
**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): December 9, 2024



THE INTERPUBLIC GROUP OF COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-6686
(Commission
File Number)

13-1024020
(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 7.01 Regulation FD Disclosure.

On December 9, 2024, Omnicom Group Inc., a New York corporation (“Omnicom”), and The Interpublic Group of Companies, Inc., a Delaware corporation (“IPG”), announced that they had entered into an Agreement and Plan of Merger, by and among Omnicom, EXT Subsidiary Inc., a Delaware corporation and a direct wholly owned subsidiary of Omnicom (“Merger Sub”), and IPG, pursuant to which Merger Sub will merge with and into IPG, with IPG surviving the merger as a direct wholly owned subsidiary of Omnicom. A copy of the joint press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. In addition, on December 9, 2024, Omnicom and IPG released a joint investor presentation. A copy of the joint investor presentation is attached hereto as Exhibit 99.2 and incorporated herein by reference.

The information in this Item 7.01 (including exhibits) shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth in such filing.

FORWARD-LOOKING STATEMENTS

This communication contains certain “forward-looking statements” within the meaning of federal securities laws. Forward-looking statements may be identified by words such as “anticipates,” “believes,” “could,” “continue,” “estimate,” “expects,” “intends,” “will,” “should,” “may,” “plan,” “predict,” “project,” “would” and similar expressions. Forward-looking statements are not statements of historical fact and reflect IPG’s and Omnicom’s current views about future events. Such forward-looking statements include, without limitation, statements about the benefits of the proposed transaction involving IPG and Omnicom, including future financial and operating results, IPG’s and Omnicom’s plans, objectives, expectations and intentions, the expected timing and likelihood of completion of the proposed transaction, and other statements that are not historical facts, including the combined company’s ability to create an advanced marketing and sales platform, the combined company’s ability to accelerate innovation and enhance efficiency through the transaction, and the combined company’s plan on future stockholder returns. No assurances can be given that the forward-looking statements contained in this communication will occur as projected, and actual results may differ materially from those projected. Forward-looking statements are based on current expectations, estimates and assumptions that involve a number of risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, without limitation, the ability to obtain the requisite IPG and Omnicom stockholder approvals; the risk that IPG and Omnicom may be unable to obtain governmental and regulatory approvals required for the proposed transaction (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the proposed transaction); the risk that an event, change or other circumstance could give rise to the termination of the proposed transaction; the risk that a condition to closing of the proposed transaction may not be satisfied; the risk of delays in completing the proposed transaction; the risk that the businesses will not be integrated successfully or will be more costly or difficult than expected; the risk that the cost savings and any other synergies from the proposed transaction may not be fully realized or may take longer to realize than expected; the risk that any announcement relating to the proposed transaction could have adverse effects on the market price of IPG’s or Omnicom’s common stock; the risk of litigation related to the proposed transaction; the risk that the credit ratings of the combined company or its subsidiaries may be different from what the companies expect; the diversion of management time from ongoing business operations and opportunities as a result of the proposed transaction; the risk of adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the proposed transaction; adverse economic conditions; losses on media purchases and production costs; reductions in spending from IPG or Omnicom, a slowdown in payments by such clients, or a deterioration or disruption in the credit markets; risks related to each company’s ability to attract new clients and retain existing clients; changes in client advertising, marketing, and corporate communications requirements; failure to manage potential conflicts of interest between or among clients of each company; unanticipated changes related to competitive factors in the advertising, marketing, and corporate communications industries; unanticipated changes to, or any inability to hire and retain key personnel at either company; currency exchange rate fluctuations; reliance on information technology systems and risks related to cybersecurity incidents; risks and challenges presented by utilizing artificial intelligence technologies and related partnerships; changes in legislation or governmental regulations; risks associated with assumptions made in connection with critical accounting estimates and legal proceedings; risks related to international operations; risks related to environmental, social, and governance goals and initiatives; and other risks inherent in IPG’s and Omnicom’s businesses.

All such factors are difficult to predict, are beyond IPG's and Omnicom's control, and are subject to additional risks and uncertainties, including those detailed in IPG's annual report on Form 10-K for the year ended December 31, 2023, quarterly reports on Form 10-Q and current reports on Form 8-K that are available on IPG's website at <https://investors.interpublic.com/sec-filings/financial-reports> and on the SEC's website at <http://www.sec.gov>, and those detailed in Omnicom's annual report on Form 10-K for the year ended December 31, 2023, quarterly reports on Form 10-Q, and current reports on Form 8-K that are available on its website at <https://investor.omnicomgroup.com/financials/sec-filings/default.aspx> and on the SEC's website at <http://www.sec.gov>.

Forward-looking statements are based on the estimates and opinions of management at the time the statements are made. Neither IPG nor Omnicom undertakes any obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

NO OFFER OR SOLICITATION

This communication is not intended to be, and shall not constitute, an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

In connection with the proposed transaction, IPG and Omnicom intend to file a joint proxy statement with the SEC and Omnicom intends to file with the SEC a registration statement on Form S-4 that will include the joint proxy statement of IPG and Omnicom and that will also constitute a prospectus of Omnicom. Each of IPG and Omnicom may also file other relevant documents with the SEC regarding the proposed transaction. This document is not a substitute for the joint proxy statement/prospectus or registration statement or any other document that IPG or Omnicom may file with the SEC. The definitive joint proxy statement/prospectus (if and when available) will be mailed to stockholders of IPG and Omnicom. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT, JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT IPG, OMNICOM, AND THE PROPOSED TRANSACTION.**

Investors and security holders will be able to obtain free copies of the registration statement and joint proxy statement/prospectus (if and when available) and other documents containing important information about IPG, Omnicom and the proposed transaction, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the registration statement and joint proxy statement/prospectus (if and when available) and other documents filed with the SEC by IPG may be obtained free of charge on IPG's website at <https://investors.interpublic.com/sec-filings/financial-reports> or, alternatively, by directing a request by mail to IPG's Corporate Secretary at 909 Third Avenue, New York, NY 10022. Copies of the registration statement and joint proxy statement/prospectus (if and when available) and other documents filed with the SEC by Omnicom may be obtained free of charge on Omnicom's website at <https://investor.omnicomgroup.com/financials/sec-filings/default.aspx> or, alternatively, by directing a request by mail to Omnicom's Corporate Secretary at Omnicom Group Inc., 280 Park Avenue, New York, New York 10017.

PARTICIPANTS IN THE SOLICITATION

IPG, Omnicom, and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of IPG, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in IPG's annual report on Form 10-K for the year ended December 31, 2023, including under the heading "Executive Officers of the Registrant," and proxy statement for IPG's 2024 Annual Meeting of Stockholders, which was filed with the SEC on April 12, 2024, including under the headings "Board Composition," "Non-Management Director Compensation," "Executive Compensation" and "Outstanding Shares and Ownership of Common Stock." To the extent holdings of IPG common stock by the directors and executive officers of IPG have changed from the amounts reflected therein, such changes have been or will be reflected on Forms 3, Forms 4 or Forms 5, subsequently filed by IPG's directors and executive officers with the SEC. Information about the directors and executive officers of Omnicom, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in Omnicom's annual report on Form 10-K for the year ended December 31, 2023, including under the heading "Information About Our Executive Officers," and proxy statement for Omnicom's 2024 Annual Meeting of Stockholders, which was filed with the SEC on March 28, 2024, including under the headings "Executive Compensation," "Omnicom Board of Directors," "Directors' Compensation for Fiscal Year 2023" and "Stock Ownership Information." To the extent holdings of Omnicom common stock by the directors and executive officers of Omnicom have changed from the amounts reflected therein, such changes have been or will be reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 ("Form 3"), Statements of Changes in Beneficial Ownership on Form 4 ("Form 4") or Annual Statements of Changes in Beneficial Ownership of Securities on Form 5 ("Form 5"), subsequently filed by Omnicom's directors and executive officers with the SEC. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the registration statement and joint proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction when such materials become available. Investors and security holders should read the registration statement and joint proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of any of the documents referenced herein from IPG or Omnicom using the sources indicated above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Press Release dated December 9, 2024
99.2	Joint Investor Presentation dated December 9, 2024
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

* Schedules and exhibits have been omitted pursuant to Item 601(a)(5) and (a)(6) of Regulation S-K. Omnicom hereby undertakes to furnish supplemental copies of any of the omitted schedules and exhibits upon request by the SEC.

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.

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Date: December 9, 2024

By: /s/ Andrew Bonzani

Name: Andrew Bonzani

Title: Executive Vice President and General Counsel

Omnicom Interpublic

Omnicom to Acquire Interpublic Group to Create Premier Marketing and Sales Company

- *The combined company will bring together unmatched capabilities, including the industry's deepest bench of marketing talent, and the broadest and most innovative services and products, underpinned by the most advanced sales and marketing platform*
- *Together, Omnicom and Interpublic will be strongly positioned for continued growth in the new era of marketing*
- *The transaction is expected to be accretive to adjusted earnings per share for both Omnicom and Interpublic shareholders*

NEW YORK, December 9, 2024 - Omnicom (NYSE: OMC) and The Interpublic Group of Companies, Inc. (NYSE: IPG) ("Interpublic") today announced their Boards of Directors have unanimously approved a definitive agreement pursuant to which Omnicom will acquire Interpublic in a stock-for-stock transaction. The combined company will bring together the industry's deepest bench of marketing talent, and the broadest and most innovative services and products, driven by the most advanced sales and marketing platform. Together, the companies will expand their capacity to create comprehensive full-funnel solutions that deliver better outcomes for the world's most sophisticated clients.

Under the terms of the agreement, Interpublic shareholders will receive 0.344 Omnicom shares for each share of Interpublic common stock they own. Following the close of the transaction, Omnicom shareholders will own 60.6% of the combined company and Interpublic shareholders will own 39.4%, on a fully diluted basis. The transaction is expected to generate annual cost synergies of \$750 million.

The new Omnicom will have over 100,000 expert practitioners. The company will deliver end-to-end services across media, precision marketing, CRM, data, digital commerce, advertising, healthcare, public relations and branding.

"This strategic acquisition creates significant value for both sets of shareholders by combining world-class, highly complementary data and technology platforms enabling new offerings to better serve our clients and drive growth," said John Wren, Chairman & CEO of Omnicom. "Through this combination, we are poised to accelerate innovation and harness the significant opportunities created by new technologies in this era of exponential change. Now is the perfect time to bring together our technologies, capabilities, talent and geographic footprints to bring clients superior, data-driven outcomes. We are excited to welcome Philippe and the entire Interpublic team to the Omnicom family."

"This combination represents a tremendous strategic opportunity for our stakeholders, amplifying our investments in platform capabilities and talent as part of a more expansive network," said Philippe Krakowsky, Interpublic's CEO. "Our two companies have highly complementary offerings, geographic presence and cultures. We also share a foundational belief in the power of ideas, enabled by technology and data. By joining Omnicom, we are creating a uniquely comprehensive portfolio of services that will make us the most powerful marketing and sales partner in a world that's changing at speed. We look forward to working with John and the entire Omnicom team."

Transaction Highlights

- Highly complementary assets create an unmatched portfolio of services and products that expands client opportunities for each company on day one
- Omnicom and Interpublic share highly complementary cultures and core values including a foundational belief in the power of ideas enabled by technology and data
- Creates an industry leading identity solution with the most comprehensive understanding of consumer behaviors and transactions, enabling us to deliver superior outcomes for our clients at scale and speed
- Advances our ability to continually innovate and develop new products and services, providing higher ROI on marketing spend
- Significant free cash flow provides greater capacity for internal investments and acquisitions

Leadership & Governance

John Wren will remain Chairman & CEO of Omnicom. Phil Angelastro will remain EVP & CFO of Omnicom. Philippe Krakowsky and Daryl Simm will serve as Co-Presidents and COOs of Omnicom. Krakowsky will also be Co-Chair of the Integration Committee post-merger. Three current members of the Interpublic Board of Directors, including Philippe Krakowsky, will be welcomed to the Omnicom Board of Directors.

Transaction Details and Financial Profile¹

The transaction is expected to generate \$750 million in annual cost synergies and be accretive to adjusted earnings per share for both Omnicom and Interpublic shareholders. Omnicom will have an attractive pro forma financial profile:

- Combined 2023 revenue of \$25.6 billion, Adjusted EBITA of \$3.9 billion and free cash flow of \$3.3 billion
- Combined 2023 revenue of 57% U.S. and 43% International
- Strong balance sheet, commitment to investment grade rating with combined debt to EBITDA ratio of 2.1x before the benefit of synergies²
- Omnicom will continue its practice for use of free cash flow: dividends, acquisitions and share repurchases
- Both Omnicom and Interpublic will maintain their current quarterly dividend through the closing of the transaction

¹ Combined 2023 results are arithmetic sums, not pro forma amounts presented in accordance with Article 11 of Regulation S-X.

² Pro forma to exclude Omnicom's \$750 million note maturity repaid in November 2024.

The stock-for-stock transaction is expected to be tax-free to both Omnicom and Interpublic shareholders and is expected to close in the second half of 2025, subject to Omnicom and Interpublic shareholder approvals, required regulatory approvals, and other customary conditions.

The combined company will retain the Omnicom name and trade under the OMC ticker symbol on the New York Stock Exchange.

Advisors

PJT Partners is serving as financial advisor to Omnicom. Latham & Watkins LLP is serving as legal advisor to Omnicom. Morgan Stanley is serving as financial advisor to Interpublic. Willkie Farr & Gallagher LLP is serving as legal advisor to Interpublic.

Conference Call

The companies will hold a conference call to discuss the transaction on Monday, December 9, 2024 at 8:30 a.m. Eastern Time. Live and archived webcasts, along with an accompanying investor presentation, will be available in the investor relations section of www.omnicomgroup.com and www.interpublic.com.

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About Omnicom

Omnicom (NYSE: OMC) is a leading provider of data-inspired, creative marketing and sales solutions. Omnicom's iconic agency brands are home to the industry's most innovative communications specialists who are focused on driving intelligent business outcomes for their clients. The company offers a wide range of services in advertising, strategic media planning and buying, precision marketing, retail and digital commerce, branding, experiential, public relations, healthcare marketing and other specialty marketing services to over 5,000 clients in more than 70 countries. For more information, visit www.omnicomgroup.com.

About IPG

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, Initiative, IPG Health, IPG Mediabrands, Jack Morton, KINESSO, MAGNA, McCann, Mediahub, Momentum, MRM, MullenLowe, Octagon, UM, Weber Shandwick and more.

Contacts

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announcement or completion of the proposed transaction; adverse economic conditions; losses on media purchases and production costs; reductions in spending from Omnicom or IPG clients, a slowdown in payments by such clients, or a deterioration or disruption in the credit markets; risks related to each company's ability to attract new clients and retain existing clients; changes in client advertising, marketing, and corporate communications requirements; failure to manage potential conflicts of interest between or among clients of each company; unanticipated changes related to competitive factors in the advertising, marketing, and corporate communications industries; unanticipated changes to, or any inability to hire and retain key personnel at either company; currency exchange rate fluctuations; reliance on information technology systems and risks related to cybersecurity incidents; risks and challenges presented by utilizing artificial intelligence technologies and related partnerships; changes in legislation or governmental regulations; risks associated with assumptions made in connection with critical accounting estimates and legal proceedings; risks related to international operations; risks related to environmental, social, and governance goals and initiatives; and other risks inherent in Omnicom's and IPG's businesses.

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PARTICIPANTS IN THE SOLICITATION

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Omnicom + Interpublic

Marketing & Sales Leader for a New Era
December 9, 2024

FORWARD-LOOKING STATEMENTS

This communication contains certain "forward-looking statements" within the meaning of federal securities laws. Forward-looking statements may be identified by words such as "anticipates," "believes," "could," "continue," "estimate," "expects," "intends," "will," "should," "may," "plan," "predict," "project," "could" and similar expressions. Forward-looking statements are not statements of historical fact and reflect Omnicom's and IPG's current views about future events. Such forward-looking statements include, without limitation, statements about the benefits of the proposed transaction involving Omnicom and IPG, including future financial and operating results, Omnicom's and IPG's plans, objectives, expectations and intentions, the expected timing and likelihood of completion of the proposed transaction, and other statements that are not historical facts, including the combined company's ability to create an advanced marketing and sales platform, the combined company's ability to accelerate innovation and enhance efficiency through the transaction, and the combined company's plan on future stockholder returns. No assurances can be given that the forward-looking statements contained in this communication will occur as projected, and actual results may differ materially from those projected. Forward-looking statements are based on current expectations, estimates and assumptions that involve a number of risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, without limitation, the ability to obtain the requisite Omnicom and IPG stockholder approvals; the risk that Omnicom or IPG may be unable to obtain governmental and regulatory approvals required for the proposed transaction (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the proposed transaction); the risk that an event, change of other circumstance could give rise to the termination of the proposed transaction; the risk that a condition to closing of the proposed transaction may not be satisfied; the risk of delays in completing the proposed transaction; the risk that the businesses will not be integrated successfully or that the integration will be more costly or difficult than expected; the risk that the cost savings and any other synergies from the proposed transaction may not be fully realized or may take longer to realize than expected; the risk that any announcement relating to the proposed transaction could have adverse effects on the market price of Omnicom's or IPG's common stock; the risk of litigation related to the proposed transaction; the risk that the credit ratings of the combined company or its subsidiaries may be different from what the companies expect; the diversion of management time from ongoing business operations and opportunities as a result of the proposed transaction; the risk of adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the proposed transaction; adverse economic conditions; losses on media purchases and production costs; reductions in spending from Omnicom or IPG clients, a slowdown in payments by such clients, or a deterioration or disruption in the credit markets; risks related to each company's ability to attract new clients and retain existing clients; changes in client advertising, marketing, and corporate communications requirements; failure to manage potential conflicts of interest between or among clients of each company; unanticipated changes related to competitive factors in the advertising, marketing, and corporate communications industries; unanticipated changes to, or any inability to hire and retain key personnel at either company; currency exchange rate fluctuations; reliance on information technology systems and risks related to cybersecurity incidents; risks and challenges presented by utilizing artificial intelligence technologies and related partnerships; changes in legislation or governmental regulations; risks associated with assumptions made in connection with critical accounting estimates and legal proceedings; risks related to international operations; risks related to environmental, social, and governance goals and initiatives; and other risks inherent in Omnicom's and IPG's businesses.

All such factors are difficult to predict, are beyond Omnicom's and IPG's control, and are subject to additional risks and uncertainties, including those detailed in Omnicom's annual report on Form 10-K for the year ended December 31, 2023, quarterly reports on Form 10-Q, and current reports on Form 8-K that are available on its website at www.omnicomgroup.com and on the SEC's website at <http://www.sec.gov>, and those detailed in IPG's annual report on Form 10-K for the year ended December 31, 2023, quarterly reports on Form 10-Q and current reports on Form 8-K that are available on IPG's website at www.interpublic.com and on the SEC's website at <http://www.sec.gov>.

Forward-looking statements are based on the estimates and opinions of management at the time the statements are made. Neither Omnicom nor IPG undertakes any obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

NO OFFER OR SOLICITATION

This communication is not intended to be, and shall not constitute, an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

In connection with the proposed transaction, Omnicom and IPG intend to file a joint proxy statement with the SEC and Omnicom intends to file with the SEC a registration statement on Form S-4 that will include the joint proxy statement of Omnicom and IPG and that will also constitute a prospectus of Omnicom. Each of Omnicom and IPG may also file other relevant documents with the SEC regarding the proposed transaction. This document is not a substitute for the joint proxy statement/prospectus or registration statement or any other document that Omnicom or IPG may file with the SEC. The definitive joint proxy statement/prospectus (if and when available) will be mailed to stockholders of Omnicom and IPG. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT, JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT OMNICOM, IPG AND THE PROPOSED TRANSACTION.**

Investors and security holders will be able to obtain free copies of the registration statement and joint proxy statement/prospectus (if and when available) and other documents containing important information about Omnicom, IPG and the proposed transaction, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the registration statement and joint proxy statement/prospectus (if and when available) and other documents filed with the SEC by Omnicom may be obtained free of charge on Omnicom's website at www.omnicomgroup.com or, alternatively, by directing a request by mail to Omnicom's Corporate Secretary at 260 Park Avenue, New York, New York 10017. Copies of the registration statement and joint proxy statement/prospectus (if and when available) and other documents filed with the SEC by IPG may be obtained free of charge on IPG's website at www.interpublic.com or, alternatively, by directing a request by mail to IPG's Corporate Secretary at 909 Third Avenue, New York, NY 10022.

PARTICIPANTS IN THE SOLICITATION

Omnicom, IPG and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Omnicom, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in Omnicom's annual report on Form 10-K for the year ended December 31, 2023, including under the heading "Information About Our Executive Officers," and proxy statement for Omnicom's 2024 Annual Meeting of Stockholders, which was filed with the SEC on March 28, 2024, including under the headings "Executive Compensation," "Omnicom Board of Directors," "Directors' Compensation for Fiscal Year 2023" and "Stock Ownership Information." To the extent holdings of Omnicom common stock by the directors and executive officers of Omnicom have changed from the amounts reflected therein, such changes have been or will be reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 ("Form 3"), Statements of Changes in Beneficial Ownership on Form 4 ("Form 4") or Annual Statements of Changes in Beneficial Ownership of Securities on Form 5 ("Form 5"), subsequently filed by Omnicom's directors and executive officers with the SEC. Information about the directors and executive officers of IPG, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in IPG's annual report on Form 10-K for the year ended December 31, 2023, including under the heading "Executive Officers of the Registrant," and proxy statement for IPG's 2024 Annual Meeting of Stockholders, which was filed with the SEC on April 12, 2024, including under the headings "Board Composition," "Non-Management Director Compensation," "Executive Compensation" and "Outstanding Shares and Ownership of Common Stock." To the extent holdings of IPG common stock by the directors and executive officers of IPG have changed from the amounts reflected therein, such changes have been or will be reflected on Forms 3, Forms 4 or Forms 5, subsequently filed by IPG's directors and executive officers with the SEC. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the registration statement and joint proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction when such materials become available. Investors and security holders should read the registration statement and joint proxy statement/prospectus carefully when it becomes available.

Call Participants

**John
Wren**

Chairman & CEO

Omnicom

**Philippe
Krakowsky**

CEO & Director

Interpublic

**Phil
Angelastro**

EVP & CFO

Omnicom

**Ellen
Johnson**

EVP & CFO

Interpublic

Transaction Highlights

Omnicom acquisition of Interpublic through a stock-for-stock merger. Interpublic shareholders to receive 0.344 new Omnicom shares for each Interpublic share owned

Post-closing, Omnicom and Interpublic shareholders will own 60.6% and 39.4%, respectively, of the combined entity

The transaction will be accretive to adjusted earnings per share for both Omnicom and Interpublic shareholders

\$750M of expected annual cost synergies, with the majority achievable within 24 months of closing

Expanded offerings create greater opportunities for growth

Combined company to generate >\$3B in annual free cash flow and will continue Omnicom's practice for use of free cash flow: dividends, acquisitions and share repurchases

Expected to close in the second half of 2025

Compelling Strategic Logic

Highly complementary assets create an unmatched portfolio of services and products that expand client opportunities for each company on day one

Omnicom and Interpublic share highly complementary cultures and core values including a foundational belief in the power of ideas enabled by technology and data

Creates an industry leading identity solution with the most comprehensive understanding of consumer behaviors and transactions, enabling us to deliver superior outcomes for our clients at scale and speed

Advances our ability to continually innovate and develop new products and services, providing higher ROI on marketing spend

Significant free cash flow provides greater capacity for internal investments and acquisitions

Omnicom + Interpublic

Complementary cultures and businesses combined to deliver for clients

Unmatched

Talent

The deepest bench of top talent across disciplines and markets to deliver the most creative, innovative, and effective ideas

Services & Products

Complementary assets create the broadest portfolio of services and products across media, precision marketing, data, digital commerce, and production to create personalized experiences at scale and speed

Platform

Most comprehensive and detailed view of consumer behavior and buying habits to deliver more effective and efficient outcomes and performance-driven results for our clients

Omnicom
FORRESTER LEADER
 Commerce, Global Marketing, Creative & Content, Global Media Management

ANDY'S
 Holding Company of the Year
IPG

effie Awards Index
 Most Effective Holding Group 2023
Omnicom

ADWEEK
U.S. MEDIA AGENCY OF THE YEAR
 MED / A HUB

GLOBAL AGENCY OF THE YEAR

2024 Media Network of the Year

IPG Health wins Healthcare Network of the Year at Cannes 2024 in threecat

AdAge
GOODBY, SILVERSTEIN & PARTNERS MOMENTUM FUELED BY PEPSICO AND KRAFT HEINZ GAINS

IPG
AGENCY HOLDING COMPANY OF THE YEAR

ADWEEK
PHD is Adweek's Global Media Agency of the Year

IPA Effectiveness Awards 2024

Initiative
MEDIA AGENCY OF THE YEAR 2024

PRWeek
AGENCY OF THE YEAR
COLIN

campaign
AGENCY OF THE YEAR GLOBAL
FLEISHMAN HILLARD

Ad Age
Healthcare Network of the Year, Again.
IPG HEALTH

ACXION
MARTECH BREAKTHROUGH AWARD 2024
 BEST CUSTOMER INTELLIGENCE PLATFORM

Delivering the Most Advanced Marketing & Sales Platform

The integration of Omni, Interact, Acxiom & Flywheel will effectively position Omnicom for an AI-driven future.

Omnicom will have an industry-leading identity solutions platform with the most comprehensive understanding of consumer behaviors and transactions, allowing us to deliver superior outcomes for our clients at scale and speed.

BEHAVIORAL



IDENTITY



TRANSACTIONAL



Transaction & Financial Summary

Transaction Summary

Transaction Structure

- Stock for stock merger of Omnicom and Interpublic; Interpublic stockholders to receive 0.344 new Omnicom shares for each Interpublic share they own
- Post-merger ownership: 60.6% Omnicom shareholders / 39.4% Interpublic shareholders
- The combined company will trade under Omnicom's current ticker, "OMC"
- Combined market capitalization of over \$30 billion¹

Governance & Leadership

- John Wren will remain Chairman & CEO of Omnicom
- Phil Angelastro will remain EVP & CFO of Omnicom
- Philippe Krakowsky and Daryl Simm will serve as Co-Presidents & COOs of Omnicom
- Three current members of the Interpublic Board of Directors, including Philippe Krakowsky, will be welcomed to the Omnicom Board of Directors

Balance Sheet

- Strong free cash flow and liquidity
- Combined Debt to EBITDA ratio of 2.1x²
- Modest near-term debt maturities
- Commitment to maintain investment grade credit rating

Timing

- Transaction unanimously approved by Omnicom's and Interpublic's Boards of Directors
- Closing of transaction is conditional upon shareholder votes, regulatory approvals and satisfaction of other customary closing conditions
- Anticipated closing in the second half of 2025

Note: See page 25 for footnotes

Omnicom + Interpublic

By the Numbers – 2023³

\$25.6 B

Combined Revenue

\$3.9 B

Combined Adj. EBITA⁴

\$2.7 B

Combined Adj. Net Income⁵

\$3.3 B

Combined FCF⁶

57% / 43%

U.S./International Revenue

\$65 B

Global Media Billings⁷

Source: Company filings unless otherwise indicated
Note: See page 25 for footnotes

Omnicom + Interpublic

Revenue by Discipline

(In Millions)

	Full Year 2023A			YTD 9/30/2024			
	Omnicom	Interpublic	Combined ³	Omnicom	Interpublic	Combined ³	% of Total
Media & Advertising	\$7,891	\$6,110	\$14,001	\$6,037	\$4,393	\$10,430	54%
Precision Marketing	1,474	813	2,287	1,338	486	1,824	9%
Healthcare	1,363	1,474	2,837	1,015	1,118	2,133	11%
Public Relations	1,579	1,188	2,767	1,223	887	2,110	11%
Branding & Retail Commerce	854	–	854	599	–	599	3%
Experiential	651	1,305	1,956	523	951	1,474	8%
Execution & Support	880	–	880	632	–	632	3%
Total	\$14,692	\$10,889	\$25,582	\$11,367	\$7,835	\$19,202	100%

Interpublic results reflect management's best estimates regarding how Interpublic's historical results would have been classified under Omnicom's disciplines. Future results may be classified differently.
Source: Company filings unless otherwise indicated
Note: See page 25 for footnotes

Omnicom + Interpublic

Revenue by Geography

(In Millions)

	Full Year 2023A		
	Omnicom	Interpublic	Combined ⁹
United States	\$7,472	\$7,033	\$14,505
Other North America	479	300	779
United Kingdom	1,587	892	2,479
Other Europe	2,680	900	3,580
Latin America	387	477	864
Middle East & Africa	310	419	729
Asia Pacific	1,777	868	2,645
Total	\$14,692	\$10,889	\$25,582

	YTD 9/30/2024			% of Total
	Omnicom	Interpublic	Combined ⁹	
United States	\$5,999	\$5,117	\$11,116	58%
Other North America	344	211	555	3%
United Kingdom	1,252	685	1,937	10%
Other Europe	1,937	644	2,581	13%
Latin America	303	321	624	3%
Middle East & Africa	209	290	499	3%
Asia Pacific	1,323	567	1,890	10%
Total	\$11,367	\$7,835	\$19,202	100%

Source: Company filings unless otherwise indicated
Note: See page 25 for footnotes

Omnicom + Interpublic

Financial Profile

(In Millions)

	Full Year 2023A			YTD 9/30/2024		
	Omnicom	Interpublic	Combined ³	Omnicom	Interpublic	Combined ³
Revenue	\$14,692	\$10,889	\$25,582	\$11,367	\$7,835	\$19,202
Adj. EBITA ⁴	2,294	1,567	3,860	1,712	930	2,643
% Margin	15.6%	14.4%	15.1%	15.1%	11.9%	13.8%
FCF	1,885	1,451	3,336	1,402	863	2,265
Adj. Net Income ⁵	1,539	1,153	2,692	1,124	629	1,753
Debt to LTM EBITDA ²	2.4x	1.8x	2.1x	2.5x	1.7x	2.1x

Source: Company filings unless otherwise indicated
 Note: See page 25 for footnotes

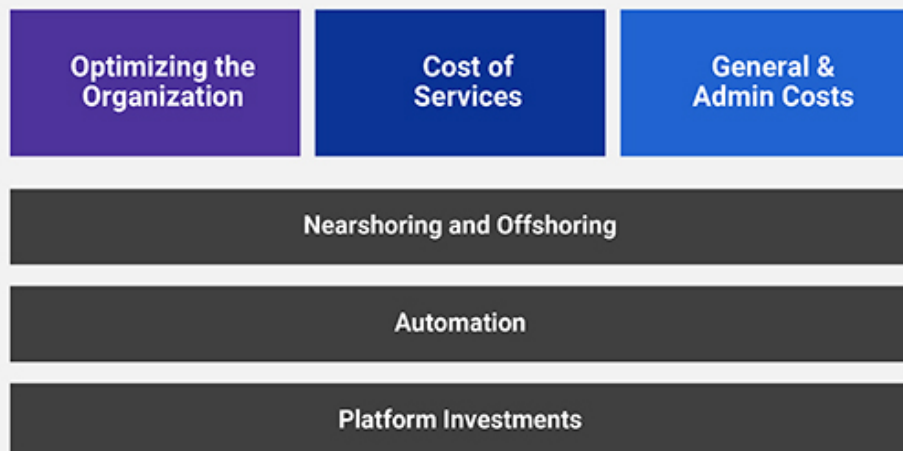
Omnicom + Interpublic

\$750 Million Annual Cost Synergies

Clearly identified opportunities for synergies

Significant majority achievable within 24 months

Expect approximately \$450 million in cash costs-to-achieve



Capital Allocation Policy

Expected uses of Free Cash Flow consistent with Omnicom's demonstrated history over the long term

Dividends

Omnicom's sustainable dividend per share of \$0.70 expected to continue at closing

Acquisitions

Strategic acquisitions in high-growth areas

Share Repurchases

Return capital to shareholders through share repurchases

Appendix

Revenue by Industry

YTD 9/30/2024

(In Millions)

	Omnicom	Interpublic	Combined ³	% of Total
Pharmaceuticals and Healthcare	\$1,819	\$1,831	\$3,650	19%
Food and Beverage	1,705	616	2,321	12%
Tech & Telecom	1,250	785	2,035	11%
Consumer Products	1,137	823	1,960	10%
Auto	1,250	501	1,751	9%
Financial Services	796	875	1,671	9%
Retail	682	657	1,339	7%
All Other	2,728	1,746	4,474	23%
Total Revenue	\$11,367	\$7,835	\$19,202	100%

Interpublic results reflect management's best estimates regarding how Interpublic's historical results would have been classified under Omnicom's disciplines. Future results may be classified differently.
 Source: Company filings unless otherwise indicated
 Note: See page 25 for footnotes

Omnicom + Interpublic

Debt Maturity Profile

Leverage Summary (In Millions)

As of 9/30/2024

	Omnicom ²	Interpublic	Combined ^{2,3}
Cash	\$2,783.9	\$1,532.0	\$4,315.9
Debt	6,197.0	2,974.0	9,171.0
LTM EBITDA	2,471.1	1,800.2	4,271.3
Debt to EBITDA	2.5x	1.7x	2.1x

Maturity Profile (In Millions)



Source: Company filings unless otherwise indicated
Note: See page 25 for footnotes

Side by Side Financials

Reported Income Statement

(In Millions)

	Full Year 2023A			Year to Date 9/30/2024		
	Omnicom	Interpublic	Combined ²	Omnicom	Interpublic	Combined ²
Revenue	\$14,692	\$10,889	\$25,582	\$11,367	\$7,835	\$19,202
Operating Expenses	(12,376)	(9,142)	(21,519)	(9,596)	(7,004)	(16,600)
EBITDA	\$2,316	\$1,747	\$4,063	\$1,771	\$831	\$2,602
% of Revenue	15.8%	16.0%	15.9%	15.6%	10.6%	13.5%
Depreciation	(\$149)	(\$189)	(\$338)	(\$116)	(\$134)	(\$250)
EBITA	\$2,167	\$1,567	\$3,733	\$1,655	\$697	\$2,351
% of Revenue	14.7%	14.4%	14.6%	14.6%	8.9%	12.2%
Amortization	(\$62)	(\$84)	(\$146)	(\$65)	(\$51)	(\$127)
Operating Income	\$2,105	\$1,483	\$3,587	\$1,589	\$646	\$2,225
% of Revenue	14.3%	13.6%	14.0%	14.0%	8.1%	11.6%
Non Current Income / (Expenses)	-	\$10	\$10	-	(\$13)	(\$13)
Net Interest	(112)	(85)	(197)	(109)	(56)	(165)
Profit Before Tax	\$1,993	\$1,408	\$3,401	\$1,480	\$566	\$2,046
% of Revenue	13.6%	12.9%	13.3%	13.0%	7.2%	10.7%
Income Tax	(\$525)	(\$291)	(\$816)	(\$390)	(\$298)	(\$698)
% of Profit Before Tax	26.3%	20.7%	24.0%	26.3%	36.8%	29.2%
Income / (Loss) From Equity Method Investments	\$5	\$1	\$7	\$5	(\$0)	\$4
Net Income Attributed to Non-Controlling Interests	(82)	(20)	(102)	(63)	(12)	(75)
Net Income to Shareholders	\$1,391	\$1,098	\$2,490	\$1,033	\$545	\$1,378

Source: Company filings unless otherwise indicated
 Note: See page 25 for footnotes

Omnicom + Interpublic

Side by Side Financials

Balance Sheet at 9/30/2024

(In Millions)

	Omnicom	Interpublic	Combined³
Cash & Cash Equivalents	\$3,534	\$1,532	\$5,066
Other Current Assets	11,576	7,726	19,301
Current Assets	\$15,110	\$9,258	\$24,367
Non-Current Assets	\$13,687	\$7,826	\$21,513
Total Assets	\$28,797	\$17,083	\$45,880
Short-Term Debt	\$767	\$24	\$791
Other Current Liabilities	14,599	8,442	23,040
Current Liabilities	\$15,366	\$8,466	\$23,831
Long-Term Debt	\$6,180	\$2,920	\$9,100
Other Long-Term Liabilities	2,250	1,868	4,117
Non-Current Liabilities	\$8,430	\$4,787	\$13,217
Total Liabilities	\$23,795	\$13,253	\$37,048
Total Equity ⁴	\$5,001	\$3,830	\$8,830
Total Liabilities & Equity	\$28,797	\$17,083	\$45,880

Source: Company filings unless otherwise indicated
 Note: See page 25 for footnotes

Omnicom + Interpublic

Adjusted EBITA Reconciliation

(In Millions)

	Full Year 2023A			Year to Date 9/30/2024		
	Omnicom	Interpublic	Combined ³	Omnicom	Interpublic	Combined ³
Reported Net Income	\$1,391	\$1,098	\$2,490	\$1,033	\$345	\$1,378
(+) Income Tax Expense	\$525	\$291	\$816	\$390	\$208	\$598
(-) Income From Equity Method Investments	(5)	(1)	(7)	(5)	0	(4)
(+) Net Income Attributed To Noncontrolling Interests	82	20	102	63	12	75
Income Before Taxes	\$1,993	\$1,408	\$3,401	\$1,480	\$566	\$2,046
(+) Net Interest Expense	\$112	\$85	\$197	\$109	\$56	\$165
(+) Other Expense, net	-	(10)	(10)	-	13	13
Operating Income	\$2,105	\$1,483	\$3,587	\$1,589	\$635	\$2,225
(-) Amortization of Acquired Intangible Assets and Internally Developed Strategic Platform Assets	\$62	\$84	\$146	\$65	\$61	\$127
(+) Non-GAAP Adjustments	127	0	127	58	234	291
Adj. EBITA⁴	\$2,294	\$1,567	\$3,860	\$1,712	\$930	\$2,643

Source: Company filings unless otherwise indicated
Note: See page 25 for footnotes

Omnicom + Interpublic

Free Cash Flow

(In Millions)

	Full Year 2023A			Year to Date 9/30/2024		
	Omnicom	Interpublic	Combined ³	Omnicom	Interpublic	Combined ³
Adj. EBITA⁴	\$2,294	\$1,567	\$3,860	\$1,712	\$930	\$2,643
(-) Amortization of Acquired Intangible Assets and Internally Developed Strategic Platform Assets	(62)	(84)	(146)	(65)	(61)	(127)
(-) Non-GAAP Adjustments	(127)	(0)	(127)	(58)	(234)	(291)
Operating Income	\$2,105	\$1,483	\$3,587	\$1,589	\$635	\$2,225
(-) Cash Interest Expense, Net	(\$112)	(\$85)	(\$197)	(\$109)	(\$56)	(\$165)
(+) Other Expenses, Net	-	10	10	-	(13)	(13)
(-) Taxes	(525)	(291)	(816)	(390)	(208)	(598)
(+) Income From Equity Method Investments	5	1	7	5	(0)	4
Net Income	\$1,473	\$1,118	\$2,591	\$1,095	\$357	\$1,453
(+) D&A	\$211	\$264	\$475	\$181	\$106	\$377
(+) SBC	85	47	132	69	52	122
(+) Real Estate and other Repositioning Costs	192	-	192	58	-	58
(-) Gain on Disposition of Subsidiary	(79)	(18)	(97)	-	6	6
(-) Restructuring	-	(1)	(1)	-	-	-
(+) Impairment of Goodwill	-	-	-	-	232	232
(+) Other	3	41	44	(1)	19	18
Free Cash Flow	\$1,885	\$1,451	\$3,336	\$1,402	\$863	\$2,265
Changes in Operating Capital	(463)	(897)	(1,360)	(1,594)	(676)	(2,270)
Net Cash Provided/(Used) by Operating Activities	\$1,422	\$555	\$1,977	(\$192)	\$187	(\$4)

Source: Company filings unless otherwise indicated
 Note: See page 25 for footnotes

Omnicom + Interpublic

Notes

1. Based on closing share prices as of December 6th, 2024
2. Pro forma to exclude Omnicom's \$750 million note maturity repaid in November 2024
3. Combined financial results are arithmetic sums, not pro forma amounts presented in accordance with Article 11 of Regulation S-X.
4. Adjusted EBITA is defined earnings before interest, taxes, amortization of acquired intangibles and internally developed strategic platform assets, as well as other adjustments including real estate and other repositioning costs and gain on disposition of subsidiary.
5. Adjusted Net Income is defined as Net income adjusted for real estate and other repositioning costs, gain on disposition of subsidiary, and amortization of acquired intangible assets and internally developed strategic platform assets (after-tax).
6. Free cash flow (FCF) is defined as net cash provided by operating activities, as adjusted for changes in operating capital.
7. Arithmetic summation of 2023 global media billings of Omnicom and Infinity in the Global Billings Rankings – Final 2023 report, published by COMvergence in July 2024.
8. Includes Total Equity, Redeemable Non-Controlling Interests and Non-Controlling Interests.

Omnicom + Interpublic

Marketing & Sales Leader for a New Era
December 9, 2024