



Interpublic Group

SECOND QUARTER 2014 EARNINGS CONFERENCE CALL

July 18, 2014

Overview – Second Quarter 2014

- Revenue increased 5.4% from Q2-13
 - Organic growth was 4.7%
 - Net acquisitions added 1.2%
 - Currency exchange rate changes were negative 0.5%
- Operating income was \$196 million, an increase of 12%
- Operating margin was 10.6%, an improvement of 60 basis points
- Diluted EPS was \$0.23, a 28% increase; excluding early debt redemption was \$0.25
- Average diluted shares outstanding decreased 4.5% compared to the prior year

Operating Performance

	Three Months Ended June 30,	
	2014	2013
<i>Revenue</i>	\$ 1,851.4	\$ 1,756.2
Salaries and Related Expenses	1,170.2	1,120.2
Office and General Expenses	485.4	461.2
<i>Operating Income</i>	195.8	174.8
Interest Expense	(22.6)	(37.5)
Interest Income	6.6	5.8
Other (Expense) Income, net	(11.2)	4.8
<i>Income Before Income Taxes</i>	168.6	147.9
Provision for Income Taxes	65.3	62.0
Equity in Net Income of Unconsolidated Affiliates	0.4	0.2
<i>Net Income</i>	103.7	86.1
Net Income Attributable to Noncontrolling Interests	(4.3)	(3.3)
<i>Net Income Attributable to IPG</i>	99.4	82.8
Dividends on Preferred Stock	-	(2.9)
<i>Net Income Available to IPG Common Stockholders</i>	\$ 99.4	\$ 79.9
<i>Earnings per Share Available to IPG Common Stockholders:</i>		
Basic	\$ 0.24	\$ 0.19
Diluted	\$ 0.23	\$ 0.18
<i>Weighted-Average Number of Common Shares Outstanding:</i>		
Basic	421.1	425.1
Diluted	428.1	448.3
<i>Dividends Declared per Common Share</i>	\$ 0.095	\$ 0.075

Revenue

	Three Months Ended		Six Months Ended	
	\$	% Change	\$	% Change
June 30, 2013	\$ 1,756.2		\$ 3,299.2	
Total change	95.2	5.4%	189.7	5.7%
Foreign currency	(8.1)	(0.5%)	(29.8)	(0.9%)
Net acquisitions/(divestitures)	20.3	1.2%	34.5	1.0%
Organic	83.0	4.7%	185.0	5.6%
June 30, 2014	\$ 1,851.4		\$ 3,488.9	

	Three Months Ended June 30,				Six Months Ended June 30,			
			Change				Change	
	2014	2013	Total	Organic	2014	2013	Total	Organic
IAN	\$ 1,496.0	\$ 1,435.7	4.2%	4.0%	\$ 2,811.7	\$ 2,676.8	5.0%	5.3%
CMG	\$ 355.4	\$ 320.5	10.9%	7.9%	\$ 677.2	\$ 622.4	8.8%	6.8%

Integrated Agency Networks (“IAN”): McCann Worldgroup, FCB (Foote, Cone & Belding), Lowe & Partners, IPG Mediabrands, our digital specialist agencies and our domestic integrated agencies
 Constituency Management Group (“CMG”): Weber Shandwick, Golin, Jack Morton, FutureBrand, Octagon and our other marketing service specialists

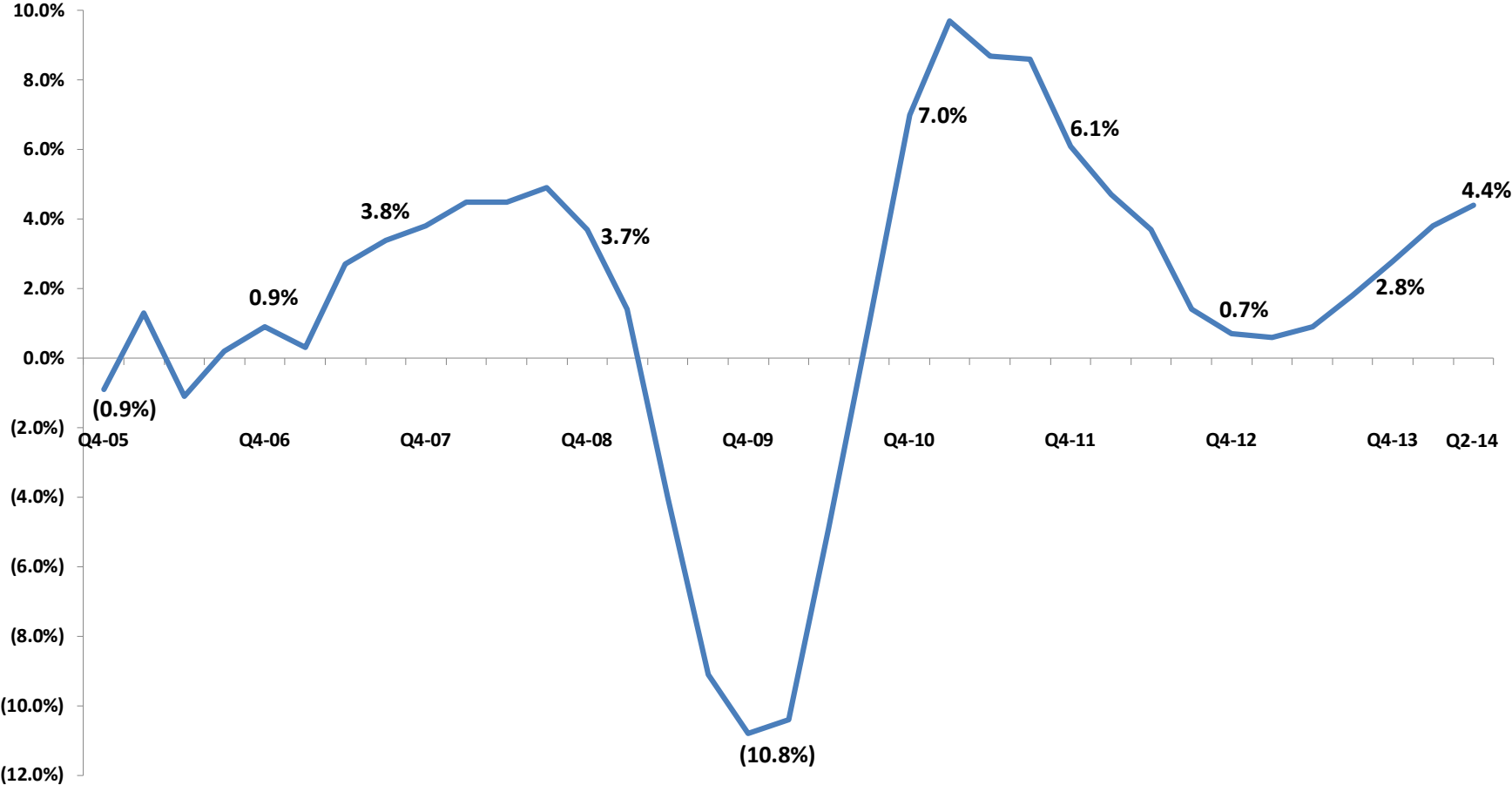
Geographic Revenue Change

	Three Months Ended June 30, 2014		Six Months Ended June 30, 2014	
	Total	Organic	Total	Organic
United States	3.4%	2.9%	4.2%	3.8%
International	8.0%	7.1%	7.9%	8.0%
United Kingdom	33.2%	16.4%	26.7%	13.3%
Continental Europe	3.8%	(1.4%)	4.4%	0.9%
Asia Pacific	1.4%	4.4%	4.0%	7.7%
Latin America	(2.9%)	7.4%	0.4%	12.0%
All Other Markets	13.8%	18.0%	5.1%	10.3%
Worldwide	5.4%	4.7%	5.7%	5.6%

"All Other Markets" includes Canada, Africa and the Middle East.

Organic Revenue Growth

Trailing Twelve Months



Expenses

Salaries & Related

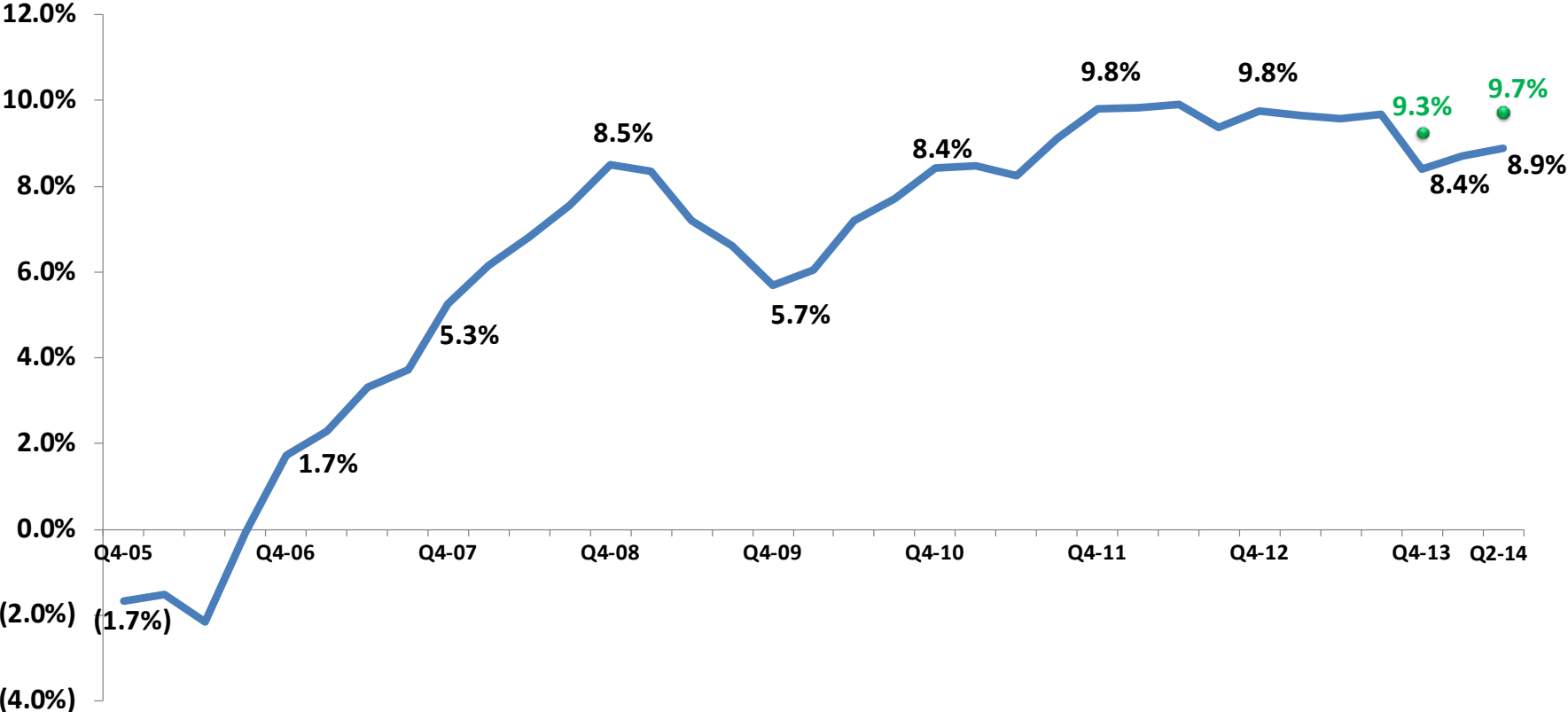
	2014		2013		Change	
	\$	% of Revenue	\$	% of Revenue	\$	% of Revenue
Three Months Ended June 30,	\$ 1,170.2		\$ 1,120.2		\$ 50.0	4.5%
<i>% of Revenue</i>		63.2%		63.8%		3.2%
Three months severance	\$ 16.1		\$ 22.9		\$ (6.8)	(29.7%)
<i>% of Revenue</i>		0.9%		1.3%		
Six Months Ended June 30,	\$ 2,358.8		\$ 2,252.3		\$ 106.5	4.7%
<i>% of Revenue</i>		67.6%		68.3%		4.3%
Six months severance	\$ 36.5		\$ 49.0		\$ (12.5)	(25.5%)
<i>% of Revenue</i>		1.0%		1.5%		

Office & General

	2014		2013		Change	
	\$	% of Revenue	\$	% of Revenue	\$	% of Revenue
Three Months Ended June 30,	\$ 485.4		\$ 461.2		\$ 24.2	5.2%
<i>% of Revenue</i>		26.2%		26.3%		4.7%
Three months occupancy expense (ex-D&A)	\$ 125.7		\$ 124.1		\$ 1.6	1.3%
<i>% of Revenue</i>		6.8%		7.1%		
Six Months Ended June 30,	\$ 946.0		\$ 914.5		\$ 31.5	3.4%
<i>% of Revenue</i>		27.1%		27.7%		3.5%
Six months occupancy expense (ex-D&A)	\$ 252.9		\$ 246.7		\$ 6.2	2.5%
<i>% of Revenue</i>		7.2%		7.5%		

Operating Margin

Trailing Twelve Months



Adjusted operating margin before our Q4 2013 restructuring charge that differs from reported operating margin is represented in green.



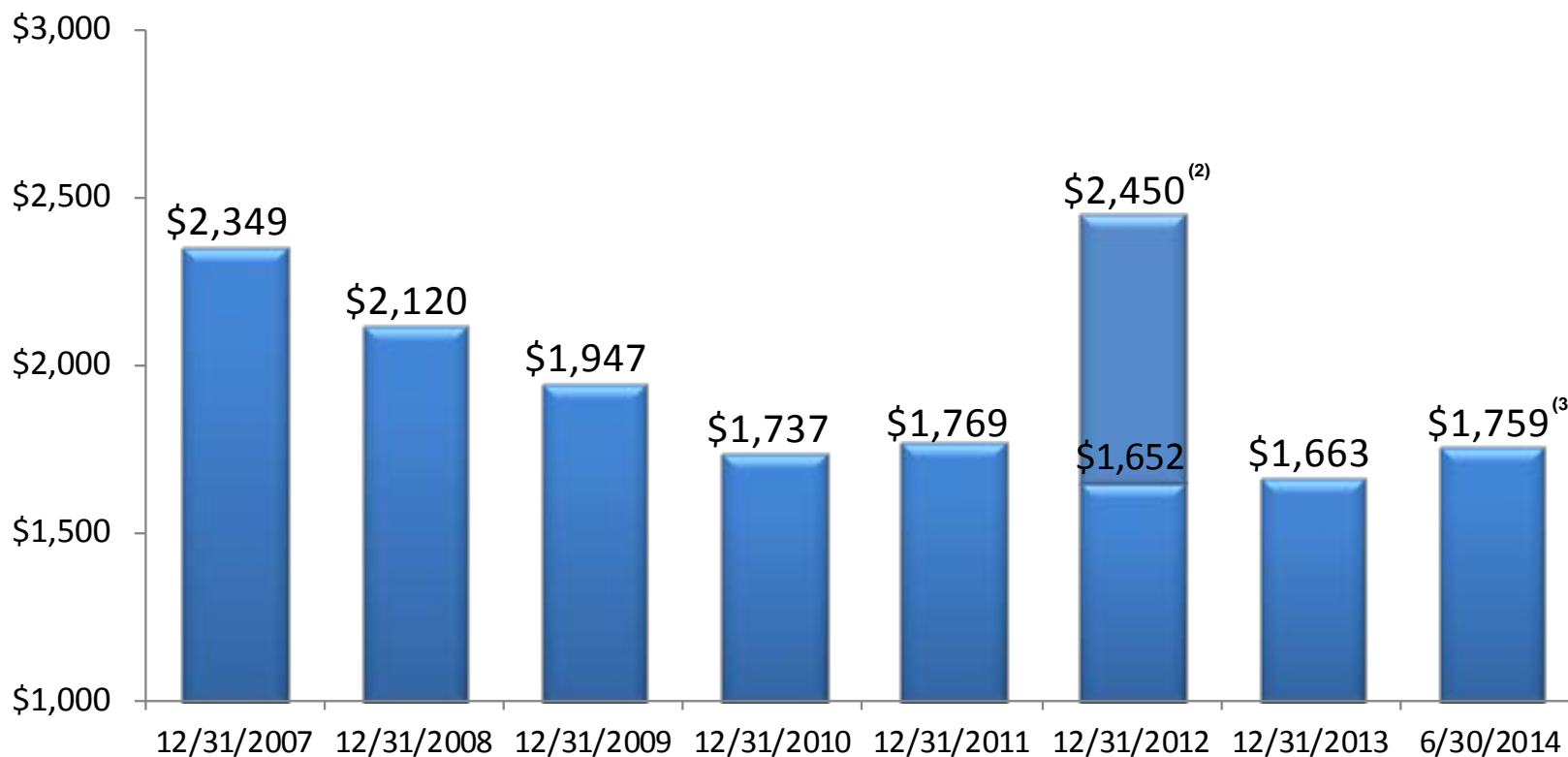
Balance Sheet – Current Portion

	June 30, 2014	December 31, 2013	June 30, 2013
CURRENT ASSETS:			
Cash and cash equivalents	\$ 895.1	\$ 1,636.8	\$ 1,613.9
Marketable securities	6.3	5.3	4.6
Accounts receivable, net	4,272.3	4,565.4	4,047.8
Expenditures billable to clients	1,798.6	1,536.4	1,545.9
Other current assets	429.3	340.1	391.9
Total current assets	\$ 7,401.6	\$ 8,084.0	\$ 7,604.1
CURRENT LIABILITIES:			
Accounts payable	\$ 6,414.8	\$ 6,914.2	\$ 5,891.0
Accrued liabilities	594.8	718.4	548.6
Short-term borrowings	126.2	179.1	186.0
Current portion of long-term debt	2.4	353.6	594.8
Total current liabilities	\$ 7,138.2	\$ 8,165.3	\$ 7,220.4

Cash Flow

	Three Months Ended June 30,	
	2014	2013
NET INCOME	\$ 103	\$ 87
OPERATING ACTIVITIES		
Depreciation & amortization	52	51
Deferred taxes	30	36
Other non-cash items	15	(9)
Change in working capital, net	(24)	17
Other non-current assets & liabilities	(7)	2
Net cash provided by Operating Activities	169	184
INVESTING ACTIVITIES		
Capital expenditures	(32)	(29)
Acquisitions & deferred payments, net	(29)	(13)
Business, investment & fixed asset purchases/sales, net	9	(1)
Net cash used in Investing Activities ⁽¹⁾	(52)	(43)
FINANCING ACTIVITIES		
Proceeds from issuance of long-term debt	499	-
Purchase of long-term debt	(350)	-
Repurchase of common stock	(52)	(105)
Common stock dividends	(40)	(32)
Net (decrease) increase in short-term bank borrowings	(46)	30
Distributions to noncontrolling interests	(6)	(6)
Acquisition-related payments	(6)	(26)
Preferred stock dividends	-	(3)
Exercise of stock options	5	14
Other financing activities	(2)	6
Net cash provided by (used in) Financing Activities	2	(122)
Currency Effect	6	(51)
Increase (Decrease) in Cash & S/T Marketable Securities	\$ 125	\$ (32)

Total Debt (1)



(1) Includes current portion of long-term debt, short-term borrowings and long-term debt.

(2) Includes our November 2012 debt issuances of \$800 aggregate principal amount of Senior Notes, which pre-funded our plan to redeem a similar amount of debt in 2013.

(3) Includes the net impact of our April 2014 debt issuance of \$500 aggregate principal amount of our 4.20% Senior Notes due 2024 and redemption of \$350 aggregate principal amount of our 6.25% Senior Unsecured Notes due 2014 (the "6.25% Notes").

Summary

- Solid performance against FY-14 financial objectives
- Traction from key strategic drivers
 - Quality of our agency offerings
 - Strength in high-growth disciplines/regions
 - Effective expense management
- 2014 focus is on margin improvement
- Financial strength continues to be a source of value creation
 - Lower cost of debt
 - Share repurchase program



Interpublic Group

Appendix

Operating Performance

	Six Months Ended June 30,	
	2014	2013
<i>Revenue</i>	\$ 3,488.9	\$ 3,299.2
Salaries and Related Expenses	2,358.8	2,252.3
Office and General Expenses	946.0	914.5
<i>Operating Income</i>	184.1	132.4
Interest Expense	(42.8)	(74.3)
Interest Income	12.8	12.2
Other (Expense) Income, net	(9.5)	6.6
<i>Income Before Income Taxes</i>	144.6	76.9
Provision for Income Taxes	63.6	49.6
Equity in Net Income of Unconsolidated Affiliates	0.3	0.3
<i>Net Income</i>	81.3	27.6
Net Income Attributable to Noncontrolling Interests	(2.8)	(1.1)
<i>Net Income Attributable to IPG</i>	78.5	26.5
Dividends on Preferred Stock	-	(5.8)
<i>Net Income Available to IPG Common Stockholders</i>	\$ 78.5	\$ 20.7

Earnings per Share Available to IPG Common Stockholders:

Basic	\$ 0.19	\$ 0.05
Diluted	\$ 0.18	\$ 0.05

Weighted-Average Number of Common Shares Outstanding:

Basic	421.9	419.7
Diluted	428.5	425.1

<i>Dividends Declared per Common Share</i>	\$ 0.19	\$ 0.15
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Cash Flow

	Six Months Ended June 30,	
	2014	2013
NET INCOME	\$ 81	\$ 28
OPERATING ACTIVITIES		
Depreciation & amortization	109	106
Deferred taxes	7	(14)
Other non-cash items	22	(4)
Change in working capital, net	(747)	(705)
Other non-current assets & liabilities	(29)	(2)
Net cash used in Operating Activities	(557)	(591)
INVESTING ACTIVITIES		
Capital expenditures	(59)	(47)
Acquisitions & deferred payments, net	(51)	(48)
Business, investment & fixed asset purchases/sales, net	11	1
Net cash used in Investing Activities (1)	(99)	(94)
FINANCING ACTIVITIES		
Proceeds from issuance of long-term debt	499	-
Purchase of long-term debt	(350)	(1)
Repurchase of common stock	(97)	(181)
Common stock dividends	(80)	(63)
Net (decrease) increase in short-term bank borrowings	(53)	19
Distributions to noncontrolling interests	(12)	(7)
Acquisition-related payments	(9)	(27)
Preferred stock dividends	-	(6)
Exercise of stock options	11	32
Other financing activities	2	8
Net cash used in Financing Activities	(89)	(226)
Currency Effect	4	(61)
Decrease in Cash & S/T Marketable Securities	\$ (741)	\$ (972)

Depreciation and Amortization

	2014				
	Q1	Q2	YTD 2014		
Depreciation and amortization of fixed assets and intangible assets	\$ 40.5	\$ 40.2	\$ 80.7		
Amortization of restricted stock and other non-cash compensation	15.1	11.1	26.2		
Net amortization of bond discounts and deferred financing costs	1.0	1.3	2.3		
	2013				
	Q1	Q2	Q3	Q4	FY 2013
Depreciation and amortization of fixed assets and intangible assets	\$ 38.2	\$ 39.2	\$ 40.5	\$ 39.5	\$ 157.4
Amortization of restricted stock and other non-cash compensation	15.5	9.4	8.0	10.2	43.1
Net amortization of bond discounts and deferred financing costs	1.4	2.6	1.4	3.2	8.6

Reconciliation of Organic Measures

	Three Months Ended June 30, 2013	Components of Change			Three Months Ended June 30, 2014	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
Segment Revenue							
IAN	\$ 1,435.7	\$ (9.7)	\$ 12.2	\$ 57.8	\$ 1,496.0	4.0%	4.2%
CMG	320.5	1.6	8.1	25.2	355.4	7.9%	10.9%
Total	<u>\$ 1,756.2</u>	<u>\$ (8.1)</u>	<u>\$ 20.3</u>	<u>\$ 83.0</u>	<u>\$ 1,851.4</u>	<u>4.7%</u>	<u>5.4%</u>
Geographic							
United States	\$ 996.6	\$ -	\$ 5.4	\$ 28.9	\$ 1,030.9	2.9%	3.4%
International	759.6	(8.1)	14.9	54.1	820.5	7.1%	8.0%
United Kingdom	119.4	11.8	8.2	19.6	159.0	16.4%	33.2%
Continental Europe	196.3	7.8	2.5	(2.8)	203.8	(1.4%)	3.8%
Asia Pacific	221.0	(10.3)	3.6	9.8	224.1	4.4%	1.4%
Latin America	119.8	(13.0)	0.6	8.9	116.3	7.4%	(2.9%)
All Other Markets	103.1	(4.4)	-	18.6	117.3	18.0%	13.8%
Worldwide	<u>\$ 1,756.2</u>	<u>\$ (8.1)</u>	<u>\$ 20.3</u>	<u>\$ 83.0</u>	<u>\$ 1,851.4</u>	<u>4.7%</u>	<u>5.4%</u>
Expenses							
Salaries & Related	\$ 1,120.2	\$ 1.7	\$ 12.7	\$ 35.6	\$ 1,170.2	3.2%	4.5%
Office & General	461.2	(2.5)	4.9	21.8	485.4	4.7%	5.2%
Total	<u>\$ 1,581.4</u>	<u>\$ (0.8)</u>	<u>\$ 17.6</u>	<u>\$ 57.4</u>	<u>\$ 1,655.6</u>	<u>3.6%</u>	<u>4.7%</u>

Reconciliation of Organic Measures

	Six Months Ended June 30, 2013	Components of Change			Six Months Ended June 30, 2014	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
Segment Revenue							
IAN	\$ 2,676.8	\$ (31.2)	\$ 23.6	\$ 142.5	\$ 2,811.7	5.3%	5.0%
CMG	622.4	1.4	10.9	42.5	677.2	6.8%	8.8%
Total	<u>\$ 3,299.2</u>	<u>\$ (29.8)</u>	<u>\$ 34.5</u>	<u>\$ 185.0</u>	<u>\$ 3,488.9</u>	<u>5.6%</u>	<u>5.7%</u>
Geographic							
United States	\$ 1,891.0	\$ -	\$ 6.7	\$ 72.2	\$ 1,969.9	3.8%	4.2%
International	1,408.2	(29.8)	27.8	112.8	1,519.0	8.0%	7.9%
United Kingdom	257.8	20.1	14.3	34.4	326.6	13.3%	26.7%
Continental Europe	355.8	10.7	1.8	3.2	371.5	0.9%	4.4%
Asia Pacific	396.9	(25.0)	10.1	30.7	412.7	7.7%	4.0%
Latin America	206.1	(25.5)	1.6	24.7	206.9	12.0%	0.4%
All Other Markets	191.6	(10.1)	-	19.8	201.3	10.3%	5.1%
Worldwide	<u>\$ 3,299.2</u>	<u>\$ (29.8)</u>	<u>\$ 34.5</u>	<u>\$ 185.0</u>	<u>\$ 3,488.9</u>	<u>5.6%</u>	<u>5.7%</u>
Expenses							
Salaries & Related	\$ 2,252.3	\$ (11.5)	\$ 20.4	\$ 97.6	\$ 2,358.8	4.3%	4.7%
Office & General	914.5	(9.5)	8.7	32.3	946.0	3.5%	3.4%
Total	<u>\$ 3,166.8</u>	<u>\$ (21.0)</u>	<u>\$ 29.1</u>	<u>\$ 129.9</u>	<u>\$ 3,304.8</u>	<u>4.1%</u>	<u>4.4%</u>

Reconciliation of Organic Revenue Growth

Last Twelve Months Ending	Beginning of Period Revenue	Components of Change During the Period			End of Period Revenue
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic	
12/31/05	\$ 6,387.0	\$ 40.4	\$ (107.4)	\$ (56.2)	\$ 6,263.8
3/31/06	6,323.8	(10.9)	(132.6)	81.5	6,261.8
6/30/06	6,418.4	(8.8)	(157.5)	(68.5)	6,183.6
9/30/06	6,335.9	(13.9)	(140.4)	15.6	6,197.2
12/31/06	6,263.8	20.7	(165.5)	57.8	6,176.8
3/31/07	6,261.8	78.4	(147.2)	16.0	6,209.0
6/30/07	6,183.6	102.4	(124.7)	166.6	6,327.9
9/30/07	6,197.2	137.3	(110.9)	209.2	6,432.8
12/31/07	6,176.8	197.5	(70.7)	233.1	6,536.7
3/31/08	6,209.0	217.8	(45.9)	280.6	6,661.5
6/30/08	6,327.9	244.8	(12.6)	282.4	6,842.5
9/30/08	6,432.8	237.4	32.8	317.2	7,020.2
12/31/08	6,536.7	71.5	87.6	243.0	6,938.8
3/31/09	6,661.5	(88.3)	114.7	91.9	6,779.8
6/30/09	6,842.5	(286.2)	139.2	(275.3)	6,420.2
9/30/09	7,020.2	(390.1)	115.2	(636.4)	6,108.9
12/31/09	6,938.8	(251.6)	69.1	(748.9)	6,007.4
3/31/10	6,779.8	(88.2)	36.0	(705.4)	6,022.2
6/30/10	6,420.2	59.1	2.0	(316.9)	6,164.4
9/30/10	6,108.9	117.7	9.6	60.1	6,296.3
12/31/10	6,007.4	63.3	17.0	419.6	6,507.3
3/31/11	6,022.2	21.0	18.2	583.7	6,645.1
6/30/11	6,164.4	61.5	12.4	535.8	6,774.1
9/30/11	6,296.3	119.1	(7.7)	539.5	6,947.2
12/31/11	6,507.3	122.2	(8.6)	393.7	7,014.6
3/31/12	6,645.1	92.9	(1.4)	310.0	7,046.6
6/30/12	6,774.1	(14.3)	14.5	247.3	7,021.6
9/30/12	6,947.2	(117.2)	39.7	95.8	6,965.5
12/31/12	7,014.6	(147.6)	41.8	47.4	6,956.2
3/31/13	7,046.6	(143.7)	48.2	41.3	6,992.4
6/30/13	7,021.6	(111.4)	56.9	65.8	7,032.9
9/30/13	6,965.5	(80.3)	49.5	128.2	7,062.9
12/31/13	6,956.2	(80.4)	50.3	196.2	7,122.3
3/31/14	6,992.4	(89.9)	51.2	263.1	7,216.8
6/30/14	7,032.9	(80.6)	51.6	308.1	7,312.0

Reconciliation of Adjusted Operating Margin

<u>Last Twelve Months Ending</u>	<u>Operating Income</u>	<u>Q4 2013 Restructuring Charge</u>	<u>Adjusted Operating Income</u>
12/31/13	\$ 598.3	\$ 60.6	\$ 658.9
3/31/14	629.0	60.6	689.6
6/30/14	650.0	60.6	710.6

Reconciliation of Investing Cash Flow

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
INVESTING ACTIVITIES				
Cash used in Investing Activities per presentation	\$ (52)	\$ (43)	\$ (99)	\$ (94)
Purchase, sale and maturities of short-term marketable securities, net	-	1	-	12
Cash used in Investing Activities as reported	\$ (52)	\$ (42)	\$ (99)	\$ (82)

Reconciliation of Loss on Early Extinguishment of Debt ⁽¹⁾

	Three Months Ended June 30, 2014			Six Months Ended June 30, 2014		
	As Reported	Loss on Early Extinguishment of Debt ⁽²⁾	Ex - Loss on Early Extinguishment of Debt	As Reported	Loss on Early Extinguishment of Debt ⁽²⁾	Ex - Loss on Early Extinguishment of Debt
Income Before Income Taxes	\$ 168.6	\$ (10.4)	\$ 179.0	\$ 144.6	\$ (10.4)	\$ 155.0
Provision for Income Taxes	(65.3)	3.8	(69.1)	(63.6)	3.8	(67.4)
Effective Tax Rate	38.7%		38.6%	44.0%		43.5%
Equity in Net Income of Unconsolidated Affiliates	0.4		0.4	0.3		0.3
Net Income Attributable to Noncontrolling Interests	(4.3)		(4.3)	(2.8)		(2.8)
Net Income Available to IPG Common Stockholders - Basic and Diluted	\$ 99.4	\$ (6.6)	\$ 106.0	\$ 78.5	\$ (6.6)	\$ 85.1
Weighted-Average Number of Common Shares Outstanding - Basic	421.1		421.1	421.9		421.9
Add: Effect of Dilutive Securities						
Restricted Stock, Stock Options and Other Equity Awards	7.0		7.0	6.6		6.6
Weighted-Average Number of Common Shares Outstanding - Diluted	428.1		428.1	428.5		428.5
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.24	\$ (0.01)	\$ 0.25	\$ 0.19	\$ (0.01)	\$ 0.20
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.23	\$ (0.02)	\$ 0.25	\$ 0.18	\$ (0.02)	\$ 0.20

(1) In May 2014, we redeemed \$350 in aggregate principal amount of our 6.25% Notes.

(2) Loss on early extinguishment of debt of \$10.4, primarily due to a redemption premium.



Interpublic Group

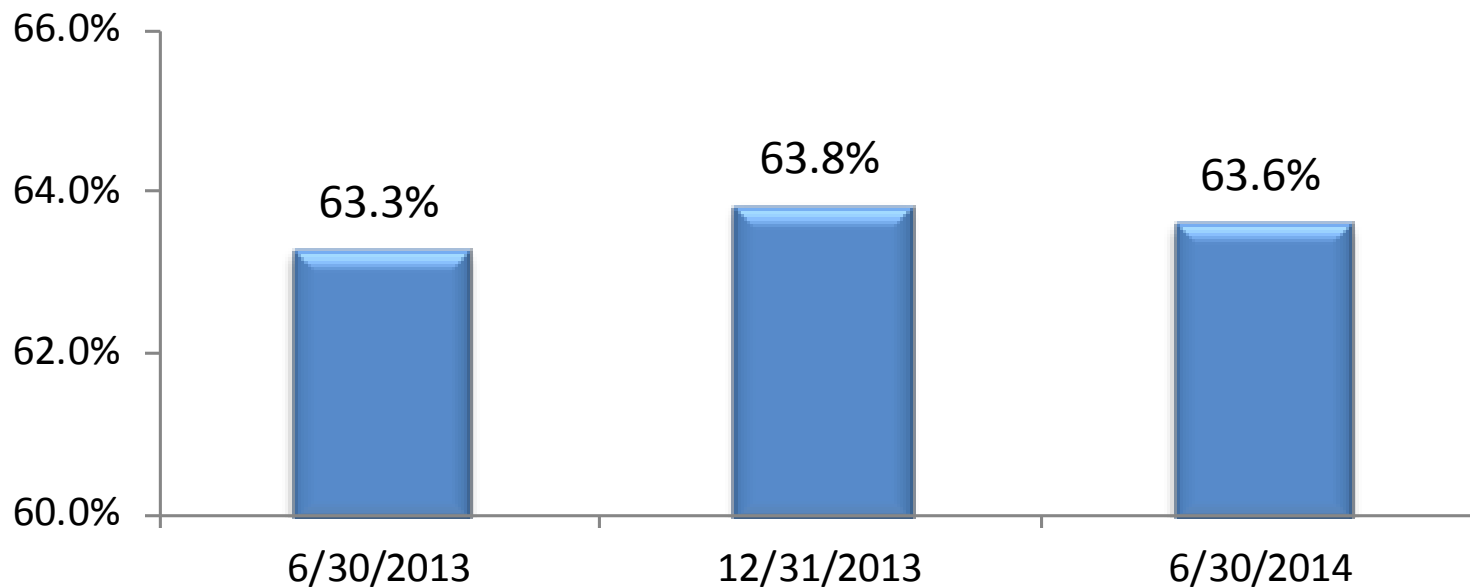
Metrics Update

Metrics Update

Category	Metric
SALARIES & RELATED (% of revenue)	Trailing Twelve Months Base, Benefits & Tax Incentive Expense Severance Expense Temporary Help
OFFICE & GENERAL (% of revenue)	Trailing Twelve Months Professional Fees Occupancy Expense (ex-D&A) T&E, Office Supplies & Telecom All Other O&G
FINANCIAL	Available Liquidity \$1.0 Billion 5-Year Credit Facility Covenants

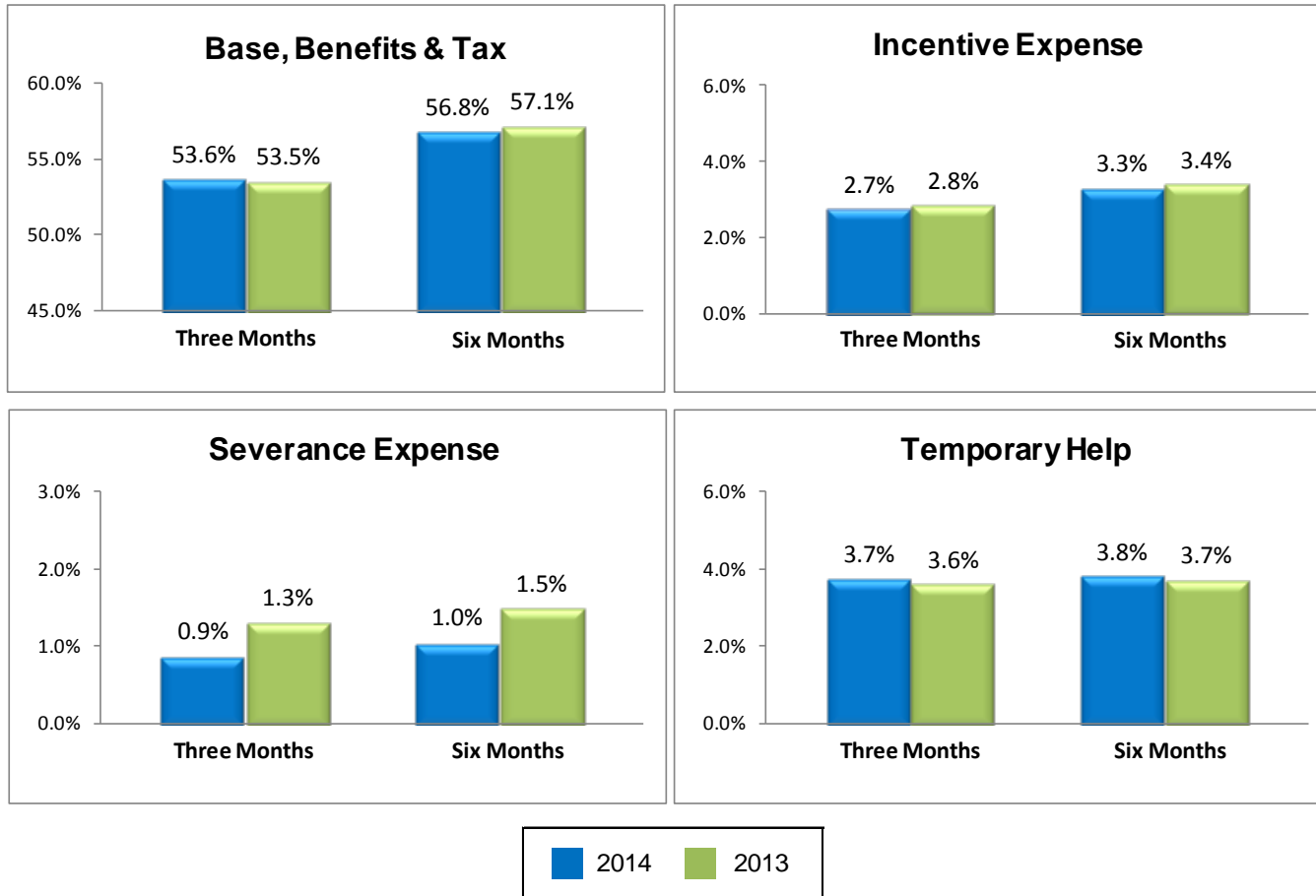
Salaries & Related Expenses

% of Revenue, Trailing Twelve Months



Salaries & Related Expenses (% of Revenue)

Three and Six Months Ended June 30

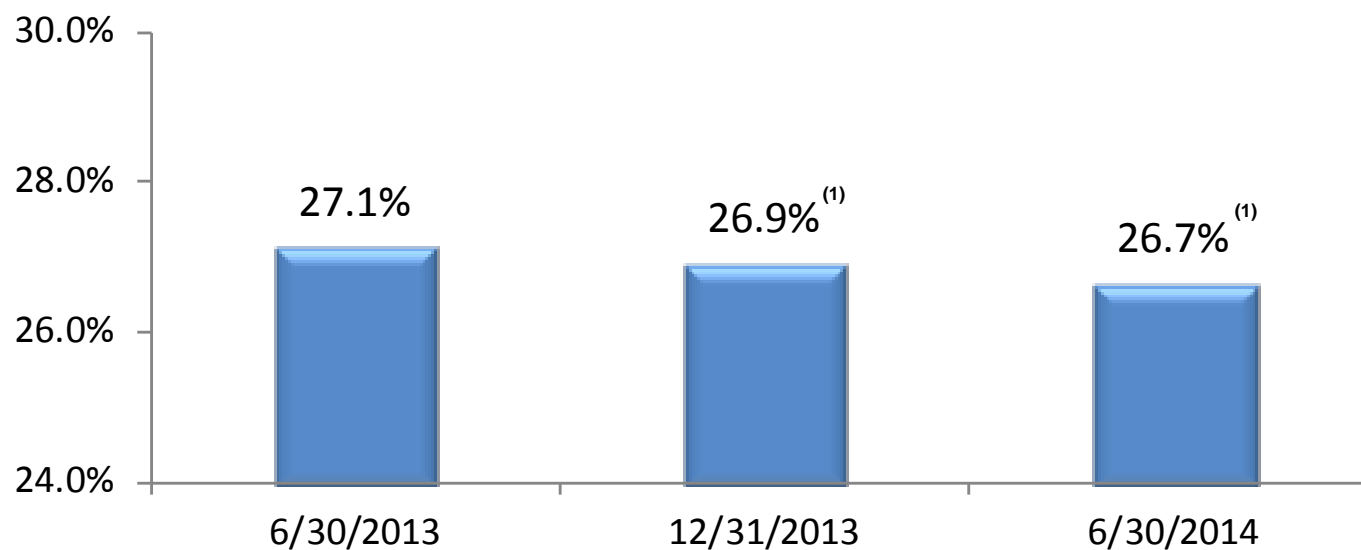


Page 26 "All Other Salaries & Related," not shown, was 2.3% and 2.6% for the three months ended June 30, 2014 and 2013, respectively, and 2.7% and 2.6% for the six months ended June 30, 2014 and 2013, respectively.



Office & General Expenses

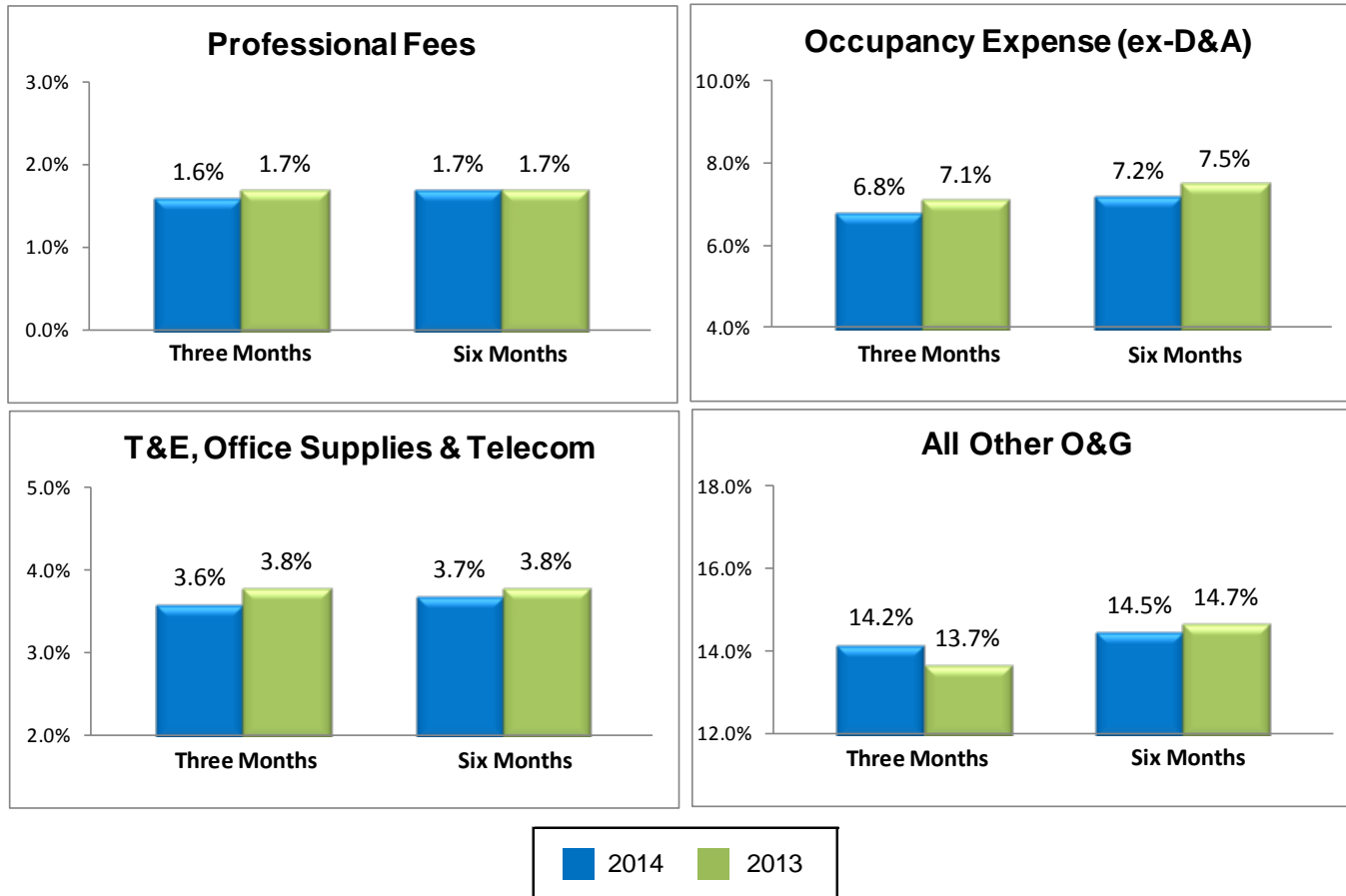
% of Revenue, Trailing Twelve Months



⁽¹⁾ Office & general expenses excludes our Q4 2013 restructuring charge, which was recorded as a separate line item in our income statement.

Office & General Expenses (% of Revenue)

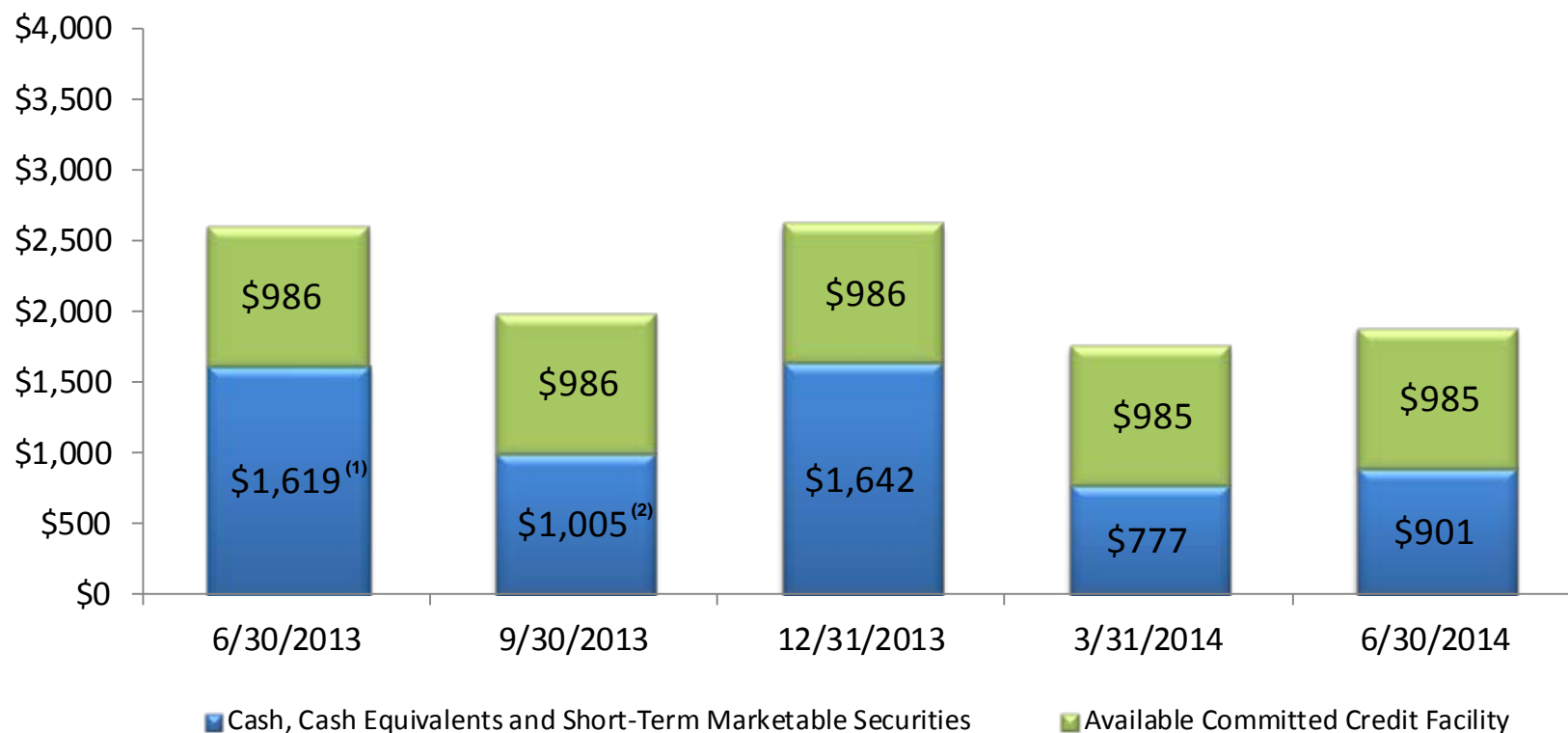
Three and Six Months Ended June 30



“All Other O&G” includes production expenses, depreciation and amortization, bad debt expense, adjustments for contingent acquisition obligations, foreign currency gains (losses), restructuring and other reorganization-related charges (reversals), long-lived asset impairments and other expenses.

Available Liquidity

Cash, Cash Equivalents and Short-Term Marketable Securities + Available Committed Credit Facility



(1) Includes net proceeds from our November 2012 debt issuances of \$800 aggregate principal amount of Senior Notes, which pre-funded our plan to address our capital structure in 2013.

(2) In July 2013, we used \$630 to redeem \$600 aggregate principal amount of our 10.00% Notes at 105%.

\$1.0 Billion 5-Year Credit Facility Covenants

<u>Covenants</u>	<u>Last Twelve Months Ending June 30, 2014</u>
I. Interest Coverage Ratio (not less than):	5.00x
Actual Interest Coverage Ratio:	12.65x
II. Leverage Ratio (not greater than):	3.25x
Actual Leverage Ratio:	2.05x
<u>Interest Coverage Ratio - Interest Expense Reconciliation</u>	<u>Last Twelve Months Ending June 30, 2014</u>
Interest Expense:	\$91.2
- Interest income	25.4
- Other	1.0
+ Preferred stock dividends	2.9
Net interest expense as defined:	<u>\$67.7</u>
<u>EBITDA Reconciliation</u>	<u>Last Twelve Months Ending June 30, 2014</u>
Operating Income:	\$650.0
+ Depreciation and amortization	205.5
+ Other non-cash charges	1.2
EBITDA as defined:	<u>\$856.7</u>

Cautionary Statement

This investor presentation contains forward-looking statements. Statements in this investor presentation that are not historical facts, including statements about management's beliefs and expectations, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and are subject to change based on a number of factors, including those outlined in our most recent Annual Report on Form 10-K under Item 1A, Risk Factors. 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:

- potential effects of a challenging economy, for example, 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;
- risks associated with assumptions we make in connection with our critical accounting estimates, including changes in assumptions associated with any effects of a weakened economy;
- potential adverse effects if we are required to recognize impairment charges or other adverse accounting-related developments;
- risks associated with the effects of global, national and regional economic and political conditions, including counterparty risks and fluctuations in economic growth rates, interest rates and currency exchange rates; and
- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world.

Investors should carefully consider these factors and the additional risk factors outlined in more detail in our most recent Annual Report on Form 10-K under Item 1A, Risk Factors.