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," "could," "continue," "extimate," "expects," "intends," "will," "should," "may," "plan," "predict," "project," "would" and similar expressions. Forward-looking statements are not statements 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 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 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 280 Park Avenue, New York, New York 10017. Copies of the registration 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 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 Force of Omnicom have changed from the amounts reflected therein, such changes have been or will be reflected on Initial Statements of Changes in Beneficial Ownership of Securities on Form 3 ("Form 3"), 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," "Executive Compensation," and "Outstanding Shares and Ownership of Common Stock by the directors and executive officers with the SEC. Other extent holdings of IPG common stock by the 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 regardi

Call Participants

John Wren

Chairman & CEO

Omnicom

Philippe Krakowsky

CEO & Director

Interpublic

Phil Angelastro

EVP & CFO

Omnicom

Ellen Johnson

EVP & CFO

Interpublic

Marketing & Sales Leader for a New Era

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

Marketing & Sales Leader for a New Era

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

Complementary cultures and businesses combined to deliver for clients

Unmatched

Talent

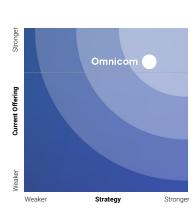
The deepest bench of top talent across disciplines and markets to deliver the most creative, innovative, and effective ideas

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





2024 Media Network of the Year























Healthcare Network of the Year. Again. **IPG HEALTH**



Delivering the Most Advanced Marketing & Sales Platform

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

Omnicom will have an industryleading 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

Marketing & Sales Leader for a New Era

11

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

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

Note: See page 25 for footnotes

Marketing & Sales Leader for a New Era

Revenue by Geography (In Millions)

	Full Year 2023A						
	Omnicom	Interpublic	Combined ³				
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				

	Omnicom	Interpublic	Combined ³	% of Total	
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%	

13

14

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	

\$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

Optimizing the General & Cost of **Organization Services Admin Costs Nearshoring and Offshoring Automation Platform Investments**

Capital Allocation Policy

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

Omnicom's sustainable dividend per share of \$0.70 **Dividends** expected to continue at closing **Acquisitions** Strategic acquisitions in high-growth areas Share Return capital to shareholders through share repurchases 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%	

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



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

Side by Side Financials Reported Income Statement

(In Millions)

_			Year to Date 9/30/2024			
_	Omnicom	Interpublic	Combined ³	Omnicom	Interpublic	Combined ³
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)	(\$180)	(\$330)	(\$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)	(\$61)	(\$127)
Operating Income	\$2,105	\$1,483	\$3,587	\$1,589	\$635	\$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)	(\$208)	(\$598)
% 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	\$345	\$1,378

Side by Side Financials Balance Sheet at 9/30/2024

(In Millions)

	Omnicom	Interpublic	Combined ³
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 ⁸	\$5,001	\$3,830	\$8,832
Total Liabilities & Equity	\$28,797	\$17,083	\$45,880

Adjusted EBITA Reconciliation

(In Millions)

-	Full Year 2023A			Year	to Date 9/30/2024	e 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. EBITA ⁴	\$2,294	\$1,567	\$3,860	\$1,712	\$930	\$2,643

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

Free Cash Flow (In Millions)

Full Year 2023A Year to Date 9/30/2024 **Omnicom** Interpublic **Omnicom** Interpublic Combined³ Combined³ Adj. EBITA4 \$2,294 \$1,567 \$3,860 \$1,712 \$930 \$2,643 (62)(84)(146)(65)(127)(-) Amortization of Acquired Intangible Assets and (61)Internally Developed Strategic Platform Assets (0)(127)(234)(291)(127)(58)(-) Non-GAAP Adjustments \$2,105 \$1,483 \$3,587 \$1,589 \$635 \$2,225 **Operating Income** (-) Cash Interest Expense, Net (\$112)(\$85)(\$197)(\$109)(\$56)(\$165)(+) Other Expenses, Net 10 (13)(13)10 (525)(291)(816)(390)(208)(598)(-) Taxes (+) Income From Equity Method Investments (0)5 \$1,473 \$1,118 \$2,591 \$1,095 \$357 \$1,453 Net Income (+) D&A \$211 \$264 \$475 \$181 \$196 \$377 (+) SBC 85 47 132 69 52 122 192 (+) Real Estate and other Repositioning Costs 192 58 58 (-) Gain on Disposition of Subsidiary (79)(18)(97)(-) Restructuring (1) (1) (+) Impairment of Goodwill 232 232 (+) Other 41 (1) 19 18 44 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)

\$555

\$1,977

(\$192)

\$187

\$1,422

Net Cash Provided/(Used) by Operating Activities

(\$4)

23

24

Notes

- 1. Based on closing share prices as of December 6th, 2024
- 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.
- 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.