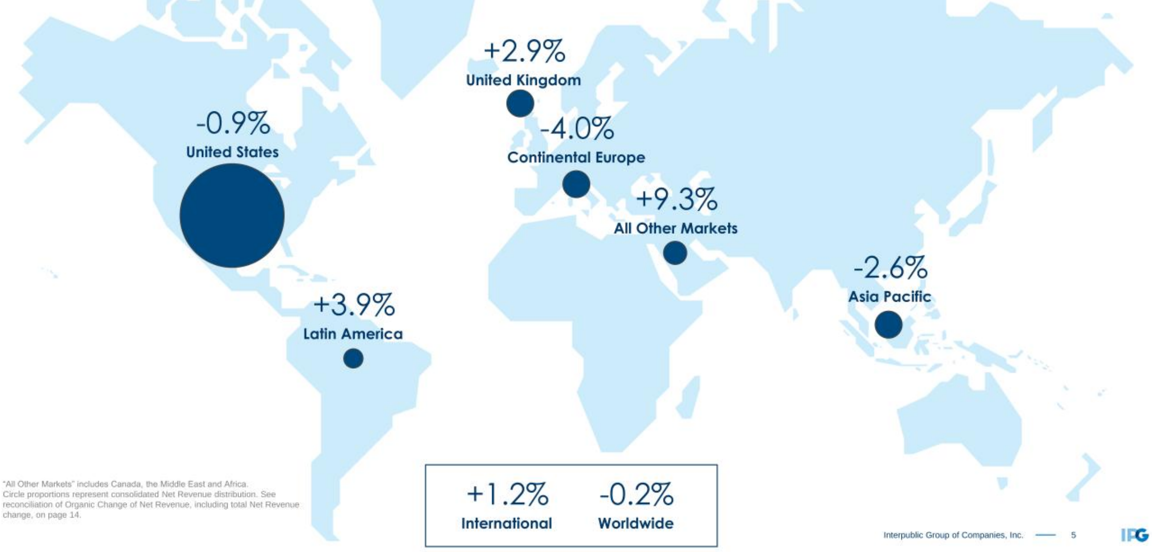
	Three Months Ended	
	$	% Change
March 31, 2022	**$ 2,227.2**	
Foreign currency	(51.3)	(2.3%)
Net acquisitions/(divestitures)	5.1	0.2%
Organic	(4.1)	(0.2%)
Total change	**(50.3)**	**(2.3%)**
March 31, 2023	**$ 2,176.9**	

	Three Months Ended March 31,		Change	
	2023	2022 [2]	Organic	Total
Media, Data & Engagement Solutions	$ 960.8	$ 973.7	(0.7%)	(1.3%)
IPG Mediabrands, Acxiom, and our digital and commerce specialist agencies, which include MRM, R/GA, and Huge				
Integrated Advertising & Creativity Led Solutions	$ 875.6	$ 916.9	(0.9%)	(4.5%)
McCann Worldgroup, IPG Health, MullenLowe Group, FCB, and our domestic integrated agencies				
Specialized Communications & Experiential Solutions	$ 340.5	$ 336.6	3.3%	1.2%
Weber Shandwick, Golin, our sports, entertainment and experiential agencies, and DXTRA Health				

[1] "Net Revenue".
[2] Results for the three months ended March 31, 2022 have been recast to reflect the transfer of certain agencies between reportable segments.
See reconciliation of Organic Change of Net Revenue change on page 14.
Note: Revenue Before Billable Expenses was previously referred to as Net Revenue.
($ in Millions)

Organic Change of Net Revenue by Region

Three Months Ended March 31, 2023

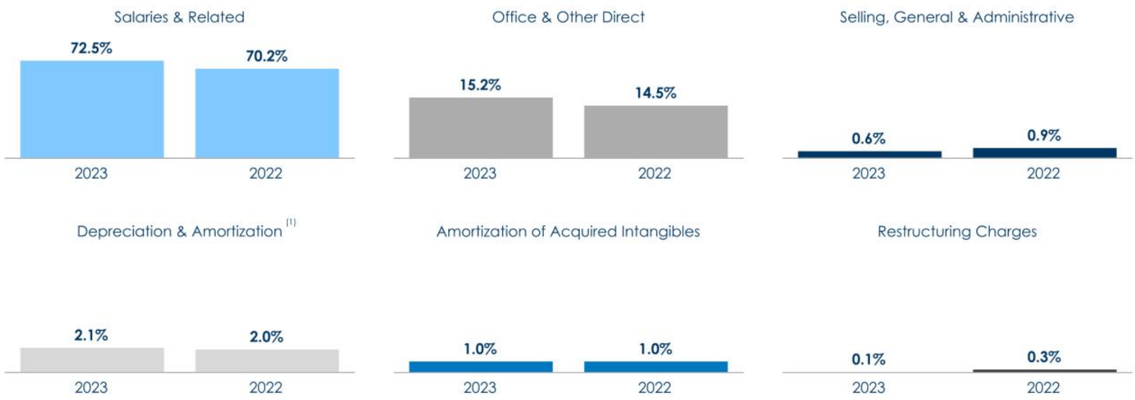


"All Other Markets" includes Canada, the Middle East and Africa.
Circle proportions represent consolidated Net Revenue distribution. See reconciliation of Organic Change of Net Revenue, including total Net Revenue change, on page 14.

+1.2%	-0.2%
International	Worldwide

Operating Expenses % of Revenue Before Billable Expenses

Three Months Ended March 31



(1) Excludes amortization of acquired intangibles.

Adjusted Diluted Earnings Per Share

	Three Months Ended March 31, 2023				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges [1]	Net Losses on Sales of Businesses	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges [2]	**$ 188.3**	**$ (20.9)**	**$ (1.6)**		**$ 210.8**
Total (Expenses) and Other Income [3]	(22.3)			$ (4.2)	(18.1)
Income Before Income Taxes	**166.0**	**(20.9)**	**(1.6)**	**(4.2)**	**192.7**
Provision for Income Taxes	33.8	4.2	0.3	1.3	39.6
Effective Tax Rate	*20.4 %*				*20.6 %*
Equity in Net Loss of Unconsolidated Affiliates	(0.1)				(0.1)
Net Income Attributable to Non-controlling Interests	(6.1)				(6.1)
DILUTED EPS COMPONENTS:					
Net Income Available to IPG Common Stockholders	**$ 126.0**	**$ (16.7)**	**$ (1.3)**	**$ (2.9)**	**$ 146.9**
Weighted-Average Number of Common Shares Outstanding	387.4				387.4
Earnings per Share Available to IPG Common Stockholders [4]	**$ 0.33**	**$ (0.04)**	**$ (0.00)**	**$ (0.01)**	**$ 0.38**

(1) Restructuring charges of $1.6 in the first quarter of 2023 represent adjustments to our restructuring actions taken in Q4 2022, as well as adjustments to the actions taken in 2020.
(2) Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page 16.
(3) Consists of non-operating expenses including interest expense, interest income, and other expense, net.
(4) Earnings per share amounts calculated on an unrounded basis.
See full non-GAAP reconciliation of adjusted diluted earnings per share on page 15.
($ in Millions, except per share amounts)

Cash Flow

		Three Months Ended March 31, 2023	2022
Net Income		**$ 132.1**	**$ 160.9**
OPERATING ACTIVITIES:	Net losses on sales of businesses	4.2	6.4
	Other non-cash items	9.1	12.3
	Deferred taxes	14.2	14.1
	Depreciation & amortization	78.3	81.0
	Change in working capital, net	(695.2)	(865.4)
	Change in other non-current assets & liabilities	(90.3)	(42.9)
	Net cash used in Operating Activities	**(547.6)**	**(633.6)**
INVESTING ACTIVITIES:	Capital expenditures	(32.9)	(30.7)
	Acquisitions, net of cash acquired	(4.0)	—
	Net proceeds from investments	—	2.6
	Other investing activities	2.2	(0.7)
	Net cash used in Investing Activities	**(34.7)**	**(28.8)**
FINANCING ACTIVITIES:	Common stock dividends	(123.2)	(118.3)
	Repurchases of common stock	(77.8)	(63.1)
	Tax payments for employee shares withheld	(57.3)	(38.3)
	Net (decrease) increase in short-term borrowings	(12.0)	13.9
	Distributions to noncontrolling interests	(3.1)	(3.1)
	Acquisition-related payments	(1.1)	(1.1)
	Other financing activities	0.2	(0.1)
	Net cash used in Financing Activities	**(274.3)**	**(210.1)**
Currency effect		(9.7)	5.0
Net decrease in cash, cash equivalents and restricted cash		**$ (866.3)**	**$ (867.5)**

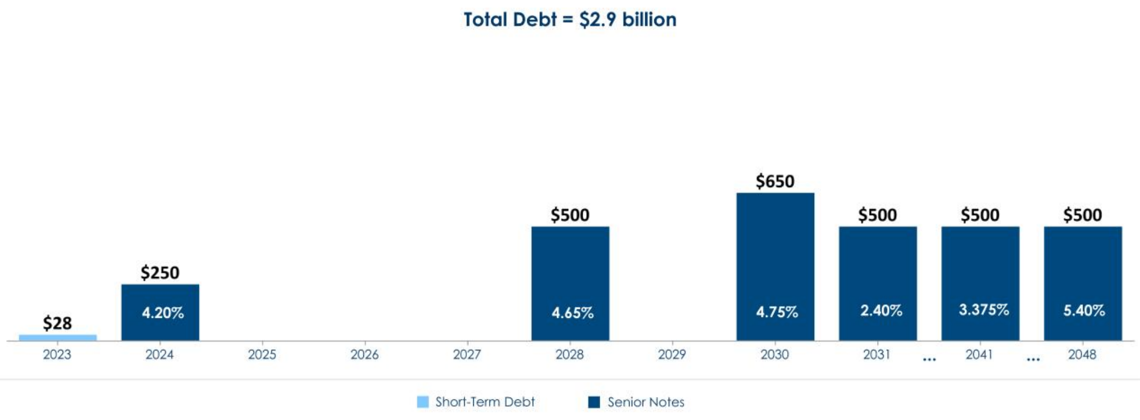
($ in Millions)

Balance Sheet — Current Portion

		March 31, 2023	December 31, 2022	March 31, 2022
CURRENT ASSETS:	Cash and cash equivalents	$ 1,678.1	$ 2,545.3	$ 2,402.3
	Accounts receivable, net	3,792.8	5,316.0	4,179.9
	Accounts receivable, billable to clients	2,153.7	2,023.0	2,155.3
	Assets held for sale	5.9	5.9	30.4
	Other current assets	540.4	435.0	502.1
	Total current assets	**$ 8,170.9**	**$ 10,325.2**	**$ 9,270.0**
CURRENT LIABILITIES:	Accounts payable	$ 6,460.6	$ 8,235.3	$ 7,245.3
	Accrued liabilities	538.5	787.1	590.9
	Contract liabilities	692.8	680.0	760.0
	Short-term borrowings	27.7	44.3	59.1
	Current portion of long-term debt	0.6	0.6	0.6
	Current portion of operating leases	234.6	235.9	270.3
	Liabilities held for sale	5.2	—	28.0
	Total current liabilities	**$ 7,960.0**	**$ 9,983.2**	**$ 8,954.2**

($ in Millions)

Debt Maturity Schedule



($ in Millions)

Summary

- Focus on driving growth and building on our long-term industry-leading foundation
  - Strong agency brands
  - Exceptional talent
  - Data capabilities at scale
  - Creative and innovative marketing solutions
  - Seamless delivery of "open architecture" solutions

- Effective expense management is an ongoing priority

- Flexible business model is positioned to address uncertainty

- Financial strength is a continued source of value creation

Appendix

Depreciation and Amortization

	2023 Q1	Q2	Q3	Q4	YTD 2023
Depreciation and amortization [1]	$ 45.6				**$ 45.6**
Amortization of acquired intangibles	20.9				**20.9**
Amortization of restricted stock and other non-cash compensation	11.1				**11.1**
Net amortization of bond discounts and deferred financing costs	0.7				**0.7**

	2022 Q1	Q2	Q3	Q4	FY 2022
Depreciation and amortization [1]	$ 46.5	$ 46.0	$ 46.8	$ 50.0	**$ 189.3**
Amortization of acquired intangibles	21.3	21.1	20.2	22.1	**84.7**
Amortization of restricted stock and other non-cash compensation	12.5	12.8	12.7	12.0	**50.0**
Net amortization of bond discounts and deferred financing costs	0.7	0.7	0.8	0.8	**3.0**

[1] Excludes amortization of acquired intangibles.
($ in Millions)

Reconciliation of Organic Change of Net Revenue

		Three Months Ended March 31, 2022 [1]	Components of Change: Foreign Currency	Components of Change: Net Acquisitions / (Divestitures)	Components of Change: Organic	Three Months Ended March 31, 2023	Change: Organic	Change: Total
SEGMENT:	Media, Data & Engagement Solutions [2]	$ 973.7	$ (23.3)	$ 17.4	$ (7.0)	$ 960.8	(0.7%)	(1.3%)
	Integrated Advertising & Creativity Led Solutions [3]	916.9	(20.7)	(12.3)	(8.3)	875.6	(0.9%)	(4.5%)
	Specialized Communications & Experiential Solutions [4]	336.6	(7.3)	0.0	11.2	340.5	3.3%	1.2%
	Total	**$ 2,227.2**	**$ (51.3)**	**$ 5.1**	**$ (4.1)**	**$ 2,176.9**	**(0.2%)**	**(2.3%)**
GEOGRAPHIC:	**United States**	**$ 1,470.1**	**$ —**	**$ 14.0**	**$ (13.5)**	**$ 1,470.6**	**(0.9%)**	**0.0%**
	International	**757.1**	**(51.3)**	**(8.9)**	**9.4**	**706.3**	**1.2%**	**(6.7%)**
	United Kingdom	182.4	(17.4)	—	5.2	170.2	2.9%	(6.7%)
	Continental Europe	179.3	(8.5)	—	(7.1)	163.7	(4.0%)	(8.7%)
	Asia Pacific	174.6	(11.3)	0.4	(4.5)	159.2	(2.6%)	(8.8%)
	Latin America	87.7	(5.0)	(1.4)	3.4	84.7	3.9%	(3.4%)
	All Other Markets	133.1	(9.1)	(7.9)	12.4	128.5	9.3%	(3.5%)
	Worldwide	**$ 2,227.2**	**$ (51.3)**	**$ 5.1**	**$ (4.1)**	**$ 2,176.9**	**(0.2%)**	**(2.3%)**

[1] Results for the three months ended March 31, 2022 have been recast to reflect the transfer of certain agencies between reportable segments.
[2] Comprised of IPG Mediabrands and Acxiom, and our digital and commerce specialist agencies, which include MRM, R/GA, and Huge.
[3] Comprised of McCann Worldgroup, IPG Health, MullenLowe Group, Foote, Cone & Belding ("FCB"), and our domestic integrated agencies.
[4] Comprised of Weber Shandwick, Golin, our sports, entertainment and experiential agencies, and DXTRA Health.

($ in Millions)

Reconciliation of Adjusted Results[1]

	Three Months Ended March 31, 2023				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges [2]	Net Losses on Sales of Businesses	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges [3]	**$ 188.3**	**$ (20.9)**	**$ (1.6)**		**$ 210.8**
Total (Expenses) and Other Income [4]	(22.3)			$ (4.2)	(18.1)
Income Before Income Taxes	**166.0**	**(20.9)**	**(1.6)**	**(4.2)**	**192.7**
Provision for Income Taxes	33.8	4.2	0.3	1.3	39.6
Effective Tax Rate	*20.4 %*				*20.6 %*
Equity in Net Loss of Unconsolidated Affiliates	(0.1)				(0.1)
Net Income Attributable to Non-controlling Interests	(6.1)				(6.1)
Net Income Available to IPG Common Stockholders	**$ 126.0**	**$ (16.7)**	**$ (1.3)**	**$ (2.9)**	**$ 146.9**
Weighted-Average Number of Common Shares Outstanding - Basic	**385.8**				**385.8**
Dilutive effect of stock options and restricted shares	1.6				1.6
Weighted-Average Number of Common Shares Outstanding - Diluted	**387.4**				**387.4**
Earnings per Share Available to IPG Common Stockholders [5]:					
Basic	$ 0.33	$ (0.04)	$ (0.00)	$ (0.01)	$ 0.38
Diluted	$ 0.33	$ (0.04)	$ (0.00)	$ (0.01)	$ 0.38

[1] The table reconciles our reported results to our adjusted non-GAAP results. Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.
[2] Restructuring charges of $1.6 in the first quarter of 2023 represent adjustments to our restructuring actions taken in Q4 2022, as well as adjustments to the actions taken in 2020.
[3] Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page 16.
[4] Consists of non-operating expenses including interest expense, interest income, and other expense, net.
[5] Earnings per share amounts calculated on an unrounded basis.

($ in Millions, except per share amounts)

Reconciliation of Adjusted EBITA[1]

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Revenue Before Billable Expenses	$ 2,176.9	$ 2,227.2
Non-GAAP Reconciliation:		
Net Income Available to IPG Common Stockholders	$ 126.0	$ 159.4
Add Back:		
Provision for Income Taxes	33.8	49.1
Subtract:		
Total (Expenses) and Other Income	(22.3)	(35.8)
Equity in Net (Loss) Income of Unconsolidated Affiliates	(0.1)	0.1
Net Income Attributable to Non-controlling Interests	(6.1)	(1.5)
Operating Income	$ 188.3	$ 245.7
Add Back:		
Amortization of Acquired Intangibles	20.9	21.3
Adjusted EBITA	$ 209.2	$ 267.0
Adjusted EBITA Margin on Revenue Before Billable Expenses %	9.6 %	12.0 %
Restructuring Charges [2]	1.6	6.6
Adjusted EBITA before Restructuring Charges	$ 210.8	$ 273.6
Adjusted EBITA before Restructuring Charges Margin on Revenue Before Billable Expenses %	9.7 %	12.3 %

[1] The table reconciles our reported results to our adjusted non-GAAP results. Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

[2] Restructuring charges of $1.6 in the first quarter of 2023 represent adjustments to our restructuring actions taken in Q4 2022, as well as adjustments to the actions taken in 2020. Restructuring charges of $6.6 in the first quarter of 2022 were related to adjustments to our restructuring actions taken in 2020.

($ in Millions)

Adjusted EBITA before Restructuring Charges by Segment[1]

	Media, Data & Engagement Solutions [2]		Integrated Advertising & Creativity Led Solutions [3]		Specialized Communications & Experiential Solutions [4]		Corporate and Other [5]		IPG Consolidated [1]	
	Three Months Ended March 31,		Three Months Ended March 31,		Three Months Ended March 31,		Three Months Ended March 31,		Three Months Ended March 31,	
	2023	2022 [6]	2023	2022 [6]	2023	2022 [6]	2023	2022 [6]	2023	2022 [6]
Revenue Before Billable Expenses	**$ 960.8**	**$ 973.7**	**$ 875.6**	**$ 916.9**	**$ 340.5**	**$ 336.6**			**$ 2,176.9**	**$ 2,227.2**
Segment/Adjusted EBITA	$ 79.1	$ 111.8	$ 98.8	$ 120.0	$ 45.2	$ 56.1	$ (13.9)	$ (20.9)	$ 209.2	$ 267.0
Restructuring Charges [7]	—	(0.1)	0.3	6.2	1.3	0.4	—	0.1	1.6	6.6
Segment/Adjusted EBITA before Restructuring Charges	**$ 79.1**	**$ 111.7**	**$ 99.1**	**$ 126.2**	**$ 46.5**	**$ 56.5**	**$ (13.9)**	**$ (20.8)**	**$ 210.8**	**$ 273.6**
Margin (%) of Revenue Before Billable Expenses	*8.2 %*	*11.5 %*	*11.3 %*	*13.8 %*	*13.7 %*	*16.8 %*			*9.7 %*	*12.3 %*

[1] Adjusted EBITA before restructuring charges is calculated as net income available to IPG common stockholders before provision for incomes taxes, total (expenses) and other income, equity in net (loss) income of unconsolidated affiliates, net income attributable to non-controlling interests, amortization of acquired intangibles and restructuring charges.
[2] Comprised of IPG Mediabrands, Acxiom, and our digital and commerce specialist agencies, which include MRM, R/GA, and Huge.
[3] Comprised of McCann Worldgroup, IPG Health, MullenLowe Group, FCB, and our domestic integrated agencies.
[4] Comprised of Weber Shandwick, Golin, our sports, entertainment and experiential agencies, and DXTRA Health.
[5] Corporate and Other is primarily comprised of selling, general and administrative expenses including corporate office expenses as well as shared service center and certain other centrally managed expenses that are not fully allocated to operating divisions.
[6] Results for the three months ended March 31, 2022 have been recast to reflect the transfer of certain agencies between reportable segments.
[7] Restructuring charges of $1.6 in the first quarter of 2023 represent adjustments to our restructuring actions taken in Q4 2022, as well as adjustments to the actions taken in 2020. Restructuring charges of $6.6 in the first quarter of 2022 were related to adjustments to our restructuring actions taken in 2020.

($ in Millions)

Reconciliation of Adjusted Results[1]

	Three Months Ended March 31, 2022				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges [2]	Net Losses on Sales of Businesses	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges [3]	**$ 245.7**	**$ (21.3)**	**$ (6.6)**		**$ 273.6**
Total (Expenses) and Other Income [4]	(35.8)			$ (6.4)	(29.4)
Income Before Income Taxes	**209.9**	**(21.3)**	**(6.6)**	**(6.4)**	**244.2**
Provision for Income Taxes	49.1	4.2	1.6	0.0	54.9
Effective Tax Rate	*23.4 %*				*22.5 %*
Equity in Net Income of Unconsolidated Affiliates	0.1				0.1
Net Income Attributable to Non-controlling Interests	(1.5)				(1.5)
Net Income Available to IPG Common Stockholders	**$ 159.4**	**$ (17.1)**	**$ (5.0)**	**$ (6.4)**	**$ 187.9**
Weighted-Average Number of Common Shares Outstanding - Basic	**394.5**				**394.5**
Dilutive effect of stock options and restricted shares	3.9				3.9
Weighted-Average Number of Common Shares Outstanding - Diluted	**398.4**				**398.4**
Earnings per Share Available to IPG Common Stockholders [5]:					
Basic	$ 0.40	$ (0.04)	$ (0.01)	$ (0.02)	$ 0.48
Diluted	$ 0.40	$ (0.04)	$ (0.01)	$ (0.02)	$ 0.47

(1) The table reconciles our reported results to our adjusted non-GAAP results. Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.
(2) Restructuring charges of $6.6 in the first quarter of 2022 were related to adjustments to our restructuring actions taken in 2020, which were designed to reduce our operating expenses structurally and permanently relative to revenue and to accelerate the transformation of our business.
(3) Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page 16.
(4) Consists of non-operating expenses including interest expense, interest income, and other expense, net.
(5) Earnings per share amounts calculated on an unrounded basis.

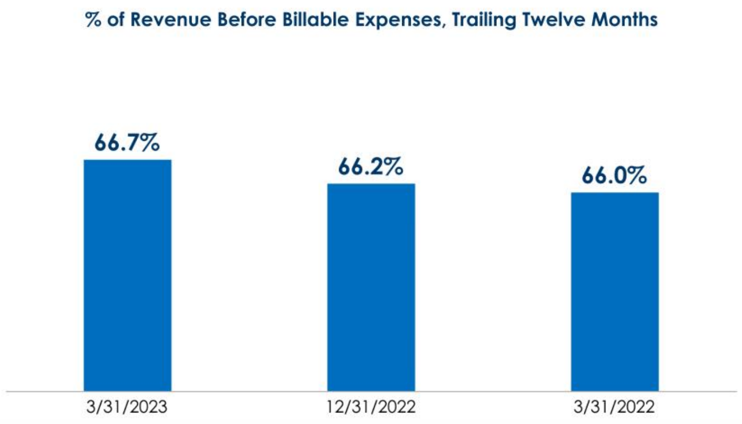
($ in Millions, except per share amounts)

Metrics Update

Metrics Update

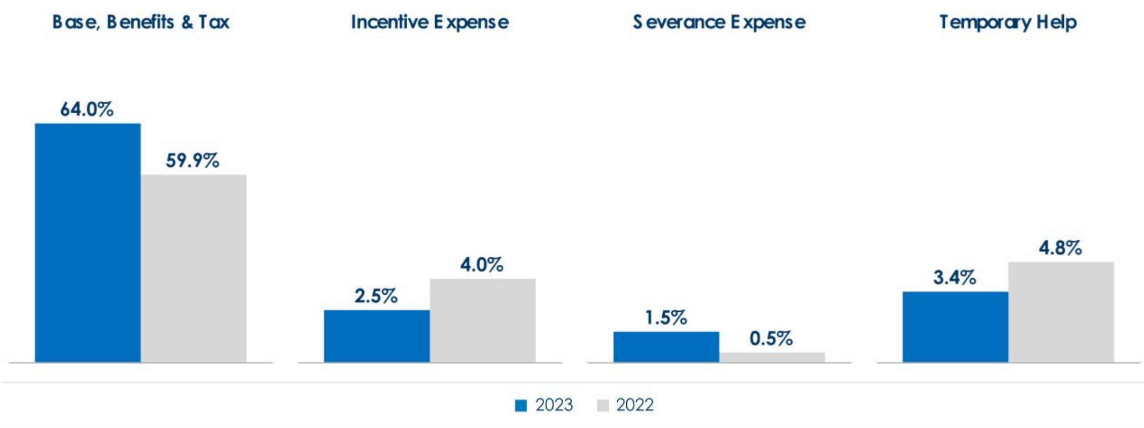
CATEGORY:	SALARIES & RELATED (% of Revenue Before Billable Expenses)	OFFICE & OTHER DIRECT (% of Revenue Before Billable Expenses)	FINANCIAL
METRIC:	Trailing Twelve Months	Trailing Twelve Months	Available Liquidity
	Base, Benefits & Tax	Occupancy Expense	Credit Facility Covenant
	Incentive Expense	All Other Office & Other Direct Expenses	
	Severance Expense		
	Temporary Help		

Salaries & Related Expenses



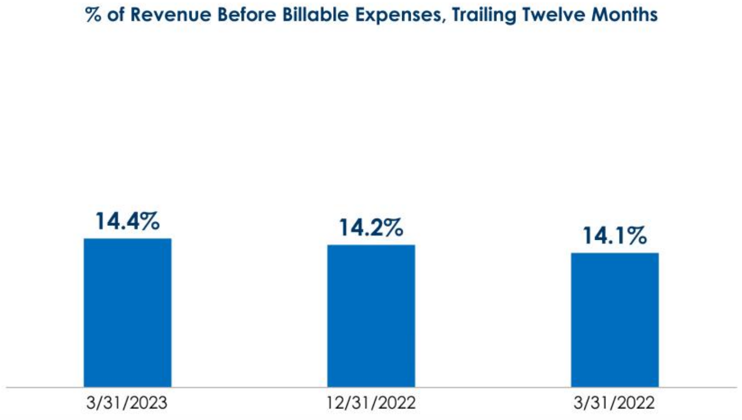
Salaries & Related Expenses (% of Revenue Before Billable Expenses)

Three Months Ended March 31



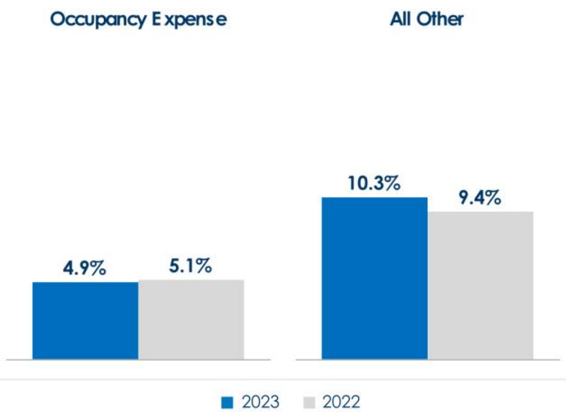
"All Other Salaries & Related," not shown, was 1.1% and 1.0% for the three months ended March 31, 2023 and 2022, respectively.

Office & Other Direct Expenses



Office & Other Direct Expenses (% of Revenue Before Billable Expenses)

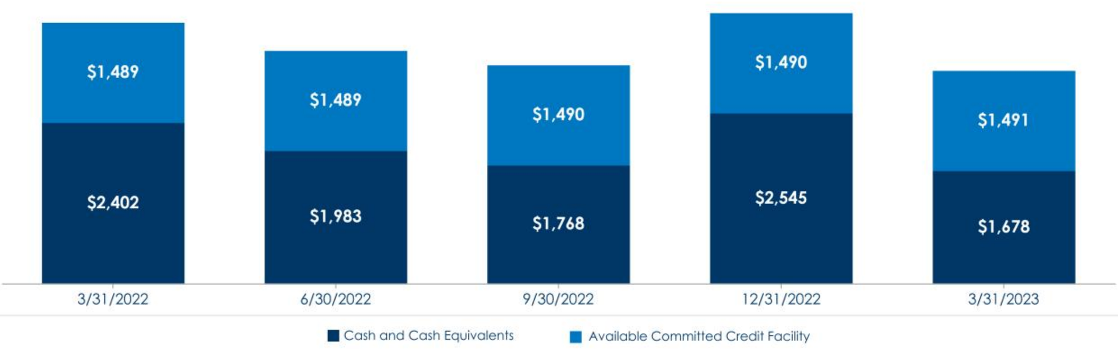
Three Months Ended March 31



"All Other" primarily includes client service costs, non-pass through production expenses, travel and entertainment, professional fees, spending to support new business activity, telecommunications, office supplies, bad debt expense, adjustments to contingent acquisition obligations, foreign currency losses (gains) and other expenses.

Available Liquidity

Cash, Cash Equivalents + Available Committed Credit Facilities



($ in Millions)

Credit Facility Covenant

Financial Covenant	Four Quarters Ended March 31, 2023
Leverage Ratio (not greater than) [1]	3.50x
Actual Leverage Ratio	**1.66x**

CREDIT AGREEMENT EBITDA RECONCILIATION:		Four Quarters Ended March 31, 2023
Net Income Available to IPG Common Stockholders	$	904.6
Non-Operating Adjustments [2]		419.2
Operating Income	$	1,323.8
+ Depreciation and Amortization		336.7
+ Other Non-cash Charges Reducing Operating Income		81.3
+ Other Non-cash Adjustments		4.7
Credit Agreement EBITDA [1]:	**$**	**1,746.5**

[1] The leverage ratio is defined as debt as of the last day of such fiscal quarter to EBITDA (as defined in the Credit Agreement) for the four quarters then ended. Management utilizes Credit Agreement EBITDA, which is a non-GAAP financial measure, as well as the amounts shown in the table above, calculated as required by the Credit Agreement, in order to assess our compliance with such covenants.
[2] Includes adjustments of the following items from our consolidated statement of operations: provision for income taxes, total (expenses) and other income, equity in net (loss) income of unconsolidated affiliates, and net income attributable to non-controlling interests.

($ in Millions)

Cautionary Statement

This investor presentation contains forward-looking statements. Statements in this investor presentation that are not historical facts, including statements regarding guidance, goals, intentions, and expectations as to future plans, trends, events, or future results of operations or financial position, constitute forward-looking statements. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which could cause our actual results and outcomes to differ materially from those reflected in the forward-looking statements, and are subject to change based on a number of factors, including those outlined under Item 1A, Risk Factors, in our most recent Annual Report on Form 10-K, and our other filings with the Securities and Exchange Commission ("SEC"). Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following:

- the effects of a challenging economy on the demand for our advertising and marketing services, on our clients' financial condition and on our business or financial condition;
- our ability to attract new clients and retain existing clients;
- our ability to retain and attract key employees;
- the impacts of the COVID-19 pandemic, including potential developments like the emergence of more transmissible or virulent coronavirus variants, and associated mitigation measures, such as restrictions on businesses, social activities and travel, on the economy, our clients and demand for our services;
- risks associated with the effects of global, national and regional economic conditions, including counterparty risks and fluctuations in interest rates, inflation rates and currency exchange rates;
- the economic or business impact of military or political conflict in key markets;
- risks associated with assumptions we make in connection with our critical accounting estimates, including changes in assumptions associated with any effects of a challenging economy;
- potential adverse effects if we are required to recognize impairment charges or other adverse accounting-related developments;
- developments from changes in the regulatory and legal environment for advertising and marketing services companies around the world, including laws and regulations related to data protection and consumer privacy; and
- the impact on our operations of general or directed cybersecurity events.

Investors should carefully consider the foregoing factors and the other risks and uncertainties that may affect our business, including those outlined under Item 1A, Risk Factors, in our most recent annual report on Form 10-K, and our other SEC filings. Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date they are made. We undertake no obligation to update or revise publicly any of them in light of new information, future events, or otherwise.