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): October 20, 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 October 20, 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 third quarter and first nine months 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 October 20, 2023 (furnished pursuant to Item 2.02)

Exhibit 99.2: Investor presentation dated October 20, 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: October 20, 2023

THE INTERPUBLIC GROUP OF COMPANIES, INC.

By: *<u>/s/ Andrew Bonzani</u>*

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

Exhibit 99.1

FOR IMMEDIATE RELEASE

New York, NY (October 20, 2023)

Interpublic Announces Third Quarter and First Nine Months 2023 Results

Third Quarter

- ***Total revenue, including billable expenses, was $2.68 billion***
- ***Revenue before billable expenses ("net revenue") was $2.31 billion, an increase of 0.6%, with organic decrease of 0.4%***
- ***Reported net income was $245.7 million***
- ***Adjusted EBITA before restructuring charges was $397.2 million***
- ***Margin of adjusted EBITA before restructuring charges was 17.2% on revenue before billable expenses***
- ***Diluted earnings per share was $0.63 as reported and $0.70 as adjusted***

Philippe Krakowsky, CEO of IPG:

“During the third quarter, revenue performance did not measure up to expectations, yet we continued to demonstrate disciplined management of the business and to see positive contributions to growth from our media offerings, the health care sector, sports and experiential marketing, and public relations.

“Factors that we have identified since the early part of the year continued to weigh on our growth in the quarter. These include the decreases in client activity in the tech and telecom client sector that have been evident across our industry, and the performance of certain of our digital specialists. Another factor impacting results is increased concern among marketers related to macroeconomic conditions, which led to the delay of projects and sales cycles, as well as slower-than-anticipated onboarding of some new business.

“Given the evolving business climate and our portfolio of clients and capabilities, as we look at the remainder of the year, we believe organic growth in the fourth quarter will be approximately 1%. Concurrently, we remain fully on track to deliver our margin goal for the year of 16.7%, which is unchanged, and represents margin expansion relative to 2022.

“We are focused on closing the year as strongly as possible and, specific to areas of underperformance, will simultaneously assess internal structural solutions in order to improve our growth profile. We continue to be in-market with compelling offerings that help marketers grow and deliver business outcomes. This has translated to strong new business success for us year-to-date, and which will provide some tailwinds as we move into 2024. An additional area of value creation is our long-standing commitment to capital returns, which remains an important priority for us going forward."

Summary

Revenue

- Third quarter 2023: Total revenue, which includes billable expenses, was $2.68 billion, compared $2.64 billion in the third quarter of 2022. Revenue before billable expenses ("net revenue") was $2.31 billion, an increase of 0.6% from the third quarter of 2022. The organic decrease of net revenue was 0.4% from the third quarter of 2022, compared to an organic increase of 5.6% during the third quarter of 2022.
- First nine months 2023: Total revenue, which includes billable expenses, was $7.87 billion, compared $7.94 billion in the first nine months of 2022. Revenue before billable expenses ("net revenue") was $6.81 billion, a decrease of 1.2% from the first nine months of 2022. The organic decrease of net revenue was 0.8% from the first nine months of 2022, compared to an organic increase of 8.2% during the first nine months of 2022.

Operating Results

- In the third quarter of 2023, operating income was $376.8 million compared to $341.8 million in 2022. Adjusted EBITA before restructuring charges was $397.2 million compared to $356.2 million for the same period in 2022. Third quarter 2023 margin of adjusted EBITA before restructuring charges was 17.2% on revenue before billable expenses.
- In the first nine months of 2023, operating income was $875.8 million compared to $936.6 million in 2022. Adjusted EBITA before restructuring charges was $938.2 million, compared to $999.9 million for the same period in 2022. First nine months of 2023 margin of adjusted EBITA before restructuring charges was 13.8% on revenue before billable expenses.
- Refer to reconciliations in the appendix within this press release for further detail.

Net Results

- In the third quarter of 2023, the income tax provision was $91.5 million on income before income taxes of $339.5 million. In the first nine months of 2023, the income tax provision was $135.9 million on income before income taxes of $784.1 million.
- The income tax provision in the first nine months of 2023 includes a benefit of $64.2 million, or $0.17 per basic and diluted share, related to the settlement in the second quarter of 2023 of U.S. Federal Income Tax Audits for the years 2017-2018, which is primarily non-cash.
- Third quarter 2023 net income available to IPG common stockholders was $243.7 million, resulting in earnings of $0.64 per basic share and $0.63 per diluted share compared to earnings of $0.64 per basic and diluted share for the same period in 2022. Adjusted earnings were $0.70 per diluted share compared to adjusted earnings per diluted share of $0.63 a year ago. Third quarter 2023 adjusted earnings excludes after-tax amortization of acquired intangibles of $16.7 million, after-tax restructuring credit of $0.4 million and an after-tax loss of $9.5 million on the sales of businesses.
- First nine months 2023 net income available to IPG common stockholders was $635.2 million, resulting in earnings of $1.65 per basic share and $1.64 per diluted share compared to earnings of $1.63 per basic and $1.62 per diluted share for the same period in 2022. Adjusted earnings were $1.81 per diluted share, including a benefit of $0.17 per diluted share related to the tax audit settlement. Adjusted earnings per diluted share was $1.73 a year ago. First nine months 2023 adjusted earnings excludes after-tax amortization of acquired intangibles of $50.4 million, after-tax restructuring credit of $0.4 million and an after-tax loss of $16.4 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 $2.31 billion in the third quarter of 2023 increased 0.6% compared with the same period in 2022. Compared to the third quarter of 2022, the effect of foreign currency translation was positive 0.7%, the impact of net acquisitions was positive 0.3%, and the resulting organic decrease of net revenue was 0.4%.

Revenue before billable expenses of $6.81 billion in the first nine months of 2023 decreased 1.2% compared with the same period in 2022. Compared to the first nine months of 2022, the effect of foreign currency translation was negative 0.8%, the impact of net acquisitions was positive 0.4%, and the resulting organic decrease of net revenue was 0.8%.

Operating Expenses

In the third quarter of 2023, total operating expenses, excluding billable expenses, decreased 1.1%. In the first nine months of 2023, total operating expenses, excluding billable expenses, decreased 0.4%.

In the third quarter of 2023, staff cost ratio, which is total salaries and related expenses as a percentage of revenue before billable expenses, decreased to 66.3% compared to 67.4% for the same period in 2022. Total salaries and related expenses in the third quarter of 2023 were $1.53 billion, a decrease of 1.0% from a year ago. The decrease was primarily driven by a decrease in performance-based employee compensation expense and temporary help expense, partially offset by an increase in base salaries, benefits and tax. In the first nine months of 2023, staff cost ratio increased to 69.1% compared to 68.1% for the same period in 2022. Total salaries and related expenses in the first nine months of 2023 were $4.71 billion, an increase of 0.1% from a year ago. The increase was primarily due to an increase in base salaries, benefits and tax as well as severance expense, offset by decreases in performance-based employee compensation expense and temporary help expense.

In the third quarter of 2023, office and other direct expenses as a percentage of revenue before billable expenses decreased to 13.8% compared to 14.3% for the same period in 2022. Office and other direct expenses were $318.8 million in the third quarter of 2023, a decrease of 2.8% from a year ago, primarily driven by decreases in employment costs, client service costs and occupancy expense, partially offset by an increase in bad debt expense. In the first nine months of 2023, office and other direct expenses as a percentage of revenue before billable expenses remained consistent at 14.5% compared to the same period in 2022. Office and other direct expenses were $989.6 million in the first nine months of 2023, a decrease of 1.1% from a year ago, primarily driven by factors similar to those noted for the third quarter of 2023.

Selling, general and administrative ("SG&A") expenses were $16.9 million in the third quarter of 2023, a decrease of 8.6% from a year ago, primarily due to decreases in performance-based incentive compensation expense. Selling, general and administrative expenses were $43.7 million in the first nine months of 2023, a decrease of 23.6% from a year ago, primarily due to factors similar to those noted for the third quarter of 2023.

Depreciation and amortization expense decreased by 1.5% during the third quarter of 2023 and decreased by 1.4% during the first nine months of 2023.

Non-Operating Results and Tax

Net interest expense decreased by $4.3 million to $23.6 million in the third quarter of 2023 from a year ago, primarily attributable to higher interest rates on net deposits, partially offset by lower net cash balances. Net interest expense decreased by $20.4 million to $66.9 million in the first nine months of 2023 from a year ago, primarily due to factors similar to those noted for the third quarter of 2023.

Other expense, net was $13.7 million in the third quarter of 2023, and was $24.8 million in the first nine months of 2023, which primarily related to losses on sales of businesses and the classification of certain assets and liabilities as held for sale.

The income tax provision in the third quarter of 2023 was $91.5 million on income before income taxes of $339.5 million. This compares to an income tax provision of $76.4 million for the third quarter of 2022 on income before income taxes of $331.4 million. The income tax provision in the first nine months of 2023 was $135.9 million on income before income taxes of $784.1 million. This compares to an income tax provision of $209.2 million for the first nine months of 2022 on income before income taxes of $856.1 million. The income tax provision in the first nine months of 2023 includes a benefit of $64.2 million related to the settlement of U.S. Federal Income Tax Audits for the years 2017-2018, which is primarily non cash.

Balance Sheet

At September 30, 2023, cash and cash equivalents totaled $1.57 billion, compared to $2.55 billion at December 31, 2022 and $1.77 billion on September 30, 2022. Total debt was $3.20 billion at September 30, 2023, compared to $2.92 billion at December 31, 2022.

Share Repurchase Program

During the first nine months of 2023, the Company repurchased 6.1 million shares of its common stock at an aggregate cost of $219.0 million and an average price of $35.66 per share, including fees.

Common Stock Dividend

During the third quarter of 2023, the Company declared and paid a common stock cash dividend of $0.310 per share, for a total of $118.6 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, IPG Mediabrands, Jack Morton, KINESSO, MAGNA, McCann, Mediahub, Momentum, MRM, MullenLowe Global, 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

Interpublic Group 909 Third Avenue New York, NY 10022 212-704-1200 tel 212-704-1201 fax

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

	Three Months Ended September 30,		
	2023	2022	Fav. (Unfav.) % Variance
Revenue:			
Revenue before Billable Expenses	$ 2,309.0	$ 2,296.2	0.6 %
Billable Expenses	369.5	341.5	8.2 %
Total Revenue	2,678.5	2,637.7	1.5 %
Operating Expenses:			
Salaries and Related Expenses	1,531.1	1,546.8	1.0 %
Office and Other Direct Expenses	318.8	327.9	2.8 %
Billable Expenses	369.5	341.5	(8.2)%
Cost of Services	2,219.4	2,216.2	(0.1)%
Selling, General and Administrative Expenses	16.9	18.5	8.6 %
Depreciation and Amortization	66.0	67.0	1.5 %
Restructuring Charges	(0.6)	(5.8)	(89.7)%
Total Operating Expenses	2,301.7	2,295.9	(0.3)%
Operating Income	376.8	341.8	10.2 %
Expenses and Other Income:			
Interest Expense	(58.7)	(42.6)	
Interest Income	35.1	14.7	
Other (Expense) Income, Net	(13.7)	17.5	
Total (Expenses) and Other Income	(37.3)	(10.4)	
Income Before Income Taxes	339.5	331.4	
Provision for Income Taxes	91.5	76.4	
Income of Consolidated Companies	248.0	255.0	
Equity in Net (Loss) Income of Unconsolidated Affiliates	(2.3)	2.5	
Net Income	245.7	257.5	
Net Income Attributable to Non-controlling Interests	(2.0)	(5.7)	
Net Income Available to IPG Common Stockholders	$ 243.7	$ 251.8	
Earnings Per Share Available to IPG Common Stockholders:			
Basic	$ 0.64	$ 0.64	
Diluted	$ 0.63	$ 0.64	
Weighted-Average Number of Common Shares Outstanding:			
Basic	383.6	390.6	
Diluted	385.5	394.1	
Dividends Declared Per Common Share	$ 0.310	$ 0.290	

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

	Nine Months Ended September 30,		
	2023	2022	Fav. (Unfav.) % Variance
Revenue:			
Revenue before Billable Expenses	6,814.4	6,898.9	(1.2)%
Billable Expenses	1,051.6	1,043.0	0.8 %
Total Revenue	7,866.0	7,941.9	(1.0)%
Operating Expenses:			
Salaries and Related Expenses	4,707.0	4,701.4	(0.1)%
Office and Other Direct Expenses	989.6	1,001.1	1.1 %
Billable Expenses	1,051.6	1,043.0	(0.8)%
Cost of Services	6,748.2	6,745.5	0.0 %
Selling, General and Administrative Expenses	43.7	57.2	23.6 %
Depreciation and Amortization	199.0	201.9	1.4 %
Restructuring Charges	(0.7)	0.7	>100%
Total Operating Expenses	6,990.2	7,005.3	0.2 %
Operating Income	875.8	936.6	(6.5)%
Expenses and Other Income:			
Interest Expense	(164.2)	(121.2)	
Interest Income	97.3	33.9	
Other (Expense) Income, Net	(24.8)	6.8	
Total (Expenses) and Other Income	(91.7)	(80.5)	
Income Before Income Taxes	784.1	856.1	
Provision for Income Taxes	135.9	209.2	
Income of Consolidated Companies	648.2	646.9	
Equity in Net (Loss) Income of Unconsolidated Affiliates	(1.7)	3.3	
Net Income	646.5	650.2	
Net Income Attributable to Non-controlling Interests	(11.3)	(9.4)	
Net Income Available to IPG Common Stockholders	$ 635.2	$ 640.8	
Earnings Per Share Available to IPG Common Stockholders:			
Basic	$ 1.65	$ 1.63	
Diluted	$ 1.64	$ 1.62	
Weighted-Average Number of Common Shares Outstanding:			
Basic	385.0	392.7	
Diluted	386.8	396.2	
Dividends Declared Per Common Share	$ 0.930	$ 0.870	

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 September 30, 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]	$ 376.8	$ (21.0)	$ 0.6		$ 397.2
Total (Expenses) and Other Income[3]	(37.3)			$ (12.1)	(25.2)
Income Before Income Taxes	**339.5**	**(21.0)**	**0.6**	**(12.1)**	**372.0**
Provision for Income Taxes	91.5	4.3	(0.2)	2.6	98.2
Equity in Net Loss of Unconsolidated Affiliates	(2.3)				(2.3)
Net Income Attributable to Non-controlling Interests	(2.0)				(2.0)
Net Income Available to IPG Common Stockholders	$ 243.7	$ (16.7)	$ 0.4	$ (9.5)	$ 269.5
Weighted-Average Number of Common Shares Outstanding - Basic	383.6				383.6
Dilutive effect of stock options and restricted shares	1.9				1.9
Weighted-Average Number of Common Shares Outstanding - Diluted	385.5				385.5
Earnings per Share Available to IPG Common Stockholders[4]:					
Basic	$ 0.64	$ (0.04)	$ 0.00	$ (0.02)	$ 0.70
Diluted	$ 0.63	$ (0.04)	$ 0.00	$ (0.02)	$ 0.70

[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 A5 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 except Per Share Data)
(UNAUDITED)

	Nine Months Ended September 30, 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]	$ 875.8	$ (63.1)	$ 0.7		$ 938.2
Total (Expenses) and Other Income[3]	(91.7)			$ (20.4)	(71.3)
Income Before Income Taxes	**784.1**	**(63.1)**	**0.7**	**(20.4)**	**866.9**
Provision for Income Taxes	135.9	12.7	(0.3)	4.0	152.3
Equity in Net Loss of Unconsolidated Affiliates	(1.7)				(1.7)
Net Income Attributable to Non-controlling Interests	(11.3)				(11.3)
Net Income Available to IPG Common Stockholders	$ 635.2	$ (50.4)	$ 0.4	$ (16.4)	$ 701.6
Weighted-Average Number of Common Shares Outstanding - Basic	385.0				385.0
Dilutive effect of stock options and restricted shares	1.8				1.8
Weighted-Average Number of Common Shares Outstanding - Diluted	386.8				386.8
Earnings per Share Available to IPG Common Stockholders[4,5]:					
Basic	$ 1.65	$ (0.13)	$ 0.00	$ (0.04)	$ 1.82
Diluted	$ 1.64	$ (0.13)	$ 0.00	$ (0.04)	$ 1.81

[1] Primarily relates to losses on complete dispositions of businesses and the classification of certain assets as held for sale, as well as a loss related to the sale of an equity investment.

[2] Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page A5 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.

[5] Basic and diluted earnings per share, both As Reported and Adjusted Results (Non-GAAP), includes a positive impact of $0.17 related to the settlement of U.S. Federal Income Tax Audits for the years 2017-2018.

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 September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue Before Billable Expenses	**$ 2,309.0**	**$ 2,296.2**	**$ 6,814.4**	**$ 6,898.9**
Non-GAAP Reconciliation:				
Net Income Available to IPG Common Stockholders	**$ 243.7**	**$ 251.8**	**$ 635.2**	**$ 640.8**
Add Back:				
Provision for Income Taxes	91.5	76.4	135.9	209.2
Subtract:				
Total (Expenses) and Other Income	(37.3)	(10.4)	(91.7)	(80.5)
Equity in Net (Loss) Income of Unconsolidated Affiliates	(2.3)	2.5	(1.7)	3.3
Net Income Attributable to Non-controlling Interests	(2.0)	(5.7)	(11.3)	(9.4)
Operating Income	**376.8**	**341.8**	**875.8**	**936.6**
Add Back:				
Amortization of Acquired Intangibles	21.0	20.2	63.1	62.6
Adjusted EBITA	**$ 397.8**	**$ 362.0**	**$ 938.9**	**$ 999.2**
Adjusted EBITA Margin on Revenue before Billable Expenses %	***17.2 %***	***15.8 %***	***13.8 %***	***14.5 %***
Restructuring Charges[1]	(0.6)	(5.8)	(0.7)	0.7
Adjusted EBITA before Restructuring Charges	**$ 397.2**	**$ 356.2**	**$ 938.2**	**$ 999.9**
Adjusted EBITA before Restructuring Charges Margin on Revenue before Billable Expenses %	***17.2 %***	***15.5 %***	***13.8 %***	***14.5 %***

[1] Net restructuring charges were $(0.6) for the third quarter of 2023 and $(0.7) for the nine months ended September 30, 2023, which represent adjustments to our 2022 and 2020 restructuring actions. Net restructuring charges of $(5.8) for the third quarter of 2022 and $0.7 for the nine months ended September 30, 2022, which 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 September 30, 2022				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges[1]	Net Gain on Business Dispositions[2]	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges[3]	$ 341.8	$ (20.2)	$ 5.8		$ 356.2
Total (Expenses) and Other Income[4]	(10.4)			$ 15.1	(25.5)
Income Before Income Taxes	**331.4**	**(20.2)**	**5.8**	**15.1**	**330.7**
Provision for Income Taxes	76.4	4.2	(1.8)	0.1	78.9
Equity in Net Income of Unconsolidated Affiliates	2.5				2.5
Net Income Attributable to Non-controlling Interests	(5.7)				(5.7)
Net Income Available to IPG Common Stockholders	$ 251.8	$ (16.0)	$ 4.0	$ 15.2	$ 248.6
Weighted-Average Number of Common Shares Outstanding - Basic	390.6				390.6
Dilutive effect of stock options and restricted shares	3.5				3.5
Weighted-Average Number of Common Shares Outstanding - Diluted	394.1				394.1
Earnings per Share Available to IPG Common Stockholders[5]:					
Basic	$ 0.64	$ (0.04)	$ 0.01	$ 0.04	$ 0.64
Diluted	$ 0.64	$ (0.04)	$ 0.01	$ 0.04	$ 0.63

[1] Restructuring charges of $(5.8) in the third 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.

[2] Primarily relates to a cash gain in the third quarter of 2022 related to the sale of an equity investment, as well as gains on 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 A5 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.

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)

	Nine Months Ended September 30, 2022				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges[1]	Net Losses on Business Dispositions[2]	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges[3]	$ 936.6	$ (62.6)	$ (0.7)		$ 999.9
Total (Expenses) and Other Income[4]	(80.5)			$ 4.5	(85.0)
Income Before Income Taxes	**856.1**	**(62.6)**	**(0.7)**	**4.5**	**914.9**
Provision for Income Taxes	209.2	12.7	(0.2)	0.1	221.8
Equity in Net Income of Unconsolidated Affiliates	3.3				3.3
Net Income Attributable to Non-controlling Interests	(9.4)				(9.4)
Net Income Available to IPG Common Stockholders	$ 640.8	$ (49.9)	$ (0.9)	$ 4.6	$ 687.0
Weighted-Average Number of Common Shares Outstanding - Basic	392.7				392.7
Dilutive effect of stock options and restricted shares	3.5				3.5
Weighted-Average Number of Common Shares Outstanding - Diluted	396.2				396.2
Earnings per Share Available to IPG Common Stockholders[5]:					
Basic	$ 1.63	$ (0.13)	$ 0.00	$ 0.01	$ 1.75
Diluted	$ 1.62	$ (0.13)	$ 0.00	$ 0.01	$ 1.73

[1] Restructuring charges of $0.7 in the first nine months 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.

[2] Primarily includes a cash gain in the first nine months of 2022 related to the sale of an equity investment, partially offset by a non-cash loss related to the deconsolidation of a previously consolidated subsidiary in which we maintain an equity investment, as well as losses on 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 A5 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.

THIRD QUARTER 2023
EARNINGS CONFERENCE CALL

Interpublic Group
October 20, 2023

Overview — Third Quarter 2023

- Total revenue including billable expenses was $2.7 billion
  - Organic change of revenue before billable expenses (“net revenue”) was -0.4%
  - US organic change was -1.2%
  - International organic change was +1.1%
- Net income as reported was $243.7 million
- Adjusted EBITA before restructuring charges was $397.2 million, with 17.2% margin on revenue before billable expenses
- Diluted EPS was $0.63 as reported and $0.70 as adjusted
- Repurchased 2.6 million shares returning $91.0 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 pages 19-20 and adjusted results on pages 21-22 and 26-27.

Operating Performance

	Three Months Ended September 30,	
	2023	2022
Revenue Before Billable Expenses	**$ 2,309.0**	**$ 2,296.2**
Billable Expenses	369.5	341.5
Total Revenue	**2,678.5**	**2,637.7**
Salaries and Related Expenses	1,531.1	1,546.8
Office and Other Direct Expenses	318.8	327.9
Billable Expenses	369.5	341.5
Cost of Services	**2,219.4**	**2,216.2**
Selling, General and Administrative Expenses	16.9	18.5
Depreciation and Amortization	66.0	67.0
Restructuring Charges	(0.6)	(5.8)
Total Operating Expenses	**2,301.7**	**2,295.9**
Operating Income	**376.8**	**341.8**
Interest Expense, Net	(23.6)	(27.9)
Other (Expense) Income, Net	(13.7)	17.5
Income Before Income Taxes	**339.5**	**331.4**
Provision for Income Taxes	91.5	76.4
Equity in Net (Loss) Income of Unconsolidated Affiliates	(2.3)	2.5
Net Income	**245.7**	**257.5**
Net Income Attributable to Non-controlling Interests	(2.0)	(5.7)
Net Income Available to IPG Common Stockholders	**$ 243.7**	**$ 251.8**
Earnings per Share Available to IPG Common Stockholders - Basic	$ 0.64	$ 0.64
Earnings per Share Available to IPG Common Stockholders - Diluted	$ 0.63	$ 0.64
Weighted-Average Number of Common Shares Outstanding - Basic	383.6	390.6
Weighted-Average Number of Common Shares Outstanding - Diluted	385.5	394.1
Dividends Declared per Common Share	$ 0.310	$ 0.290

($ in Millions, except per share amounts)

Revenue Before Billable Expenses[1]

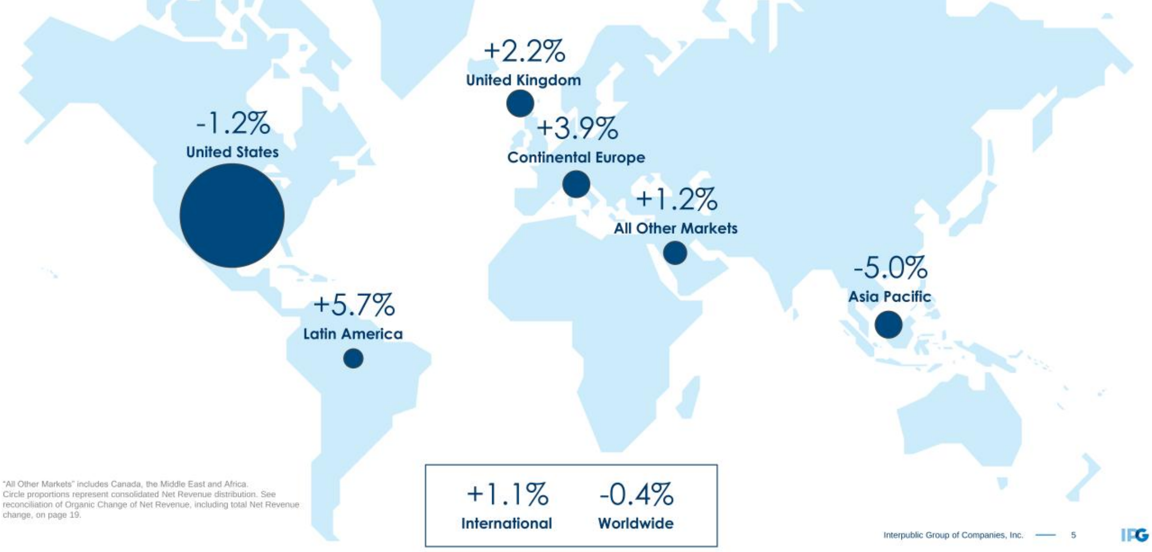
	Three Months Ended $	Three Months Ended % Change	Nine Months Ended $	Nine Months Ended % Change
September 30, 2022	**$ 2,296.2**		**$ 6,898.9**	
Foreign currency	15.0	0.7%	(60.7)	(0.8%)
Net acquisitions/(divestitures)	8.0	0.3%	29.7	0.4%
Organic	(10.2)	(0.4%)	(53.5)	(0.8%)
Total change	**12.8**	**0.6%**	**(84.5)**	**(1.2%)**
September 30, 2023	**$ 2,309.0**		**$ 6,814.4**	

	Three Months Ended September 30,				Nine Months Ended September 30,			
			Change				Change	
	2023	2022 (2)	Organic	Total	2023	2022 (2)	Organic	Total
Media, Data & Engagement Solutions	$ 1,054.4	$ 1,024.2	0.5%	2.9%	$ 3,070.7	$ 3,063.2	(0.6%)	0.2%
IPG Mediabrands, Acxiom, and our digital and commerce specialist agencies, which include MRM, R/GA, and Huge								
Integrated Advertising & Creativity Led Solutions	$ 883.3	$ 927.1	(4.1%)	(4.7%)	$ 2,672.6	$ 2,805.8	(2.9%)	(4.7%)
McCann Worldgroup, IPG Health, MullenLowe Group, Foote, Cone & Belding ("FCB"), and our domestic integrated agencies								
Specialized Communications & Experiential Solutions	$ 371.3	$ 344.9	6.5%	7.7%	$ 1,071.1	$ 1,029.9	4.5%	4.0%
Weber Shandwick, Golin, our sports, entertainment and experiential agencies, and DXTRA Health								

(1) "Net Revenue".
(2) Results for the three and nine months ended September 30, 2022 have been recast to reflect the transfer of certain agencies between reportable segments.
See reconciliation of Organic Change of Net Revenue change on pages 19-20.
Note: Revenue Before Billable Expenses was previously referred to as Net Revenue.
($ in Millions)

Organic Change of Net Revenue by Region

Three Months Ended September 30, 2023

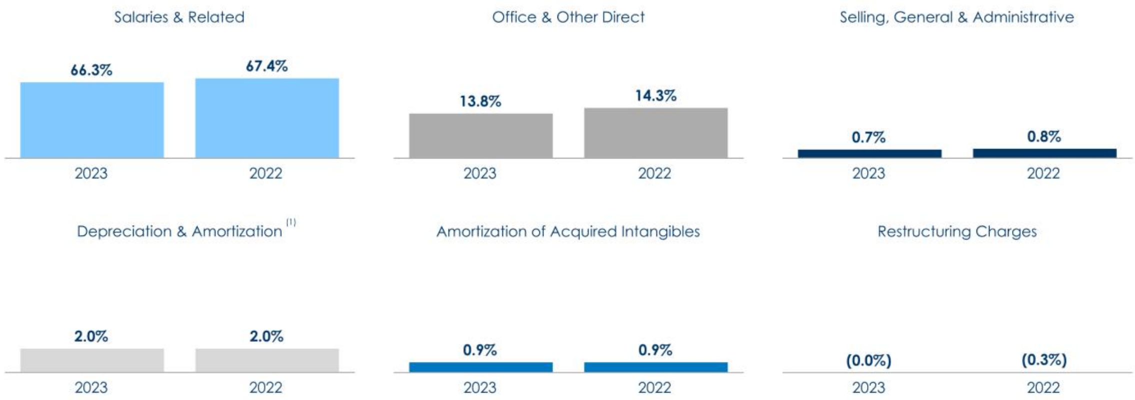


+1.1%	-0.4%
International	**Worldwide**

"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 19.

Operating Expenses % of Revenue Before Billable Expenses

Three Months Ended September 30



(1) Excludes amortization of acquired intangibles.

Adjusted Diluted Earnings Per Share

	Three Months Ended September 30, 2023				
	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]	**$ 376.8**	**$ (21.0)**	**$ 0.6**		**$ 397.2**
Total (Expenses) and Other Income [4]	(37.3)			$ (12.1)	(25.2)
Income Before Income Taxes	**339.5**	**(21.0)**	**0.6**	**(12.1)**	**372.0**
Provision for Income Taxes	91.5	4.3	(0.2)	2.6	98.2
Effective Tax Rate	*27.0 %*				*26.4 %*
Equity in Net Loss of Unconsolidated Affiliates	(2.3)				(2.3)
Net Income Attributable to Non-controlling Interests	(2.0)				(2.0)
DILUTED EPS COMPONENTS:					
Net Income Available to IPG Common Stockholders	**$ 243.7**	**$ (16.7)**	**$ 0.4**	**$ (9.5)**	**$ 269.5**
Weighted-Average Number of Common Shares Outstanding	385.5				385.5
Earnings per Share Available to IPG Common Stockholders [5]	**$ 0.63**	**$ (0.04)**	**$ 0.00**	**$ (0.02)**	**$ 0.70**

(1) Restructuring charges of ($0.6) in the third quarter of 2023 represent adjustments to our restructuring actions taken in Q4 2022, as well as adjustments to the actions taken in 2020.
(2) Primarily relates to 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 23.
(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.
See full non-GAAP reconciliation of adjusted diluted earnings per share on page 21.

($ in Millions, except per share amounts)

IPG

Adjusted Diluted Earnings Per Share

	Nine Months Ended September 30, 2023				
	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]	**$ 875.8**	**$ (63.1)**	**$ 0.7**		**$ 938.2**
Total (Expenses) and Other Income [4]	(91.7)			$ (20.4)	(71.3)
Income Before Income Taxes	**784.1**	**(63.1)**	**0.7**	**(20.4)**	**866.9**
Provision for Income Taxes	135.9	12.7	(0.3)	4.0	152.3
Effective Tax Rate	*17.3 %*				*17.6 %*
Equity in Net Loss of Unconsolidated Affiliates	(1.7)				(1.7)
Net Income Attributable to Non-controlling Interests	(11.3)				(11.3)
DILUTED EPS COMPONENTS:					
Net Income Available to IPG Common Stockholders	**$ 635.2**	**$ (50.4)**	**$ 0.4**	**$ (16.4)**	**$ 701.6**
Weighted-Average Number of Common Shares Outstanding	386.8				386.8
Earnings per Share Available to IPG Common Stockholders [5][6]	**$ 1.64**	**$ (0.13)**	**$ 0.00**	**$ (0.04)**	**$ 1.81**

[1] Restructuring charges of ($0.7) in the first nine months of 2023 represent adjustments to our restructuring actions taken in Q4 2022, as well as adjustments to the actions taken in 2020.
[2] Primarily relates to losses on complete dispositions of businesses and the classification of certain assets as held for sale, as well as a loss related to the sale of an equity investment.
[3] Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page 23.
[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.
[6] Basic and diluted earnings per share, both As Reported and Adjusted Results (Non-GAAP), include a positive impact of $0.17 related to the settlement of U.S. Federal Income Tax Audits for the years 2017-2018.
See full non-GAAP reconciliation of adjusted diluted earnings per share on page 22.

($ in Millions, except per share amounts)

Cash Flow

		Three Months Ended September 30, 2023	2022
Net Income		**$ 245.7**	**$ 257.5**
OPERATING ACTIVITIES:	Depreciation & amortization	78.4	80.5
	Deferred taxes	23.5	26.1
	Net losses (gains) on sales of businesses	12.1	(3.1)
	Other non-cash items	6.2	(18.0)
	Change in working capital, net	(122.7)	(276.1)
	Change in other non-current assets & liabilities	(0.5)	(1.3)
	Net cash provided by Operating Activities	**242.7**	**65.6**
INVESTING ACTIVITIES:	Capital expenditures	(47.8)	(46.2)
	Other investing activities	(0.8)	9.8
	Net cash used in Investing Activities	**(48.6)**	**(36.4)**
FINANCING ACTIVITIES:	Common stock dividends	(118.6)	(113.0)
	Repurchases of common stock	(91.0)	(73.7)
	Net decrease in short-term borrowings	(7.0)	(15.7)
	Distributions to noncontrolling interests	(5.2)	(4.4)
	Acquisition-related payments	(2.7)	(2.4)
	Tax payments for employee shares withheld	(0.4)	(0.3)
	Other financing activities	(0.6)	(0.3)
	Net cash used in Financing Activities	**(225.5)**	**(209.8)**
Currency effect		(21.3)	(30.4)
Net decrease in cash, cash equivalents and restricted cash		**$ (52.7)**	**$ (211.0)**

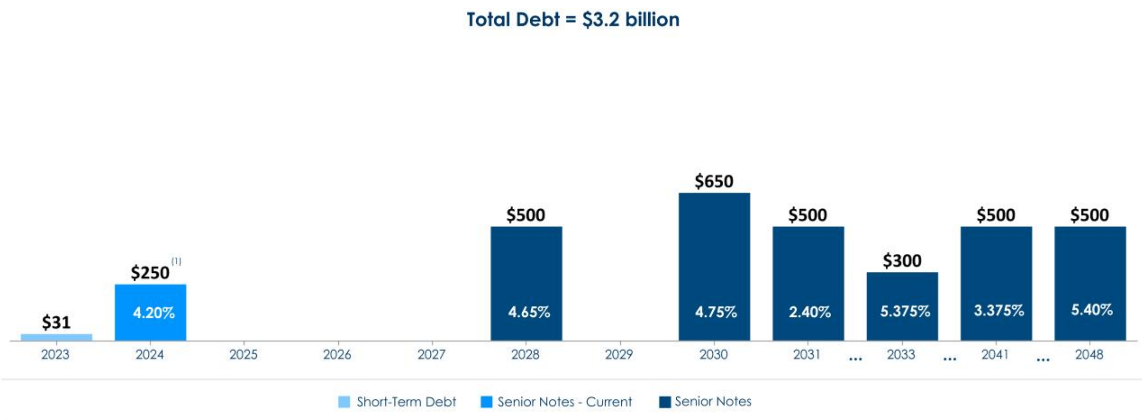
($ in Millions)

Balance Sheet — Current Portion

		September 30, 2023	December 31, 2022	September 30, 2022
CURRENT ASSETS:	Cash and cash equivalents	$ 1,574.9	$ 2,545.3	$ 1,768.3
	Accounts receivable, net	4,046.9	5,316.0	4,121.1
	Accounts receivable, billable to clients	2,417.4	2,023.0	2,158.0
	Marketable securities	101.8	1.1	0.7
	Prepaid expenses	420.7	354.1	396.2
	Assets held for sale	9.9	5.9	16.2
	Other current assets	73.8	79.8	74.4
	Total current assets	**$ 8,645.4**	**$ 10,325.2**	**$ 8,534.9**
CURRENT LIABILITIES:	Accounts payable	$ 6,448.4	$ 8,235.3	$ 6,535.6
	Accrued liabilities	632.3	787.1	669.3
	Contract liabilities	688.4	680.0	659.8
	Short-term borrowings	31.0	44.3	55.8
	Current portion of long-term debt	250.0	0.6	0.6
	Current portion of operating leases	248.7	235.9	237.8
	Liabilities held for sale	27.4	—	10.3
	Total current liabilities	**$ 8,326.2**	**$ 9,983.2**	**$ 8,169.2**

($ in Millions)

Debt Maturity Schedule



(1) Senior Notes due on April 15, 2024.
($ in Millions)

Summary

- Focus on driving growth and building on our long-term performance
  - Strength in media and health care
  - Exceptional talent
  - Data capabilities at scale
  - Strong and innovative marketing services capabilities
  - 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

Operating Performance

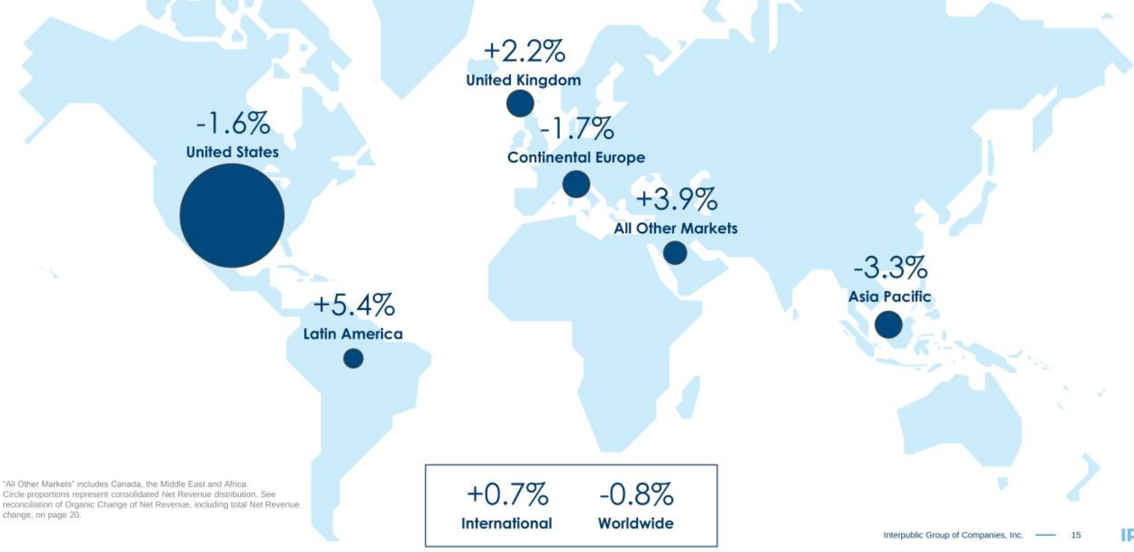
	Nine Months Ended September 30, 2023		Nine Months Ended September 30, 2022	
		2023		2022
Revenue Before Billable Expenses	$	**6,814.4**	$	**6,898.9**
Billable Expenses		1,051.6		1,043.0
Total Revenue		**7,866.0**		**7,941.9**
Salaries and Related Expenses		4,707.0		4,701.4
Office and Other Direct Expenses		989.6		1,001.1
Billable Expenses		1,051.6		1,043.0
Cost of Services		**6,748.2**		**6,745.5**
Selling, General and Administrative Expenses		43.7		57.2
Depreciation and Amortization		199.0		201.9
Restructuring Charges		(0.7)		0.7
Total Operating Expenses		**6,990.2**		**7,005.3**
Operating Income		**875.8**		**936.6**
Interest Expense, Net		(66.9)		(87.3)
Other (Expense) Income, Net		(24.8)		6.8
Income Before Income Taxes		**784.1**		**856.1**
Provision for Income Taxes [1]		135.9		209.2
Equity in Net (Loss) Income of Unconsolidated Affiliates		(1.7)		3.3
Net Income		**646.5**		**650.2**
Net Income Attributable to Non-controlling Interests		(11.3)		(9.4)
Net Income Available to IPG Common Stockholders	$	**635.2**	$	**640.8**
Earnings per Share Available to IPG Common Stockholders - Basic	$	1.65	$	1.63
Earnings per Share Available to IPG Common Stockholders - Diluted	$	1.64	$	1.62
Weighted-Average Number of Common Shares Outstanding - Basic		385.0		392.7
Weighted-Average Number of Common Shares Outstanding - Diluted		386.8		396.2
Dividends Declared per Common Share	$	0.930	$	0.870

[1] The provision for income taxes for the nine months ended September 30, 2023 includes a benefit of $64.2 related to the settlement of U.S. Federal Income Tax Audits for the years 2017-2018, which is primarily non cash.

($ in Millions, except per share amounts)

Organic Change of Net Revenue by Region

Nine Months Ended September 30, 2023

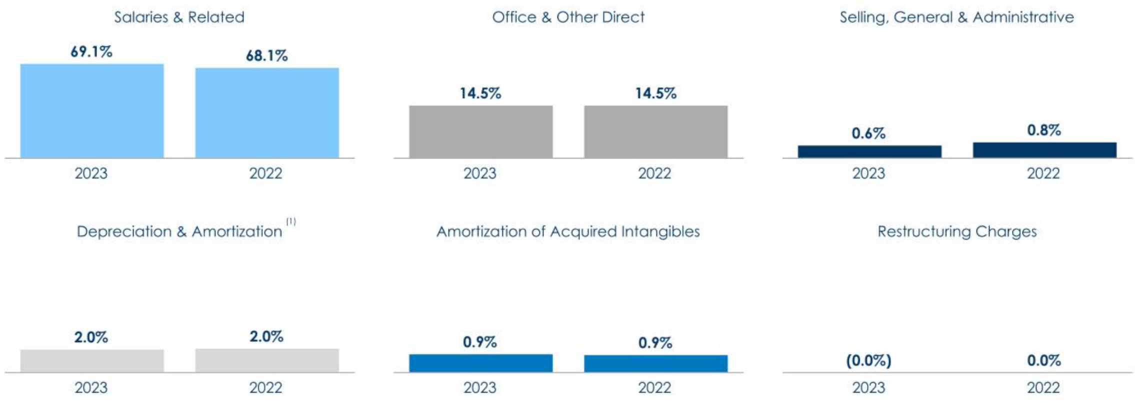


"All Other Markets" includes Canada, the Middle East and Africa.
Circle proportions represent consolidated Net Revenue distribution. See reconciliation of Organic Change of Net Revenue, including total Net Revenue change, on page 20.

+0.7%	-0.8%
International	Worldwide

Operating Expenses % of Revenue Before Billable Expenses

Nine Months Ended September 30



[1] Excludes amortization of acquired intangibles.

Cash Flow

		Nine Months Ended September 30,	
		2023	2022
Net Income		**$ 646.5**	**$ 650.2**
OPERATING ACTIVITIES:	Deferred taxes	(5.5)	26.0
	Net losses on sales of businesses	18.9	4.0
	Other non-cash items	22.8	(4.7)
	Depreciation & amortization	236.7	242.1
	Change in working capital, net	(1,099.1)	(1,523.6)
	Change in other non-current assets & liabilities	(160.4)	(52.8)
	Net cash used in Operating Activities	**(340.1)**	**(658.8)**
INVESTING ACTIVITIES:	Capital expenditures	(127.1)	(118.5)
	Purchase of short-term marketable securities	(97.6)	—
	Acquisitions, net of cash acquired	(6.3)	—
	Deconsolidation of a subsidiary	—	(20.4)
	Net proceeds from investments	21.7	2.6
	Other investing activities	5.0	10.1
	Net cash used in Investing Activities	**(204.3)**	**(126.2)**
FINANCING ACTIVITIES:	Common stock dividends	(361.2)	(345.1)
	Repurchases of common stock	(219.0)	(221.6)
	Tax payments for employee shares withheld	(58.4)	(39.9)
	Net decrease in short-term borrowings	(18.0)	(27.8)
	Distributions to noncontrolling interests	(13.7)	(9.6)
	Acquisition-related payments	(12.8)	(8.4)
	Proceeds from long-term debt	296.3	—
	Other financing activities	(3.2)	(0.5)
	Net cash used in Financing Activities	**(390.0)**	**(652.9)**
Currency effect		(35.0)	(59.2)
Net decrease in cash, cash equivalents and restricted cash		**$ (969.4)**	**$ (1,497.1)**

($ in Millions)

Depreciation and Amortization

	2023				
	Q1	Q2	Q3	Q4	YTD 2023
Depreciation and amortization [1]	$ 45.6	$ 45.3	$ 45.0		**$ 135.9**
Amortization of acquired intangibles	20.9	21.2	21.0		**63.1**
Amortization of restricted stock and other non-cash compensation	11.1	12.8	12.1		**36.0**
Net amortization of bond discounts and deferred financing costs	0.7	0.7	0.3		**1.7**

	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 September 30, 2022 [1]	Components of Change: Foreign Currency	Components of Change: Net Acquisitions / (Divestitures)	Components of Change: Organic	Three Months Ended September 30, 2023	Change: Organic	Change: Total
SEGMENT:	Media, Data & Engagement Solutions [2]	$ 1,024.2	$ 7.3	$ 17.9	$ 5.0	$ 1,054.4	0.5%	2.9%
	Integrated Advertising & Creativity Led Solutions [3]	927.1	3.8	(9.9)	(37.7)	883.3	(4.1%)	(4.7%)
	Specialized Communications & Experiential Solutions [4]	344.9	3.9	—	22.5	371.3	6.5%	7.7%
	Total	**$ 2,296.2**	**$ 15.0**	**$ 8.0**	**$ (10.2)**	**$ 2,309.0**	**(0.4%)**	**0.6%**
GEOGRAPHIC:	**United States**	**$ 1,523.0**	**$ —**	**$ 5.6**	**$ (18.7)**	**$ 1,509.9**	**(1.2%)**	**(0.9%)**
	International	**773.2**	**15.0**	**2.4**	**8.5**	**799.1**	**1.1%**	**3.3%**
	United Kingdom	176.5	12.7	—	3.8	193.0	2.2%	9.3%
	Continental Europe	160.1	12.0	—	6.2	178.3	3.9%	11.4%
	Asia Pacific	187.1	(4.6)	2.1	(9.3)	175.3	(5.0%)	(6.3%)
	Latin America	107.4	1.3	—	6.1	114.8	5.7%	6.9%
	All Other Markets	142.1	(6.4)	0.3	1.7	137.7	1.2%	(3.1%)
	Worldwide	**$ 2,296.2**	**$ 15.0**	**$ 8.0**	**$ (10.2)**	**$ 2,309.0**	**(0.4%)**	**0.6%**

[1] Results for the three months ended September 30, 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 Organic Change of Net Revenue

		Nine Months Ended September 30, 2022 [1]	Components of Change: Foreign Currency	Components of Change: Net Acquisitions / (Divestitures)	Components of Change: Organic	Nine Months Ended September 30, 2023	Change: Organic	Change: Total
SEGMENT:	Media, Data & Engagement Solutions [2]	$ 3,063.2	$ (28.7)	$ 54.0	$ (17.8)	$ 3,070.7	(0.6%)	0.2%
	Integrated Advertising & Creativity Led Solutions [3]	2,805.8	(26.5)	(24.3)	(82.4)	2,672.6	(2.9%)	(4.7%)
	Specialized Communications & Experiential Solutions [4]	1,029.9	(5.5)	—	46.7	1,071.1	4.5%	4.0%
	Total	**$ 6,898.9**	**$ (60.7)**	**$ 29.7**	**$ (53.5)**	**$ 6,814.4**	**(0.8%)**	**(1.2%)**
GEOGRAPHIC:	**United States**	**$ 4,548.0**	**$ —**	**$ 35.1**	**$ (70.8)**	**$ 4,512.3**	**(1.6%)**	**(0.8%)**
	International	**2,350.9**	**(60.7)**	**(5.4)**	**17.3**	**2,302.1**	**0.7%**	**(2.1%)**
	United Kingdom	543.7	(7.8)	—	12.2	548.1	2.2%	0.8%
	Continental Europe	539.2	4.7	—	(9.4)	534.5	(1.7%)	(0.9%)
	Asia Pacific	549.5	(24.0)	4.2	(17.9)	511.8	(3.3%)	(6.9%)
	Latin America	297.0	(9.6)	(1.4)	15.9	301.9	5.4%	1.6%
	All Other Markets	421.5	(24.0)	(8.2)	16.5	405.8	3.9%	(3.7%)
	Worldwide	**$ 6,898.9**	**$ (60.7)**	**$ 29.7**	**$ (53.5)**	**$ 6,814.4**	**(0.8%)**	**(1.2%)**

(1) Results for the nine months ended September 30, 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 September 30, 2023				
	As Reported	**Amortization of Acquired Intangibles**	**Restructuring Charges [2]**	**Net Losses on Sales of Businesses [3]**	**Adjusted Results (Non-GAAP)**
Operating Income and Adjusted EBITA before Restructuring Charges [4]	**$ 376.8**	**$ (21.0)**	**$ 0.6**		**$ 397.2**
Total (Expenses) and Other Income [5]	(37.3)			$ (12.1)	(25.2)
Income Before Income Taxes	**339.5**	**(21.0)**	**0.6**	**(12.1)**	**372.0**
Provision for Income Taxes	91.5	4.3	(0.2)	2.6	98.2
Effective Tax Rate	*27.0 %*				*26.4 %*
Equity in Net Loss of Unconsolidated Affiliates	(2.3)				(2.3)
Net Income Attributable to Non-controlling Interests	(2.0)				(2.0)
Net Income Available to IPG Common Stockholders	**$ 243.7**	**$ (16.7)**	**$ 0.4**	**$ (9.5)**	**$ 269.5**
Weighted-Average Number of Common Shares Outstanding - Basic	**383.6**				**383.6**
Dilutive effect of stock options and restricted shares	1.9				1.9
Weighted-Average Number of Common Shares Outstanding - Diluted	**385.5**				**385.5**
Earnings per Share Available to IPG Common Stockholders [6]:					
Basic	$ 0.64	$ (0.04)	$ 0.00	$ (0.02)	$ 0.70
Diluted	$ 0.63	$ (0.04)	$ 0.00	$ (0.02)	$ 0.70

(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 ($0.6) in the third quarter of 2023 represent adjustments to our restructuring actions taken in Q4 2022, as well as adjustments to the actions taken in 2020.
(3) Primarily relates to losses on complete dispositions of businesses and the classification of certain assets as held for sale.
(4) Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page 23.
(5) Consists of non-operating expenses including interest expense, interest income, and other expense, net.
(6) Earnings per share amounts calculated on an unrounded basis.

($ in Millions, except per share amounts)

Reconciliation of Adjusted Results[1]

	Nine Months Ended September 30, 2023				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges [2]	Net Losses on Sales of Businesses [3]	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges [4]	**$ 875.8**	**$ (63.1)**	**$ 0.7**		**$ 938.2**
Total (Expenses) and Other Income [5]	(91.7)			$ (20.4)	(71.3)
Income Before Income Taxes	**784.1**	**(63.1)**	**0.7**	**(20.4)**	**866.9**
Provision for Income Taxes	135.9	12.7	(0.3)	4.0	152.3
Effective Tax Rate	*17.3 %*				*17.6 %*
Equity in Net Loss of Unconsolidated Affiliates	(1.7)				(1.7)
Net Income Attributable to Non-controlling Interests	(11.3)				(11.3)
Net Income Available to IPG Common Stockholders	**$ 635.2**	**$ (50.4)**	**$ 0.4**	**$ (16.4)**	**$ 701.6**
Weighted-Average Number of Common Shares Outstanding - Basic	**385.0**				**385.0**
Dilutive effect of stock options and restricted shares	1.8				1.8
Weighted-Average Number of Common Shares Outstanding - Diluted	**386.8**				**386.8**
Earnings per Share Available to IPG Common Stockholders [6][7]:					
Basic	$ 1.65	$ (0.13)	$ 0.00	$ (0.04)	$ 1.82
Diluted	$ 1.64	$ (0.13)	$ 0.00	$ (0.04)	$ 1.81

[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 ($0.7) in the first nine months of 2023 represent adjustments to our restructuring actions taken in Q4 2022, as well as adjustments to the actions taken in 2020.
[3] Primarily relates to losses on complete dispositions of businesses and the classification of certain assets as held for sale, as well as a loss related to the sale of an equity investment.
[4] Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page 23.
[5] Consists of non-operating expenses including interest expense, interest income, and other expense, net.
[6] Earnings per share amounts calculated on an unrounded basis.
[7] Basic and diluted earnings per share, both As Reported and Adjusted Results (Non-GAAP), include a positive impact of $0.17 related to the settlement of U.S. Federal Income Tax Audits for the years 2017-2018.

($ in Millions, except per share amounts)

Reconciliation of Adjusted EBITA[1]

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue Before Billable Expenses	$ 2,309.0	$ 2,296.2	$ 6,814.4	$ 6,898.9
Non-GAAP Reconciliation:				
Net Income Available to IPG Common Stockholders	$ 243.7	$ 251.8	$ 635.2	$ 640.8
Add Back:				
Provision for Income Taxes	91.5	76.4	135.9	209.2
Subtract:				
Total (Expenses) and Other Income	(37.3)	(10.4)	(91.7)	(80.5)
Equity in Net (Loss) Income of Unconsolidated Affiliates	(2.3)	2.5	(1.7)	3.3
Net Income Attributable to Non-controlling Interests	(2.0)	(5.7)	(11.3)	(9.4)
Operating Income	$ 376.8	$ 341.8	$ 875.8	$ 936.6
Add Back:				
Amortization of Acquired Intangibles	21.0	20.2	63.1	62.6
Adjusted EBITA	$ 397.8	$ 362.0	$ 938.9	$ 999.2
Adjusted EBITA Margin on Revenue Before Billable Expenses %	17.2 %	15.8 %	13.8 %	14.5 %
Restructuring Charges [2]	(0.6)	(5.8)	(0.7)	0.7
Adjusted EBITA before Restructuring Charges	$ 397.2	$ 356.2	$ 938.2	$ 999.9
Adjusted EBITA before Restructuring Charges Margin on Revenue Before Billable Expenses %	17.2 %	15.5 %	13.8 %	14.5 %

[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 ($0.6) and ($0.7) in the third quarter and first nine months of 2023, respectively, represent adjustments to our restructuring actions taken in Q4 2022, as well as adjustments to the actions taken in 2020. Restructuring charges of ($5.8) and $0.7 in the third quarter and first nine months of 2022 were related to adjustments to our restructuring actions taken in 2020.
($ 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 September 30,		Three Months Ended September 30,		Three Months Ended September 30,		Three Months Ended September 30,		Three Months Ended September 30,	
	2023	2022 [6]	2023	2022 [6]	2023	2022 [6]	2023	2022 [6]	2023	2022 [6]
Revenue Before Billable Expenses	**$ 1,054.4**	**$ 1,024.2**	**$ 883.3**	**$ 927.1**	**$ 371.3**	**$ 344.9**			**$ 2,309.0**	**$ 2,296.2**
Segment/Adjusted EBITA	$ 208.0	$ 170.3	$ 130.4	$ 147.9	$ 77.7	$ 63.8	$ (18.3)	$ (20.0)	$ 397.8	$ 362.0
Restructuring Charges [7]	(0.1)	—	(0.5)	—	(0.2)	(5.8)	0.2	—	(0.6)	(5.8)
Segment/Adjusted EBITA before Restructuring Charges	**$ 207.9**	**$ 170.3**	**$ 129.9**	**$ 147.9**	**$ 77.5**	**$ 58.0**	**$ (18.1)**	**$ (20.0)**	**$ 397.2**	**$ 356.2**
Margin (%) of Revenue Before Billable Expenses	*19.7 %*	*16.6 %*	*14.7 %*	*16.0 %*	*20.9 %*	*16.8 %*			*17.2 %*	*15.5 %*

(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 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, Foote, Cone & Belding ("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 September 30, 2022 have been recast to reflect the transfer of certain agencies between reportable segments.
(7) Restructuring charges of ($0.6) in the third 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 ($5.8) in the third 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]	
	Nine Months Ended September 30,		Nine Months Ended September 30,		Nine Months Ended September 30,		Nine Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022 [6]	2023	2022 [6]	2023	2022 [6]	2023	2022 [6]	2023	2022 [6]
Revenue Before Billable Expenses	**$ 3,070.7**	**$ 3,063.2**	**$ 2,672.6**	**$ 2,805.8**	**$ 1,071.1**	**$ 1,029.9**			**$ 6,814.4**	**$ 6,898.9**
Segment/Adjusted EBITA	$ 430.4	$ 451.0	$ 361.5	$ 430.8	$ 194.2	$ 179.3	$ (47.2)	$ (61.9)	$ 938.9	$ 999.2
Restructuring Charges [7]	(1.3)	(0.1)	(0.2)	6.1	0.7	(5.4)	0.1	0.1	(0.7)	0.7
Segment/Adjusted EBITA before Restructuring Charges	**$ 429.1**	**$ 450.9**	**$ 361.3**	**$ 436.9**	**$ 194.9**	**$ 173.9**	**$ (47.1)**	**$ (61.8)**	**$ 938.2**	**$ 999.9**
Margin (%) of Revenue Before Billable Expenses	*14.0 %*	*14.7 %*	*13.5 %*	*15.6 %*	*18.2 %*	*16.9 %*			*13.8 %*	*14.5 %*

[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 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, Foote, Cone & Belding ("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 nine months ended September 30, 2022 have been recast to reflect the transfer of certain agencies between reportable segments.
[7] Restructuring charges of ($0.7) in the first nine months 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 $0.7 in the first nine months of 2022 were related to adjustments to our restructuring actions taken in 2020.

($ in Millions)

Reconciliation of Adjusted Results [1]

	Three Months Ended September 30, 2022				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges [2]	Net Gain on Business Dispositions [3]	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges [4]	**$ 341.8**	**$ (20.2)**	**$ 5.8**		**$ 356.2**
Total (Expenses) and Other Income [5]	(10.4)			$ 15.1	(25.5)
Income Before Income Taxes	**331.4**	**(20.2)**	**5.8**	**15.1**	**330.7**
Provision for Income Taxes	76.4	4.2	(1.8)	0.1	78.9
Effective Tax Rate	*23.1 %*				*23.9 %*
Equity in Net Income of Unconsolidated Affiliates	2.5				2.5
Net Income Attributable to Non-controlling Interests	(5.7)				(5.7)
Net Income Available to IPG Common Stockholders	**$ 251.8**	**$ (16.0)**	**$ 4.0**	**$ 15.2**	**$ 248.6**
Weighted-Average Number of Common Shares Outstanding - Basic	**390.6**				**390.6**
Dilutive effect of stock options and restricted shares	3.5				3.5
Weighted-Average Number of Common Shares Outstanding - Diluted	**394.1**				**394.1**
Earnings per Share Available to IPG Common Stockholders [6]:					
Basic	$ 0.64	$ (0.04)	$ 0.01	$ 0.04	$ 0.64
Diluted	$ 0.64	$ (0.04)	$ 0.01	$ 0.04	$ 0.63

[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 ($5.8) in the third 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] Primarily relates to a cash gain in the third quarter of 2022 related to the sale of an equity investment, as well as gains on dispositions of businesses and the classification of certain assets as held for sale.
[4] Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page 23.
[5] Consists of non-operating expenses including interest expense, interest income, and other expense, net.
[6] Earnings per share amounts calculated on an unrounded basis.

($ in Millions, except per share amounts)

Reconciliation of Adjusted Results[1]

	Nine Months Ended September 30, 2022				
	As Reported	Amortization of Acquired Intangibles	Restructuring Charges [2]	Net Losses on Business Dispositions [3]	Adjusted Results (Non-GAAP)
Operating Income and Adjusted EBITA before Restructuring Charges [4]	**$ 936.6**	**$ (62.6)**	**$ (0.7)**		**$ 999.9**
Total (Expenses) and Other Income [5]	(80.5)			$ 4.5	(85.0)
Income Before Income Taxes	**856.1**	**(62.6)**	**(0.7)**	**4.5**	**914.9**
Provision for Income Taxes	209.2	12.7	(0.2)	0.1	221.8
Effective Tax Rate	*24.4 %*				*24.2 %*
Equity in Net Income of Unconsolidated Affiliates	3.3				3.3
Net Income Attributable to Non-controlling Interests	(9.4)				(9.4)
Net Income Available to IPG Common Stockholders	**$ 640.8**	**$ (49.9)**	**$ (0.9)**	**$ 4.6**	**$ 687.0**
Weighted-Average Number of Common Shares Outstanding - Basic	**392.7**				**392.7**
Dilutive effect of stock options and restricted shares	3.5				3.5
Weighted-Average Number of Common Shares Outstanding - Diluted	**396.2**				**396.2**
Earnings per Share Available to IPG Common Stockholders [6]:					
Basic	$ 1.63	$ (0.13)	$ 0.00	$ 0.01	$ 1.75
Diluted	$ 1.62	$ (0.13)	$ 0.00	$ 0.01	$ 1.73

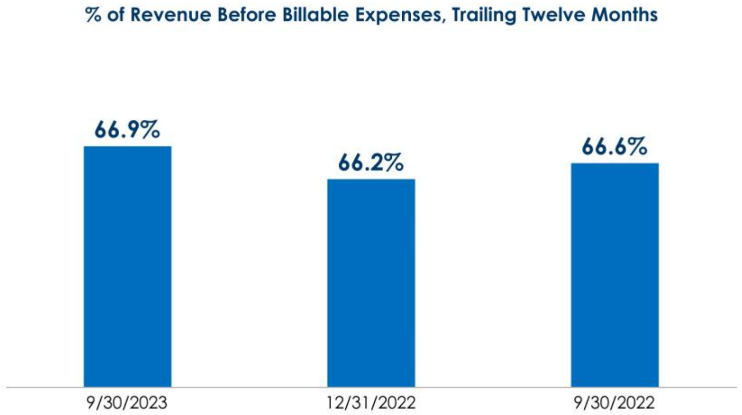
(1) The table reconciles our reported results to our adjusted non-GAAP results. Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.
(2) Restructuring charges of $0.7 in the first nine months of 2022 were related to adjustments to our restructuring actions taken in 2020, which were designed to reduce our operating expenses structurally and permanently relative to revenue and to accelerate the transformation of our business.
(3) Primarily includes a cash gain in the first nine months of 2022 related to the sale of an equity investment, partially offset by a non-cash loss related to the deconsolidation of a previously consolidated subsidiary in which we maintain an equity investment, as well as losses on dispositions of businesses and the classification of certain assets as held for sale.
(4) Refer to non-GAAP reconciliation of Adjusted EBITA before Restructuring Charges on page 23.
(5) Consists of non-operating expenses including interest expense, interest income, and other expense, net.
(6) Earnings per share amounts calculated on an unrounded basis.
($ in Millions, except per share amounts)

Metrics Update

Metrics Update

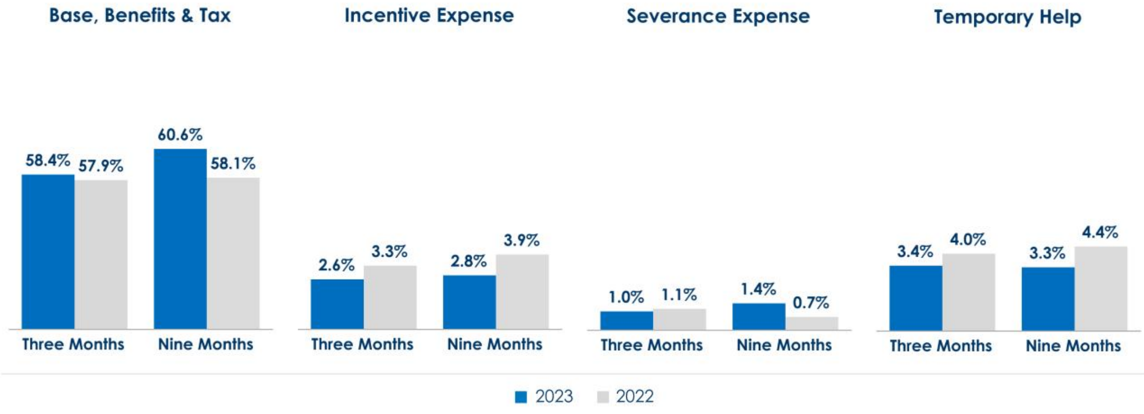
CATEGORY:	SALARIES & RELATED (% of Revenue Before Billable Expenses)	OFFICE & OTHER DIRECT (% of Revenue Before Billable Expenses)	FINANCIAL
METRIC:	Trailing Twelve Months	Trailing Twelve Months	Available Liquidity
	Base, Benefits & Tax	Occupancy Expense	Credit Facility Covenant
	Incentive Expense	All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

Salaries & Related Expenses



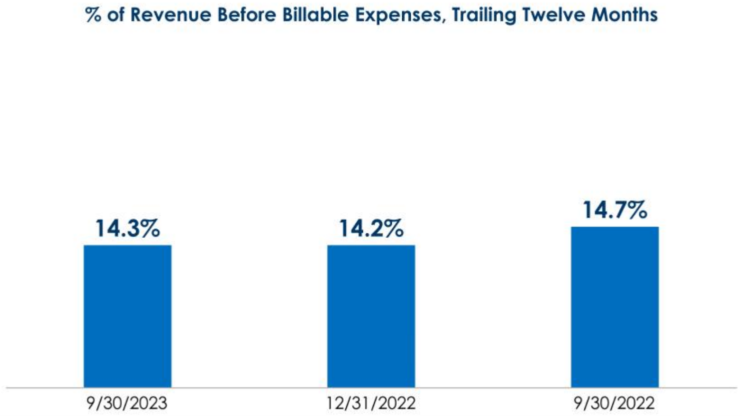
Salaries & Related Expenses (% of Revenue Before Billable Expenses)

Three and Nine Months Ended September 30



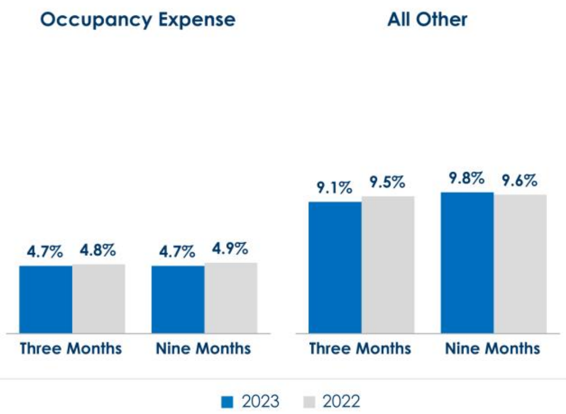
"All Other Salaries & Related," not shown, was 0.9% and 1.1% for the three months ended September 30, 2023 and 2022, and 1.0% for both the nine months ended September 30, 2023 and 2022.

Office & Other Direct Expenses



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

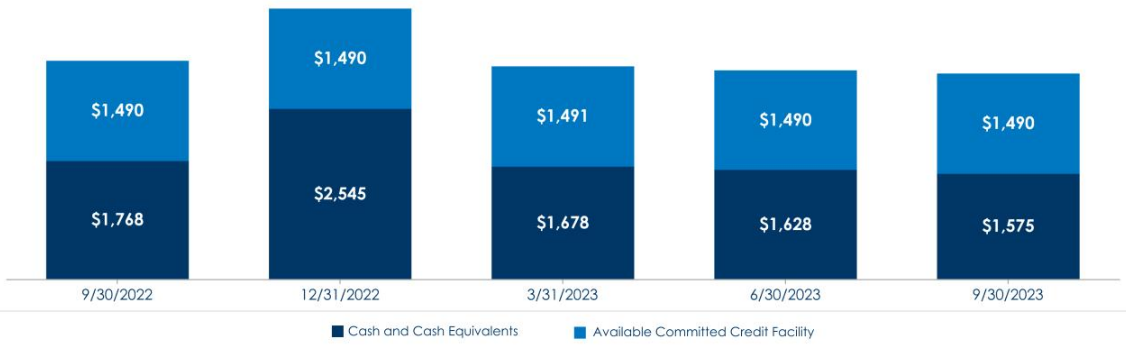
Three and Nine Months Ended September 30



"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 September 30, 2023
Leverage Ratio (not greater than) [1]	3.50x
Actual Leverage Ratio	**1.84x**

CREDIT AGREEMENT EBITDA RECONCILIATION:		Four Quarters Ended September 30, 2023
Net Income Available to IPG Common Stockholders	$	932.4
Non-Operating Adjustments [2]		388.0
Operating Income	$	1,320.4
+ Depreciation and Amortization		333.6
+ Other Non-cash Charges Reducing Operating Income		85.5
Credit Agreement EBITDA [1]:	**$**	**1,739.5**

[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 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.