



Interpublic Group

THIRD QUARTER 2014 EARNINGS CONFERENCE CALL

October 22, 2014

Overview – Third Quarter 2014

- Revenue increased 8.3% from Q3-13, 6.3% on an organic basis
 - U.S. organic growth was 7.9%
 - International organic growth was 4.2%
 - Net acquisitions added 1.7%
- Operating income was \$171 million, an increase of 21%
- Operating margin was 9.3%, an improvement of 100 basis points
- Diluted EPS was \$0.21, a 24% increase from last year's adjusted EPS

Operating Performance

	Three Months Ended September 30,	
	2014	2013
<i>Revenue</i>	\$ 1,841.1	\$ 1,700.4
Salaries and Related Expenses	1,195.2	1,093.6
Office and General Expenses	474.6	465.3
<i>Operating Income</i>	171.3	141.5
Interest Expense	(20.7)	(23.7)
Interest Income	7.5	5.8
Other Expense, net	(0.6)	(46.6)
<i>Income Before Income Taxes</i>	157.5	77.0
Provision for Income Taxes	65.0	28.4
Equity in Net Income of Unconsolidated Affiliates	0.3	0.6
<i>Net Income</i>	92.8	49.2
Net Income Attributable to Noncontrolling Interests	(3.1)	(0.9)
<i>Net Income Attributable to IPG</i>	89.7	48.3
Dividends on Preferred Stock	-	(2.9)
<i>Net Income Available to IPG Common Stockholders</i>	\$ 89.7	\$ 45.4
 <i>Earnings per Share Available to IPG Common Stockholders:</i>		
Basic	\$ 0.21	\$ 0.11
Diluted	\$ 0.21	\$ 0.11
 <i>Weighted-Average Number of Common Shares Outstanding:</i>		
Basic	419.2	419.7
Diluted	426.4	426.1
 <i>Dividends Declared per Common Share</i>	 \$ 0.095	 \$ 0.075

Revenue

	Three Months Ended		Nine Months Ended	
	\$	% Change	\$	% Change
September 30, 2013	\$ 1,700.4		\$ 4,999.6	
Total change	140.7	8.3%	330.4	6.6%
Foreign currency	3.6	0.3%	(26.2)	(0.6%)
Net acquisitions/(divestitures)	29.6	1.7%	64.1	1.3%
Organic	107.5	6.3%	292.5	5.9%
September 30, 2014	\$ 1,841.1		\$ 5,330.0	

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2014		2013		2014		2013	
			Total	Organic	Total	Organic	Total	Organic
IAN	\$ 1,464.6	\$ 1,370.9	6.8%	5.5%	\$ 4,276.3	\$ 4,047.7	5.6%	5.4%
CMG	\$ 376.5	\$ 329.5	14.3%	9.9%	\$ 1,053.7	\$ 951.9	10.7%	7.9%

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

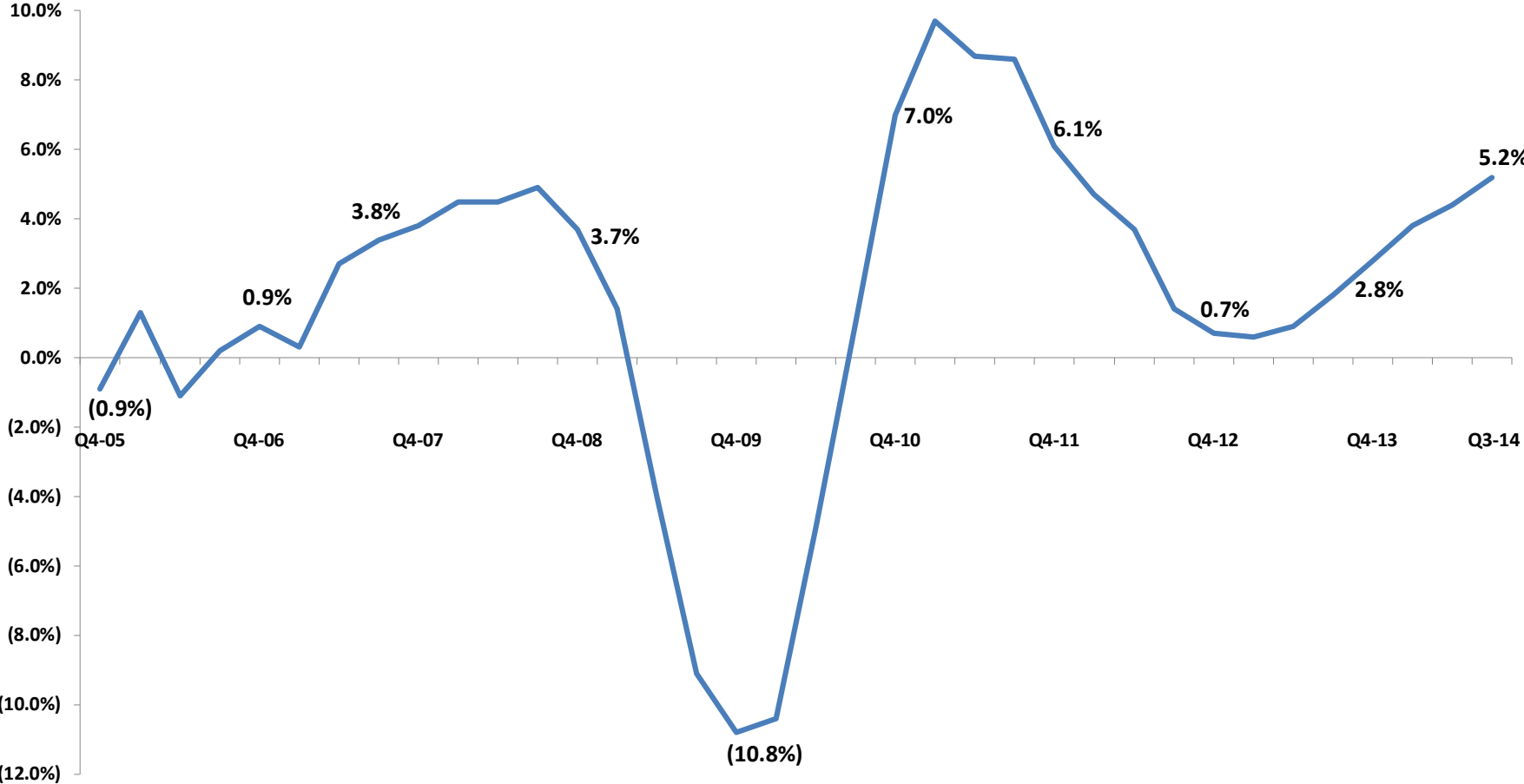
Geographic Revenue Change

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	Total	Organic	Total	Organic
United States	8.7%	7.9%	5.7%	5.2%
International	7.7%	4.2%	7.8%	6.7%
United Kingdom	26.7%	12.2%	26.7%	12.9%
Continental Europe	3.2%	(1.3%)	4.0%	0.2%
Asia Pacific	4.8%	2.7%	4.3%	5.9%
Latin America	5.4%	8.2%	2.1%	10.7%
All Other Markets	(1.3%)	1.7%	2.9%	7.3%
Worldwide	8.3%	6.3%	6.6%	5.9%

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

Organic Revenue Growth

Trailing Twelve Months



Expenses

Salaries & Related

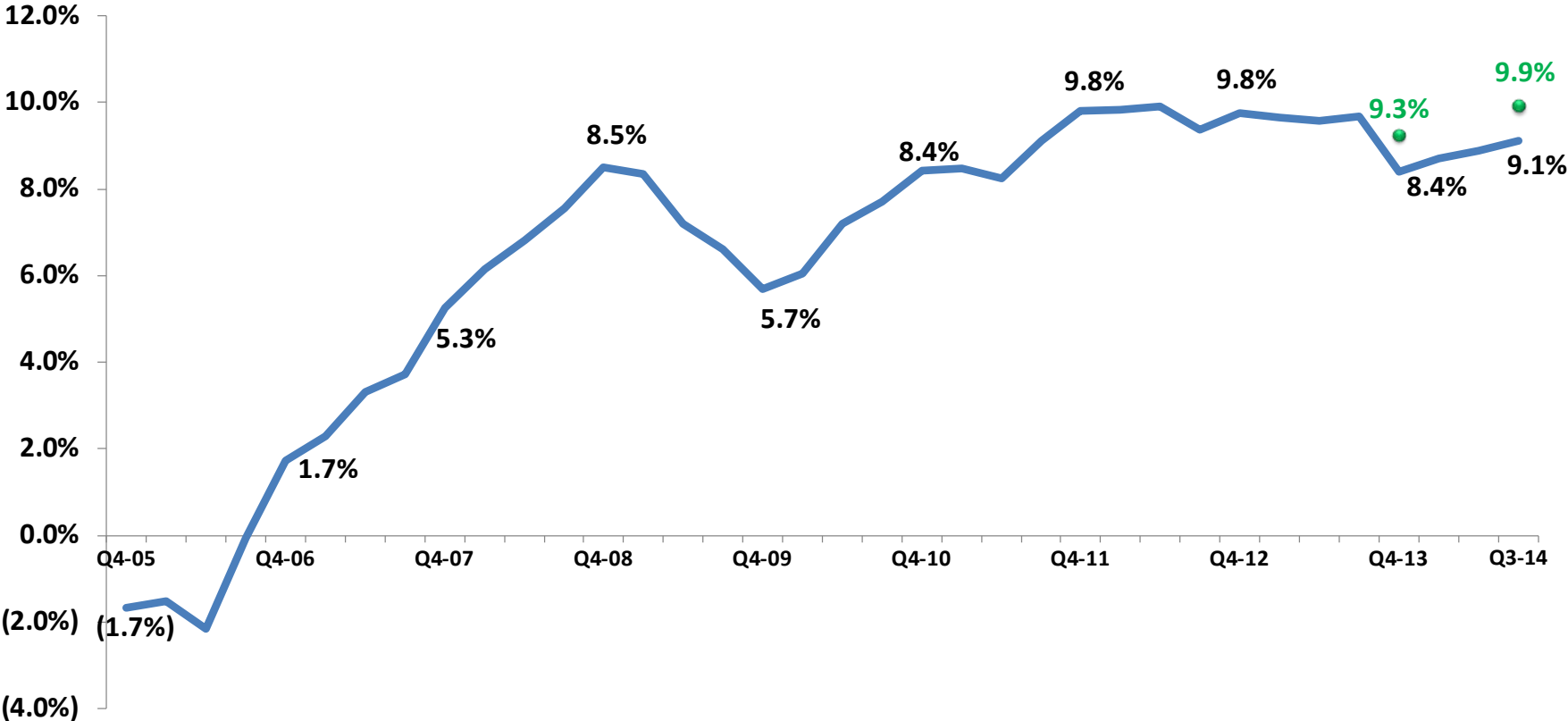
	2014	2013	Change		
			\$	Total	Organic
Three Months Ended September 30, <i>% of Revenue</i>	\$ 1,195.2 64.9%	\$ 1,093.6 64.3%	\$ 101.6	9.3%	7.3%
Three months severance <i>% of Revenue</i>	\$ 11.7 0.6%	\$ 19.8 1.2%	\$ (8.1)	(40.9%)	
Nine Months Ended September 30, <i>% of Revenue</i>	\$ 3,554.0 66.7%	\$ 3,345.9 66.9%	\$ 208.1	6.2%	5.3%
Nine months severance <i>% of Revenue</i>	\$ 48.2 0.9%	\$ 68.8 1.4%	\$ (20.6)	(29.9%)	

Office & General

	2014	2013	Change		
			\$	Total	Organic
Three Months Ended September 30, <i>% of Revenue</i>	\$ 474.6 25.8%	\$ 465.3 27.4%	\$ 9.3	2.0%	0.4%
Three months occupancy expense (ex-D&A) <i>% of Revenue</i>	\$ 126.0 6.8%	\$ 124.6 7.3%	\$ 1.4	1.1%	
Nine Months Ended September 30, <i>% of Revenue</i>	\$ 1,420.6 26.7%	\$ 1,379.8 27.6%	\$ 40.8	3.0%	2.5%
Nine months occupancy expense (ex-D&A) <i>% of Revenue</i>	\$ 378.9 7.1%	\$ 371.3 7.4%	\$ 7.6	2.0%	

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

	September 30, 2014	December 31, 2013	September 30, 2013
CURRENT ASSETS:			
Cash and cash equivalents	\$ 896.0	\$ 1,636.8	\$ 999.3
Marketable securities	6.4	5.3	5.2
Accounts receivable, net	3,870.9	4,565.4	3,830.2
Expenditures billable to clients	1,725.6	1,536.4	1,551.0
Other current assets	402.0	340.1	377.1
Total current assets	\$ 6,900.9	\$ 8,084.0	\$ 6,762.8
CURRENT LIABILITIES:			
Accounts payable	\$ 5,875.0	\$ 6,914.2	\$ 5,705.6
Accrued liabilities	638.8	718.4	553.3
Short-term borrowings	128.3	179.1	186.3
Current portion of long-term debt	2.2	353.6	2.2
Total current liabilities	\$ 6,644.3	\$ 8,165.3	\$ 6,447.4

Cash Flow

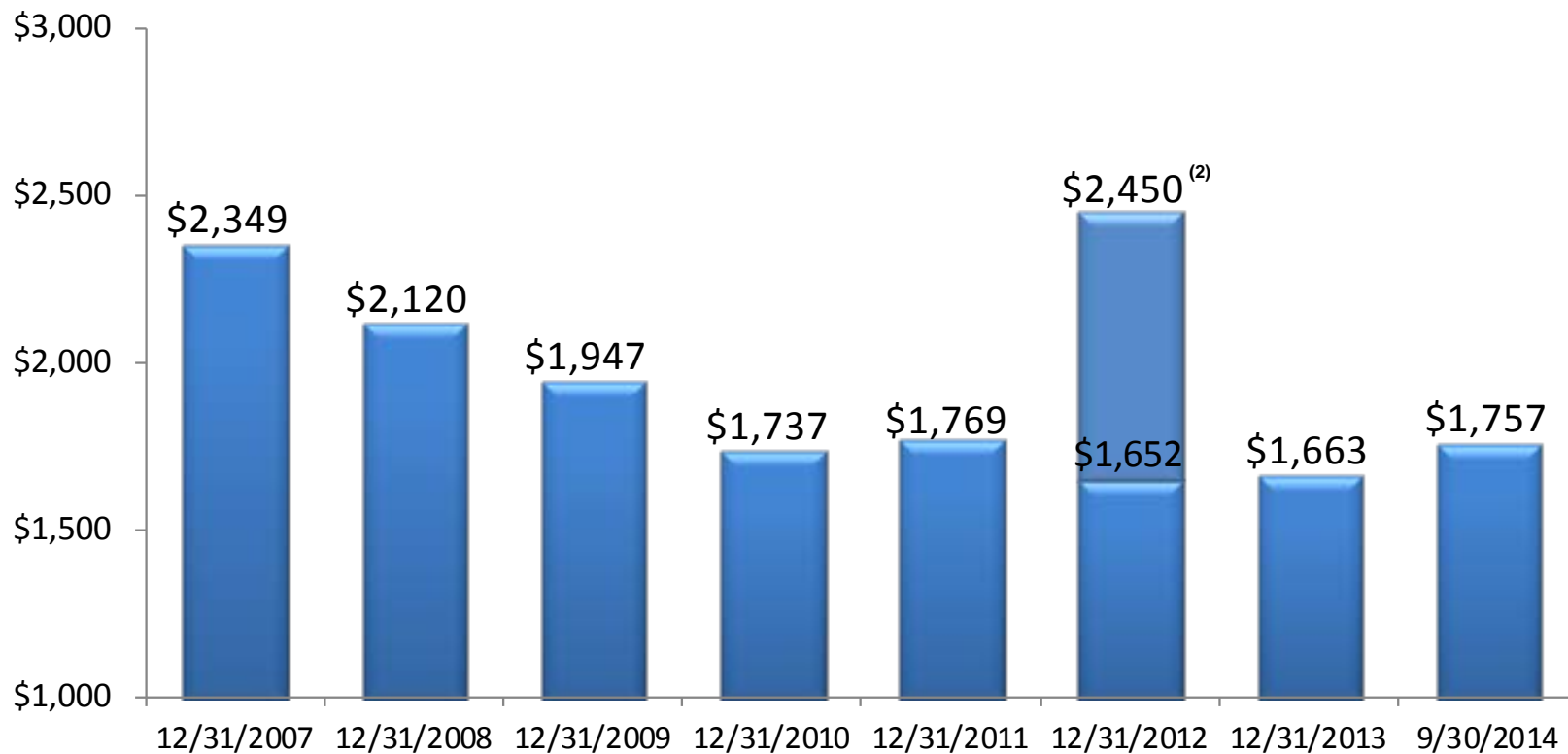
	Three Months Ended September 30,	
	2014	2013
NET INCOME	\$ 93	\$ 49
OPERATING ACTIVITIES		
Depreciation & amortization	54	50
Deferred taxes	42	43
Non-cash loss on early extinguishment of debt	-	15
Other non-cash items	4	8
Change in working capital, net	(11)	38
Other non-current assets & liabilities	(6)	(42)
Net cash provided by Operating Activities	176	161
INVESTING ACTIVITIES		
Capital expenditures	(35)	(45)
Acquisitions & deferred payments, net	(12)	-
Business, investment & fixed asset purchases/sales, net	5	-
Net cash used in Investing Activities⁽¹⁾	(42)	(45)
FINANCING ACTIVITIES		
Purchase of long-term debt	-	(600)
Repurchase of common stock	(51)	(100)
Common stock dividends	(40)	(31)
Acquisition-related payments	(4)	(1)
Distributions to noncontrolling interests	(2)	(3)
Preferred stock dividends	-	(3)
Exercise of stock options	1	12
Net increase (decrease) in short-term bank borrowings	9	(6)
Other financing activities	1	2
Net cash used in Financing Activities	(86)	(730)
Currency Effect	(47)	-
Increase (Decrease) in Cash & S/T Marketable Securities	\$ 1	\$ (614)

Page 10 (1) Excludes the net purchase, sale and maturities of short-term marketable securities. See reconciliation on page 21.

(\$ in Millions)



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.

Summary

- Strong performance against FY-14 financial objectives
- Traction from key strategic initiatives
 - Quality of our agency offerings, creative talent and “open architecture” solutions
 - Strength in digital and high-growth regions
 - Effective expense management
- 2014 focus is on margin improvement; significant progress year-to-date
- Financial strength continues to be a source of value creation
 - Lower cost of debt
 - Share repurchase program



Interpublic Group

Appendix

Operating Performance

	Nine Months Ended September 30,			
	2014		2013	
<i>Revenue</i>	\$	5,330.0	\$	4,999.6
Salaries and Related Expenses		3,554.0		3,345.9
Office and General Expenses		1,420.6		1,379.8
<i>Operating Income</i>		355.4		273.9
Interest Expense		(63.5)		(98.0)
Interest Income		20.3		18.0
Other Expense, net		(10.1)		(40.0)
<i>Income Before Income Taxes</i>		302.1		153.9
Provision for Income Taxes		128.6		78.0
Equity in Net Income of Unconsolidated Affiliates		0.6		0.9
<i>Net Income</i>		174.1		76.8
Net Income Attributable to Noncontrolling Interests		(5.9)		(2.0)
<i>Net Income Attributable to IPG</i>		168.2		74.8
Dividends on Preferred Stock		-		(8.7)
<i>Net Income Available to IPG Common Stockholders</i>	\$	168.2	\$	66.1
<i>Earnings per Share Available to IPG Common Stockholders:</i>				
Basic	\$	0.40	\$	0.16
Diluted	\$	0.39	\$	0.16
<i>Weighted-Average Number of Common Shares Outstanding:</i>				
Basic		421.0		419.7
Diluted		427.2		424.8
<i>Dividends Declared per Common Share</i>	\$	0.285	\$	0.225

Cash Flow

	Nine Months Ended September 30,	
	2014	2013
NET INCOME	\$ 174	\$ 77
OPERATING ACTIVITIES		
Depreciation & amortization	163	156
Deferred taxes	49	29
Non-cash (gain) loss on early extinguishment of debt	(1)	15
Other non-cash items	27	4
Change in working capital, net	(758)	(667)
Other non-current assets & liabilities	(35)	(44)
Net cash used in Operating Activities	(381)	(430)
INVESTING ACTIVITIES		
Capital expenditures	(94)	(92)
Acquisitions & deferred payments, net	(63)	(48)
Business, investment & fixed asset purchases/sales, net	16	1
Net cash used in Investing Activities ⁽¹⁾	(141)	(139)
FINANCING ACTIVITIES		
Proceeds from issuance of long-term debt	499	-
Purchase of long-term debt	(350)	(601)
Repurchase of common stock	(148)	(281)
Common stock dividends	(120)	(94)
Net (decrease) increase in short-term bank borrowings	(44)	13
Distributions to noncontrolling interests	(14)	(10)
Acquisition-related payments	(13)	(28)
Preferred stock dividends	-	(9)
Exercise of stock options	12	44
Other financing activities	3	10
Net cash used in Financing Activities	(175)	(956)
Currency Effect	(43)	(61)
Decrease in Cash & S/T Marketable Securities	\$ (740)	\$ (1,586)

Depreciation and Amortization

	2014				
	Q1	Q2	Q3	YTD 2014	
Depreciation and amortization of fixed assets and intangible assets	\$ 40.5	\$ 40.2	\$ 41.0	\$ 121.7	
Amortization of restricted stock and other non-cash compensation	15.1	11.1	11.7	37.9	
Net amortization of bond discounts and deferred financing costs	1.0	1.3	1.4	3.7	
	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 September 30, 2013	Components of Change			Three Months Ended September 30, 2014	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
Segment Revenue							
IAN	\$ 1,370.9	\$ 0.5	\$ 18.4	\$ 74.8	\$ 1,464.6	5.5%	6.8%
CMG	329.5	3.1	11.2	32.7	376.5	9.9%	14.3%
Total	\$ 1,700.4	\$ 3.6	\$ 29.6	\$ 107.5	\$ 1,841.1	6.3%	8.3%
Geographic							
United States	\$ 976.6	\$ -	\$ 7.9	\$ 77.3	\$ 1,061.8	7.9%	8.7%
International	723.8	3.6	21.7	30.2	779.3	4.2%	7.7%
United Kingdom	132.4	10.9	8.3	16.1	167.7	12.2%	26.7%
Continental Europe	164.6	(0.4)	7.9	(2.2)	169.9	(1.3%)	3.2%
Asia Pacific	217.2	0.1	4.5	5.8	227.6	2.7%	4.8%
Latin America	106.7	(4.0)	1.0	8.8	112.5	8.2%	5.4%
All Other Markets	102.9	(3.0)	-	1.7	101.6	1.7%	(1.3%)
Worldwide	\$ 1,700.4	\$ 3.6	\$ 29.6	\$ 107.5	\$ 1,841.1	6.3%	8.3%
Expenses							
Salaries & Related	\$ 1,093.6	\$ 4.2	\$ 18.0	\$ 79.4	\$ 1,195.2	7.3%	9.3%
Office & General	465.3	1.5	5.9	1.9	474.6	0.4%	2.0%
Total	\$ 1,558.9	\$ 5.7	\$ 23.9	\$ 81.3	\$ 1,669.8	5.2%	7.1%

Reconciliation of Organic Measures

	Nine Months Ended September 30, 2013	Components of Change			Nine Months Ended September 30, 2014	Change	
		Foreign Currency	Net Acquisitions / (Divestitures)	Organic		Organic	Total
Segment Revenue							
IAN	\$ 4,047.7	\$ (30.7)	\$ 42.0	\$ 217.3	\$ 4,276.3	5.4%	5.6%
CMG	951.9	4.5	22.1	75.2	1,053.7	7.9%	10.7%
Total	<u>\$ 4,999.6</u>	<u>\$ (26.2)</u>	<u>\$ 64.1</u>	<u>\$ 292.5</u>	<u>\$ 5,330.0</u>	<u>5.9%</u>	<u>6.6%</u>
Geographic							
United States	\$ 2,867.6	\$ -	\$ 14.6	\$ 149.5	\$ 3,031.7	5.2%	5.7%
International	2,132.0	(26.2)	49.5	143.0	2,298.3	6.7%	7.8%
United Kingdom	390.2	31.0	22.6	50.5	494.3	12.9%	26.7%
Continental Europe	520.4	10.3	9.7	1.0	541.4	0.2%	4.0%
Asia Pacific	614.1	(24.9)	14.6	36.5	640.3	5.9%	4.3%
Latin America	312.8	(29.5)	2.6	33.5	319.4	10.7%	2.1%
All Other Markets	294.5	(13.1)	-	21.5	302.9	7.3%	2.9%
Worldwide	<u>\$ 4,999.6</u>	<u>\$ (26.2)</u>	<u>\$ 64.1</u>	<u>\$ 292.5</u>	<u>\$ 5,330.0</u>	<u>5.9%</u>	<u>6.6%</u>
Expenses							
Salaries & Related	\$ 3,345.9	\$ (7.3)	\$ 38.4	\$ 177.0	\$ 3,554.0	5.3%	6.2%
Office & General	1,379.8	(8.0)	14.6	34.2	1,420.6	2.5%	3.0%
Total	<u>\$ 4,725.7</u>	<u>\$ (15.3)</u>	<u>\$ 53.0</u>	<u>\$ 211.2</u>	<u>\$ 4,974.6</u>	<u>4.5%</u>	<u>5.3%</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
9/30/14	7,062.9	(53.5)	74.3	369.0	7,452.7

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>		<u>Adjusted Operating Margin</u>
12/31/13	\$	598.3	\$	60.6	\$ 658.9	9.3%
3/31/14		629.0		60.6	689.6	9.6%
6/30/14		650.0		60.6	710.6	9.7%
9/30/14		679.8		60.6	740.4	9.9%

Reconciliation of Investing Cash Flow

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
INVESTING ACTIVITIES				
Cash used in Investing Activities per presentation	\$ (42)	\$ (45)	\$ (141)	\$ (139)
Purchase, sale and maturities of short-term marketable securities, net	(1)	(1)	(1)	11
Cash used in Investing Activities as reported	\$ (43)	\$ (46)	\$ (142)	\$ (128)

Reconciliation of Loss on Early Extinguishment of Debt ⁽¹⁾

	Nine Months Ended September 30, 2014		
	As Reported	Loss on Early Extinguishment of Debt ⁽²⁾	Ex -Loss on Early Extinguishment of Debt
Income Before Income Taxes	\$ 302.1	\$ (10.4)	\$ 312.5
Provision for Income Taxes	(128.6)	3.8	(132.4)
Effective Tax Rate	42.6%		42.4%
Equity in Net Income of Unconsolidated Affiliates	0.6		0.6
Net Income Attributable to Noncontrolling Interests	(5.9)		(5.9)
Net Income Available to IPG Common Stockholders - Basic and Diluted	\$ 168.2	\$ (6.6)	\$ 174.8
Weighted-Average Number of Common Shares Outstanding - Basic	421.0		421.0
Add: Effect of Dilutive Securities			
Restricted Stock, Stock Options and Other Equity Awards	6.2		6.2
Weighted-Average Number of Common Shares Outstanding - Diluted	427.2		427.2
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.40	\$ (0.02)	\$ 0.42
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.39	\$ (0.02)	\$ 0.41

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

Page 22 (2) Loss on early extinguishment of debt of \$10.4, primarily due to a redemption premium.

(Amounts in Millions, except per share amounts)



Reconciliation of Loss on Early Extinguishment of Debt ⁽¹⁾

	Three Months Ended September 30, 2013			Nine Months Ended September 30, 2013		
	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	\$ 77.0	\$ (45.2)	\$ 122.2	\$ 153.9	\$ (45.2)	\$ 199.1
Provision for Income Taxes	(28.4)	16.9	(45.3)	(78.0)	16.9	(94.9)
Effective Tax Rate	36.9%		37.1%	50.7%		47.7%
Equity in Net Income of Unconsolidated Affiliates	0.6		0.6	0.9		0.9
Net Income Attributable to Noncontrolling Interests	(0.9)		(0.9)	(2.0)		(2.0)
Dividends on Preferred Stock	(2.9)		(2.9)	(8.7)		(8.7)
Net Income Available to IPG Common Stockholders - Basic	\$ 45.4	\$ (28.3)	\$ 73.7	\$ 66.1	\$ (28.3)	\$ 94.4
Adjustments: Effect of Dilutive Securities						
Preferred Stock Dividends	0.0		2.9	0.0		0.0
Interest on 4.75% Notes	0.0		0.0	0.0		0.8
Net Income Available to IPG Common Stockholders - Diluted	\$ 45.4		\$ 76.6	\$ 66.1		\$ 95.2
Weighted-Average Number of Common Shares Outstanding - Basic	419.7		419.7	419.7		419.7
Add: Effect of Dilutive Securities						
Restricted Stock, Stock Options and Other Equity Awards	6.4		6.4	5.1		5.1
Preferred Stock Outstanding	0.0		17.3	0.0		0.0
4.75% Notes	0.0		0.0	0.0		4.4
Weighted-Average Number of Common Shares Outstanding - Diluted	426.1		443.4	424.8		429.2
Earnings Per Share Available to IPG Common Stockholders - Basic	\$ 0.11	\$ (0.07)	\$ 0.18	\$ 0.16	\$ (0.06)	\$ 0.22
Earnings Per Share Available to IPG Common Stockholders - Diluted	\$ 0.11	\$ (0.06)	\$ 0.17	\$ 0.16	\$ (0.06)	\$ 0.22

(1) In July 2013, we redeemed \$600 in aggregate principal amount of our 10.00% Notes at 105%.

(2) Loss on early extinguishment of debt of \$45.2 included a redemption premium of \$30.0, the write-off of the remaining unamortized discount of \$7.3 and unamortized debt issuance cost of \$7.9.



Interpublic Group

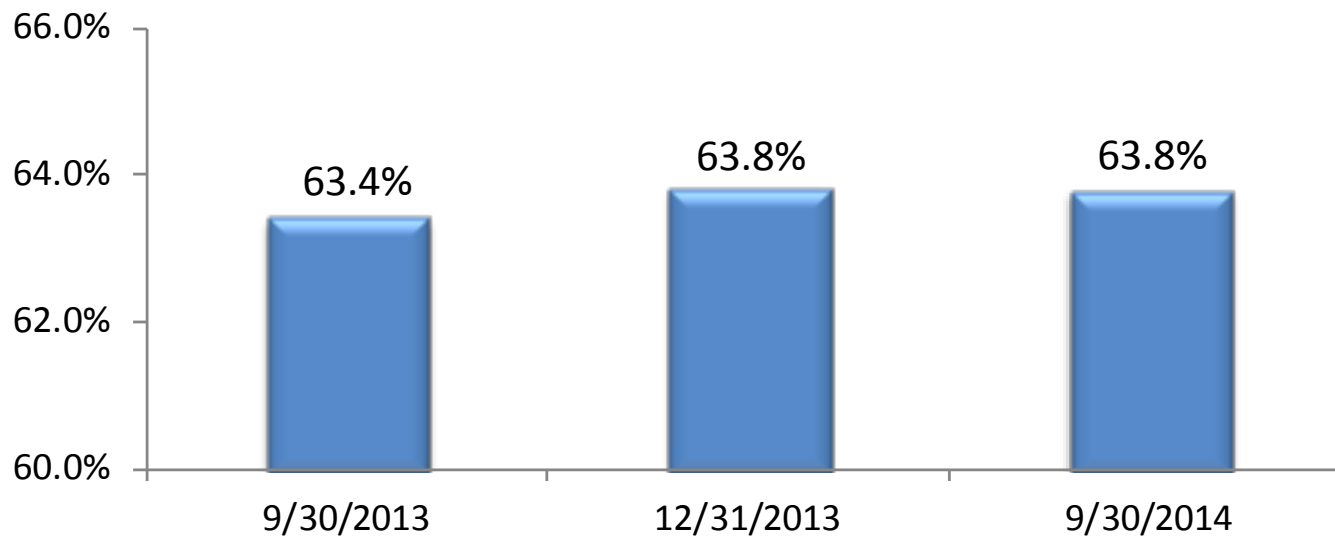
Metrics Update

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

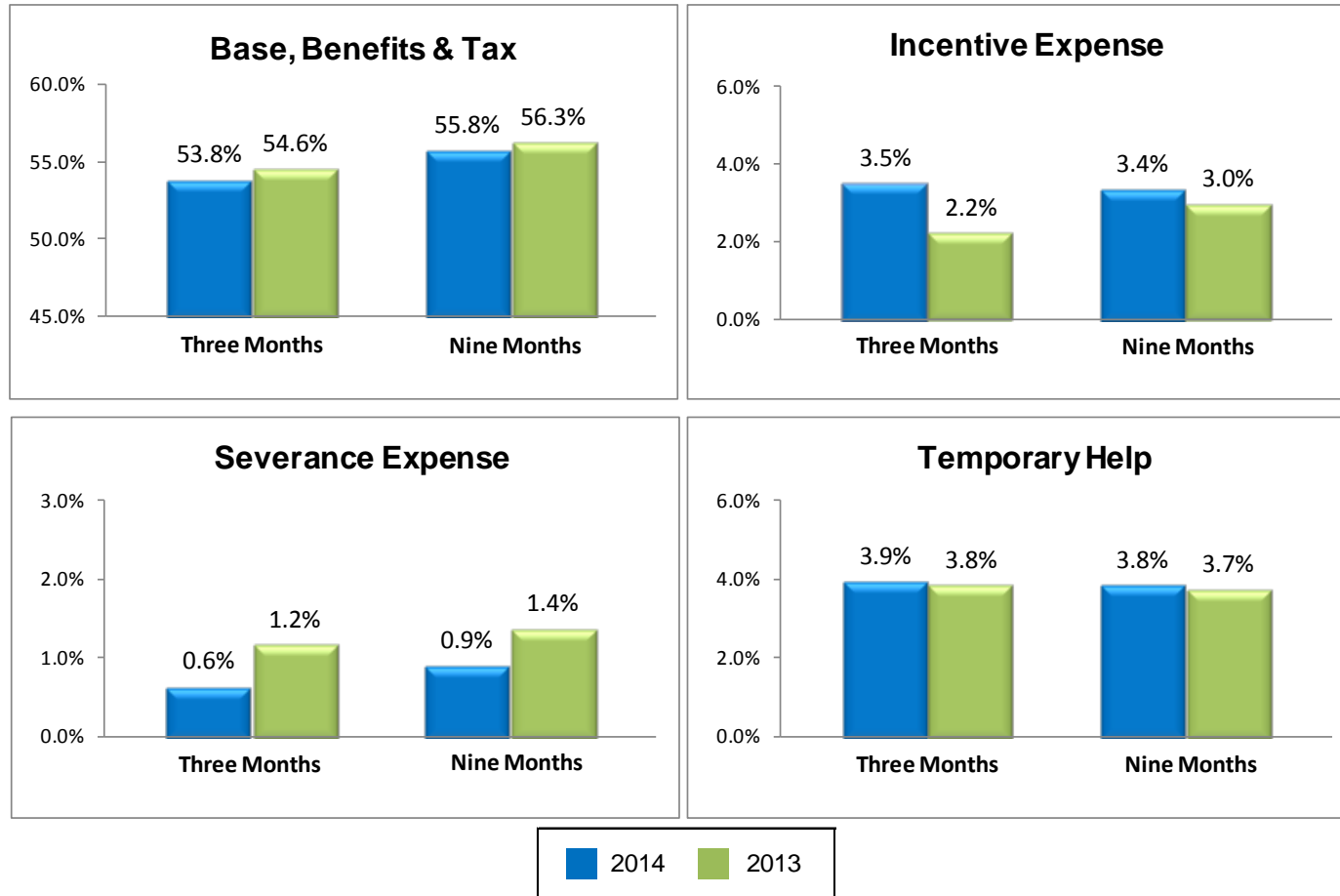
Salaries & Related Expenses

% of Revenue, Trailing Twelve Months



Salaries & Related Expenses (% of Revenue)

Three and Nine Months Ended September 30

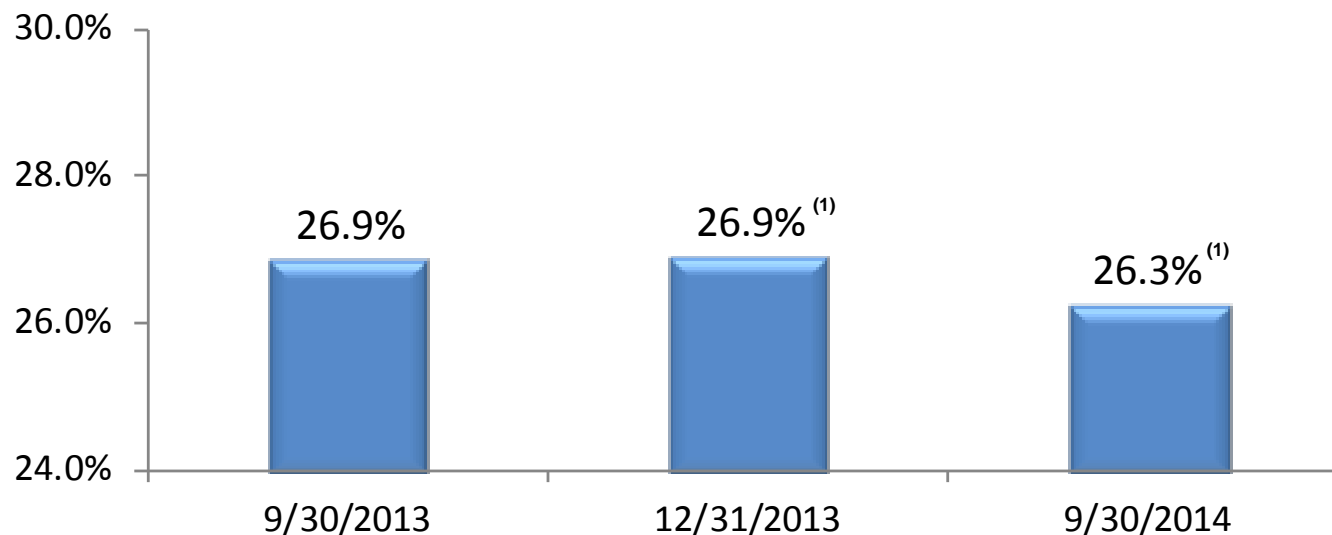


Page 27 "All Other Salaries & Related," not shown, was 3.1% and 2.5% for the three months ended September 30, 2014 and 2013, respectively, and 2.8% and 2.5% for the nine months ended September 30, 2014 and 2013, respectively.



Office & General Expenses

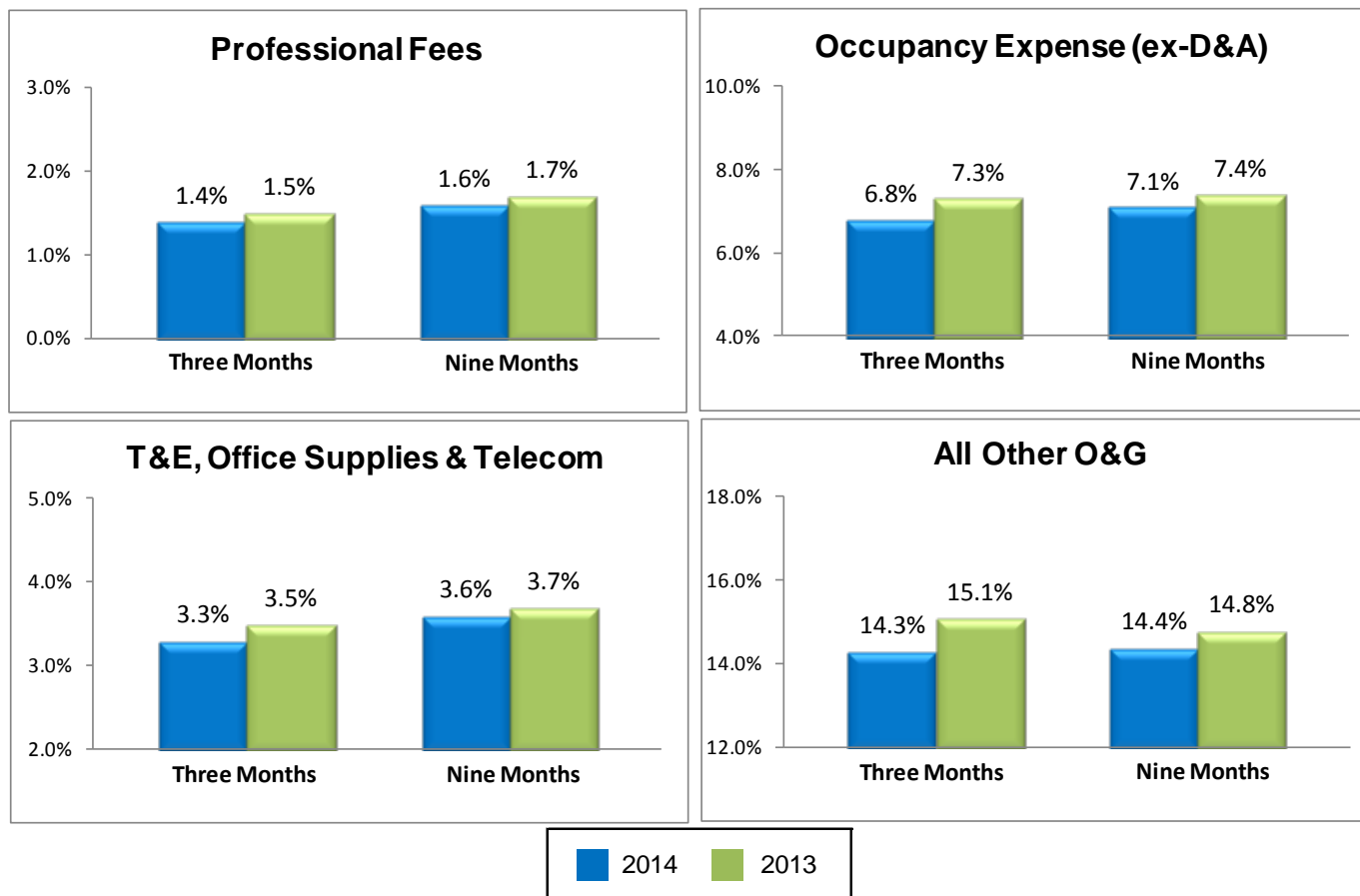
% of Revenue, Trailing Twelve Months



⁽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)

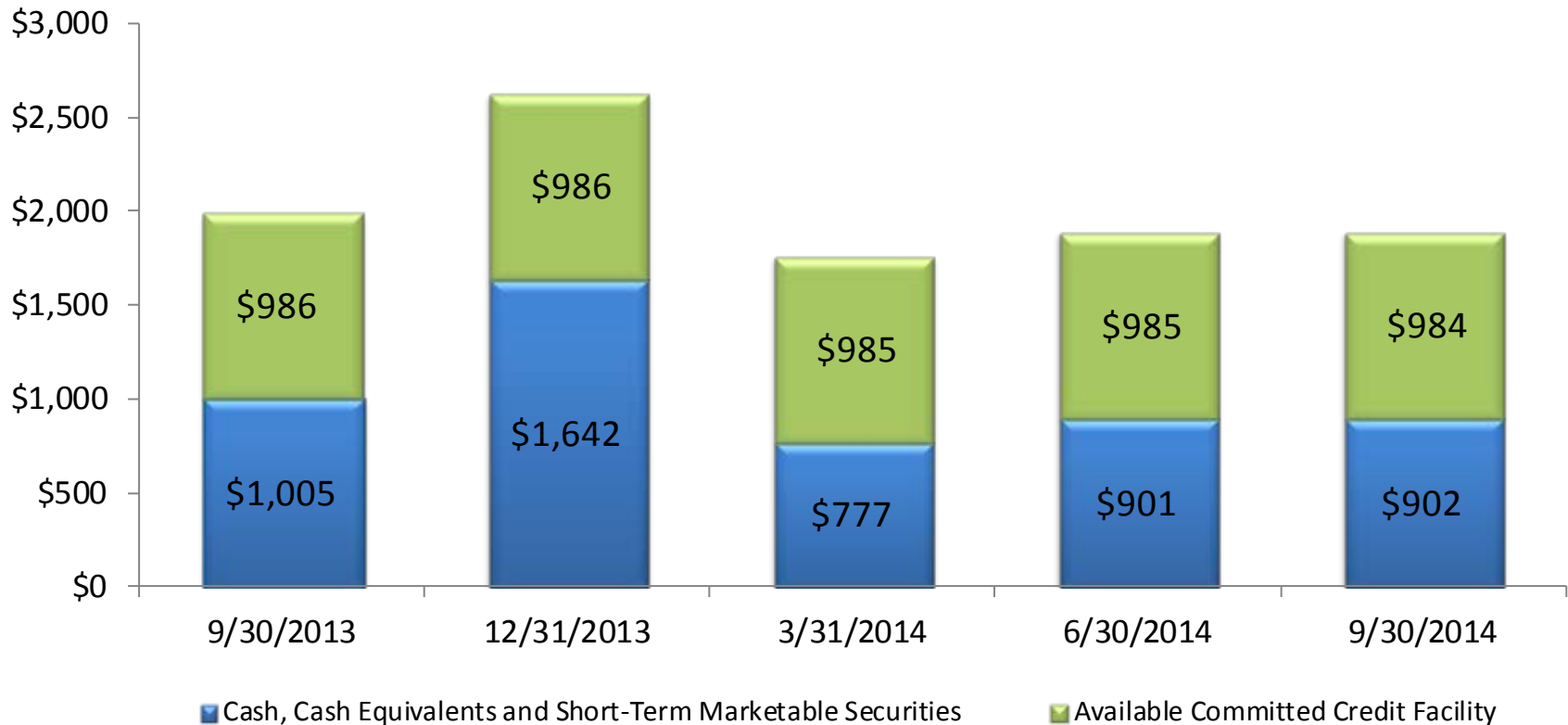
Three and Nine Months Ended September 30



“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



\$1.0 Billion 5-Year Credit Facility Covenants

<u>Covenants</u>	<u>Last Twelve Months Ending September 30, 2014</u>
I. Interest Coverage Ratio (not less than):	5.00x
Actual Interest Coverage Ratio:	14.77x
II. Leverage Ratio (not greater than):	3.25x
Actual Leverage Ratio:	1.97x

<u>Interest Coverage Ratio - Interest Expense Reconciliation</u>	<u>Last Twelve Months Ending September 30, 2014</u>
Interest Expense:	\$88.2
- Interest income	27.1
- Other	0.8
Net interest expense as defined:	<u>\$60.3</u>

<u>EBITDA Reconciliation</u>	<u>Last Twelve Months Ending September 30, 2014</u>
Operating Income:	\$679.8
+ Depreciation and amortization	209.6
+ Other non-cash charges	1.2
EBITDA as defined:	<u>\$890.6</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.