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**The Interpublic Group of Companies, Inc.**  
**909 Third Avenue, New York, NY 10022**

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April 14, 2022

Dear Stockholder:

You are cordially invited to attend the 2022 Annual Meeting of Stockholders of The Interpublic Group of Companies, Inc., to be held at 11:00 A.M. Eastern Time, on Thursday, May 26, 2022. The meeting will be held in virtual format only.

You will be able to participate in the Annual Meeting online and submit your questions during the meeting. You also will be able to vote your shares electronically during the Annual Meeting.

In accordance with the Securities and Exchange Commission rules allowing companies to furnish proxy materials to their stockholders over the Internet, we have sent stockholders of record at the close of business on April 1, 2022 a Notice of Internet Availability of the proxy statement and our 2021 Annual Report. The notice contains instructions on how to access those documents online. The notice also contains instructions on how stockholders receiving the notice can request a paper copy of our proxy materials, including this proxy statement, our 2021 Annual Report and a form of proxy card or voting instruction card. This distribution method conserves natural resources and reduces the costs of printing and distributing our proxy materials.

The business to be considered is described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. In addition to these matters, we will present a report on the state of our Company.

We hope you will be able to attend.

Sincerely,

A handwritten signature in black ink, appearing to read 'D M Thomas', written in a cursive style.

David M. Thomas  
*Chairman of the Board*





The Interpublic Group of Companies, Inc.  
909 Third Avenue, New York, NY 10022

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**Time and Date:** 11:00 A.M., Eastern Time, on Thursday, May 26, 2022

**Place:** Virtually at [www.meetnow.global/MZTRPA2](http://www.meetnow.global/MZTRPA2)

Items of Business:

1. To elect the nine directors listed on pages 4-7 of the enclosed Proxy Statement;
2. To ratify the appointment of PricewaterhouseCoopers LLP as Interpublic's independent registered public accounting firm for the year 2022;
3. To hold an advisory vote on named executive officer compensation;
4. To vote on the stockholder proposal described in the proxy statement if properly presented at the meeting; and
5. To transact such other business as may properly come before the meeting.

Information about the foregoing matters to be voted upon at the 2022 Annual Meeting is contained in the Proxy Statement.

The close of business on April 1, 2022 has been established as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and any adjournment thereof.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on May 26, 2022.**

Interpublic's 2022 Proxy Statement and 2021 Annual Report are available electronically at <http://www.interpublic.com>.

By Order of the Board of Directors,

Robert Dobson  
*Senior Vice President, Associate General Counsel & Secretary*

**Your vote is important! Whether or not you plan to attend the meeting, please take a moment to vote by Internet, telephone or completing a proxy card as described in the *How Do I Vote* section of this document. Your prompt cooperation will save Interpublic additional solicitation costs. You may revoke your proxy as described in the *How Can I Revoke My Proxy or Change My Vote* section of this document if you decide to change your vote or if you decide to attend the meeting virtually.**

Dated: April 14, 2022



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## Proxy Statement

### INTRODUCTION

The Board of Directors (the “Board”) of The Interpublic Group of Companies, Inc. (“Interpublic,” “IPG,” the “Company,” “us,” “we” or “our”) is providing this Proxy Statement in connection with the 2022 Annual Meeting of Stockholders (the “Annual Meeting”), which will be held virtually, at 11:00 A.M., Eastern Time, on Thursday, May 26, 2022. Interpublic’s principal executive office is located at 909 Third

Avenue, New York, NY 10022. The proxy materials are first being sent to stockholders beginning on or about April 14, 2022.

This Proxy Statement is also available on our website at <http://www.interpublic.com>.

### FREQUENTLY ASKED QUESTIONS

#### Who Can Attend the Annual Meeting? How Do I Attend?

Stockholders of record as of the close of business on April 1, 2022 (the “Record Date”), or proxy holders for such stockholders, will be able to participate in the Annual Meeting.

To attend the Annual Meeting as a stockholder of record, visit [www.meetnow.global/MZTRPA2](http://www.meetnow.global/MZTRPA2) and enter the 15-digit control number found on your proxy card, notice of internet availability of proxy materials or on the instructions that accompanied your proxy materials.

#### How are the proxy materials being distributed?

To expedite delivery, reduce our costs and decrease the environmental impact of our proxy materials, we used “Notice and Access” in accordance with the U.S. Securities and Exchange Commission (“SEC”) rule that allows companies to furnish their proxy materials over the internet. As a result, we are mailing to many of our stockholders of record a notice of the internet availability of the proxy materials in lieu of a paper copy of the proxy materials. All stockholders receiving this notice may access the proxy materials over the internet or request a paper copy of the proxy materials by mail. In addition, the notice has instructions on how you may request access to proxy materials by mail or electronically on an ongoing basis.

Choosing to access your future proxy materials electronically will reduce the costs of distributing our proxy materials and helps conserve natural resources. If you choose to access future proxy materials electronically in connection with future meetings, you will receive an email of a Notice and Access with instructions containing a link to the website where the proxy materials are available and a link to the proxy-voting website. Your election to access proxy

materials electronically will remain in effect until it is terminated by you.

#### Who can vote?

You are entitled to vote or direct the voting of your shares of Interpublic common stock (the “Common Stock”) if you were a stockholder on April 1, 2022. On April 1, 2022, approximately 393,535,691 shares of Common Stock were outstanding.

#### Who is the holder of record?

You may own your shares of Common Stock either:

- directly registered in your name at our transfer agent, Computershare; or
- indirectly through a broker, bank or other intermediary.

If your shares are registered directly in your name, you are the holder of record of these shares, and we are sending these proxy materials directly to you. If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to attend the Annual Meeting, unless you plan to attend as a guest. To register, you must obtain a legal proxy, executed in your favor, from the holder of record and submit proof of your legal proxy reflecting the number of shares of IPG common stock you held as of the Record Date, along with your name and email address, to Computershare. Please forward the email from your broker, or attach an image of your legal proxy to [legalproxy@computershare.com](mailto:legalproxy@computershare.com). Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 P.M. Eastern Time, on May 23, 2022. You will then receive a confirmation of your registration, with a 15-digit control number, by email from Computershare. At the time of the meeting, visit [www.meetnow.global/MZTRPA2](http://www.meetnow.global/MZTRPA2) and enter your control number.

## How do I vote?

Your vote is important. We encourage you to vote promptly. You may vote in any one of the following ways:

### Holders of Record

- *By Telephone.* You can vote your shares by telephone, by calling 1-800-652-VOTE (8683). Telephone voting is available 24 hours a day and 7 days a week. If you vote by telephone, you do not need to return a proxy card. Your vote by telephone must be received by 1 a.m. EDT, May 26, 2022.
- *By Internet.* You can also vote on the internet. The website address for Internet voting is [www.envisionreports.com/IPG](http://www.envisionreports.com/IPG). Internet voting is available 24 hours a day and 7 days a week. If you vote by internet, you do not need to return your proxy card. Your vote by internet must be received by 1 a.m. EDT, May 26, 2022.
- *By Mail.* If you choose to vote by mail, complete the proxy card enclosed with the mailed proxy material, date and sign it, and return it in the postage-paid envelope provided. Your vote by mail must be received by 5 p.m. EDT, May 25, 2022.
- *By Attending the Annual Meeting.* If you have not already voted your shares in advance, you will be able to vote your shares electronically during the Annual Meeting by clicking on the "Cast Your Vote" link on the Meeting Center site.

### Shares Held by Brokers, Banks and Other Intermediaries

- If your shares of Common Stock are held through a broker, bank or other intermediary, you will receive instructions from that entity regarding the voting of your shares.
- If you plan to vote your shares electronically during the Annual Meeting, you will need to register in advance to attend the Annual Meeting, unless you plan to attend as a guest. Please see the "Who is the holder of record" section on page 1 for more information on how to register.

## Asking Questions

If you are attending the Annual Meeting as a stockholder of record or registered beneficial owner, questions can be submitted by accessing the Meeting Center at [www.meetnow.global/MZTRPA2](http://www.meetnow.global/MZTRPA2), entering your control number, and clicking on the Dialog icon in the upper right hand corner of the page.

## Attending the Annual Meeting as a Guest

If you would like to enter the Annual Meeting as a guest in listen-only mode, click on the "Guest" tab after entering the Meeting Center at [www.meetnow.global/MZTRPA2](http://www.meetnow.global/MZTRPA2) and enter the information requested on the following screen. Please note guests will not have the ability to ask questions or vote during the meeting.

### How many shares must be present to hold the annual meeting?

A quorum is required to transact business at the Annual Meeting. We will have a quorum at the Annual Meeting if the holders of more than 50% of the outstanding shares of Common Stock entitled to vote are present or represented by proxy at the meeting.

### How are votes counted?

For all matters being submitted to a vote of stockholders, only proxies and ballots that indicate votes "FOR," "AGAINST" or "ABSTAIN" on the proposals, or that provide the designated proxies with the right to vote in their judgment and discretion on the proposals are counted to determine the number of shares present and entitled to vote.

A New York Stock Exchange ("NYSE") member broker that holds shares for the account of a customer has the authority to vote on certain limited matters without instructions from the customer. Of the matters being submitted to a vote of stockholders at the Annual Meeting, NYSE rules permit member brokers to vote without instructions only on the proposal to ratify the appointment of our independent auditor. On each of the other matters, NYSE members may not vote without customer instruction. A notation by a broker on a returned proxy that it is not permitted to vote on particular matters due to the NYSE rules is referred to as a "broker non-vote."

### How will my shares be voted at the Annual Meeting?

The individuals named as proxies on the proxy card will vote your shares in accordance with your instructions. Please review the voting instructions and read the entire text of the proposals and the positions of the Board of Directors in this Proxy Statement prior to marking your vote. If your proxy card is signed and returned without specifying a vote or an abstention on a proposal, it will be voted according to the recommendation of the Board of Directors on that proposal. That recommendation is shown for each proposal on the proxy card.

**What are the Board of Directors’ voting recommendations?**

For the reasons set forth in more detail later in this Proxy Statement, our Board of Directors recommends a vote:

- **FOR** the Board’s nominees for election as directors;
- **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as Interpublic’s independent registered public accounting firm for 2022;
- **FOR** the advisory vote to approve named executive officer compensation; and
- **AGAINST** the stockholder proposal.

**What vote is required to approve each proposal?**

The table below shows the vote required to approve the matters being submitted to a vote of stockholders at the Annual Meeting:

Proposals	Vote Required	Do abstentions count as shares present and entitled to vote?	Do broker non-votes count as shares present and entitled to vote?
Election of each Director	Majority of shares present and entitled to vote	Yes	No
Ratification of the Appointment of Pricewaterhouse-Coopers LLP*	Majority of shares present and entitled to vote	Yes	N/A
Advisory Vote to Approve Named Executive Officer Compensation*	Majority of shares present and entitled to vote	Yes	No
Stockholder Proposal	Majority of shares present and entitled to vote	Yes	No

\* Advisory and non-binding

**How can I revoke my proxy or change my vote?**

You can revoke your proxy or change your vote at any time before your shares are voted at the Annual Meeting by:

**Holders of Record**

- Sending written notice of revocation to the SVP & Secretary of Interpublic prior to the Annual Meeting;
- Submitting a later dated proxy by mail, or voting by telephone or internet; or
- Attending the Annual Meeting and voting your shares electronically during the Annual Meeting by clicking on the “Cast Your Vote” link on the Meeting Center site.

**Stock Held by Brokers, Banks and Other Intermediaries**

- You must contact your broker, bank or other intermediary to obtain instructions on how to revoke your proxy or change your vote.

**Who will count the vote?**

The Board of Directors has appointed Computershare to act as Inspector of Election at the 2022 Annual Meeting.

**Stockholder List**

A list of stockholders entitled to vote at the Annual Meeting will be available during the meeting for inspection by stockholders for any legally valid purpose related to the Annual Meeting at [www.meetnow.global/MZTRPA2](http://www.meetnow.global/MZTRPA2). To view the list for such purposes during the 10 days prior to the meeting, please contact Robert Dobson at [robert.dobson@interpublic.com](mailto:robert.dobson@interpublic.com).

**Who is the proxy solicitor?**

D.F. King & Co., Inc. has been retained by Interpublic to assist with the Annual Meeting, including the distribution of proxy materials and solicitation of votes, for a fee of \$18,000, plus reimbursement of expenses to be paid by Interpublic. In addition, our directors, officers or employees may solicit proxies for us in person or by telephone, facsimile, Internet or other electronic means for which they will not receive any compensation other than their regular compensation as directors, officers and employees. Banks, brokers and others holding stock for the account of their customers will be reimbursed by Interpublic for out-of-pocket expenses incurred in sending proxy materials to the beneficial owners of such shares.

**How do I submit a proposal for inclusion in Interpublic’s 2023 proxy materials?**

Stockholder proposals submitted for inclusion in Interpublic’s proxy statement and form of proxy for the 2023 Annual Meeting of Stockholders scheduled to be held on May 25, 2023, should be (i) addressed to: The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP & Secretary, and must be received by Interpublic by December 16, 2022 or (ii) sent by email to [Robert.dobson@interpublic.com](mailto:Robert.dobson@interpublic.com), in order to be considered for inclusion. Such proposals must comply with all applicable SEC regulations.

**How do I submit an item of business for consideration at the 2023 Annual Meeting?**

A stockholder wishing to introduce an item of business (including the nomination of any person for election as a director of Interpublic) for consideration by stockholders at the 2023 Annual Meeting, other than a stockholder proposal included in the proxy statement as described in response to the preceding question, must comply with Section 2.13(a)(2) of Interpublic’s Bylaws, which requires notice to Interpublic no later than February 25, 2023, and no earlier than January 26, 2023, accompanied by the information required by Section 2.13(a)(2).

## ITEM 1. ELECTION OF DIRECTORS

At the Annual Meeting, nine directors are to be elected, each for a one-year term. The directors so elected will hold office until the Annual Meeting of Stockholders to be held in 2023 and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal.

Unless authority is withheld by the stockholder, it is the intention of persons named by Interpublic as proxies on the proxy card to vote “for” the nominees identified in this Proxy Statement or, in the event that any of the nominees is unable to serve (an event not now anticipated), to vote “for” the balance of the nominees and “for” the replacement

nominee, if any, designated by the Board of Directors. If no replacement is nominated, the size of the Board of Directors will be reduced.

Each of the nominees is currently a director, and each has been recommended for re-election to the Board of Directors by the Corporate Governance and Social Responsibility Committee (also referred to as the “Governance and Social Responsibility Committee”) and approved and nominated for re-election by the Board of Directors.

***The Board of Directors recommends that stockholders vote “FOR” each of the nominees.***

### Nominees for Director

The following information on each director nominee is as of April 1, 2022, and has been provided or confirmed to Interpublic by the nominee.



**JOCELYN CARTER-MILLER**

**Independent**

**Age:** 64

**Director Since:** 2007

**Interpublic Committees:**

- Audit
- Corporate Governance and Social Responsibility (Chair)

**Public Directorships:**

- Arlo Technologies, Inc.
- The Principal Financial Group, Inc.

**Former Directorships**

- Netgear, Inc.

**JOCELYN CARTER-MILLER** is President of TechEdVentures, Inc., a community and personal empowerment firm that develops and markets educational and community-based programs. Ms. Carter-Miller was Executive Vice President and Chief Marketing Officer of Office Depot, Inc. from February 2002 until March 2004. Prior to that time, Ms. Carter-Miller was Corporate Vice President and Chief Marketing Officer of Motorola, Inc. from February 1999 until February 2002. Ms. Carter-Miller is also a former board member of the Association of National Advertisers. Ms. Carter-Miller has been recognized as a NACD Directorship 100 Honoree; Savoy Power 300: Most Influential Black Corporate Directors; Directors & Boards Director to Watch; and Most Influential Corporate Board Directors by Women, Inc.

**Qualifications:** Ms. Carter-Miller provides the Board with an important perspective in the marketing field, which is a critical component of Interpublic’s business, based on her extensive executive and marketing experience acquired during her time at Motorola, where she served as its Chief Marketing Officer and more recently as Executive Vice President and Chief Marketing Officer of Office Depot, Inc. Her current work as President of TechEdVentures provides the Board with a meaningful voice in keeping Interpublic focused on its corporate social responsibilities.



**MARY J. STEELE GUILFOILE**

**Independent**

**Age:** 68

**Director Since:** 2007

**Interpublic Committees:**

- Audit (Chair)
- Corporate Governance and Social Responsibility

**Public Directorships:**

- C.H. Robinson Worldwide, Inc.
- Dufry AG
- Pitney Bowes Inc.

**Former Public Directorships:**

- Hudson Ltd.
- Valley National Bancorp.
- Viasys Healthcare, Inc.

**MARY J. STEELE GUILFOILE**, is currently Chairman of MG Advisors, Inc., a privately owned financial services merger and acquisitions advisory and consulting firm. From 2000 to 2002, Ms. Guilfoile was Executive Vice President and Corporate Treasurer at JPMorgan Chase & Co. and also served as Chief Administrative Officer of its investment bank. Ms. Guilfoile is a former Partner, CFO and COO of The Beacon Group, LLC, a private equity, strategic advisory and wealth management partnership, from 1996 through 2000. Ms. Guilfoile, a licensed CPA, continues as a Partner of The Beacon Group, LP, a private investment group.

**Qualifications:** Ms. Guilfoile’s knowledge and expertise as a financial industry executive and her training as a certified public accountant contributes an important perspective to the Board. Ms. Guilfoile’s tenure at JP Morgan Chase, and its predecessor companies, serving as Corporate Treasurer, Chief Administrative Officer for its investment bank, and in various merger integration, executive management and strategic planning positions, as well as her current role as Chairman of MG Advisors, Inc., brings to the Board someone with valuable experience and expertise in corporate governance, accounting, risk management and auditing matters.

	<p><b>DAWN HUDSON</b> <i>Independent</i> <b>Age:</b> 64 <b>Director Since:</b> 2011</p>	<p><b>Interpublic Committees:</b></p> <ul style="list-style-type: none"> <li>• Compensation and Leadership Talent</li> <li>• Corporate Governance and Social Responsibility</li> </ul>	<p><b>Public Directorships:</b></p> <ul style="list-style-type: none"> <li>• Modern Times Group MTG AB</li> <li>• NVIDIA Corporation</li> </ul> <p><b>Former Public Directorships:</b></p> <ul style="list-style-type: none"> <li>• Amplify Snack Brands, Inc.</li> <li>• Allergan, Inc.</li> <li>• Lowe’s Companies, Inc.</li> <li>• PF Chang’s china Bistro, Inc.</li> </ul>
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**DAWN HUDSON** was Chief Marketing Officer for the National Football League (the “NFL”), serving in that role from October 2014 through April 2018. Previously, she served from 2009 to 2014 as vice chair of The Parthenon Group, an advisory firm focused on strategy consulting. Prior to that time, Ms. Hudson served as President and Chief Executive Officer of Pepsi-Cola North America, or PCNA, the multi-billion dollar refreshment beverage unit of PepsiCo, Inc. in the United States and Canada from 2005 until 2007. From 2002 to 2005, Ms. Hudson served as President of PCNA. In addition, Ms. Hudson served as Chief Executive Officer of the PepsiCo Foodservice Division from 2005 to 2007. Prior to joining PepsiCo, Ms. Hudson was Managing Director at D’Arcy Masius Benton & Bowles, a leading advertising agency based in New York. Ms. Hudson is a former Chair and board member of the Association of National Advertisers (the “ANA”). In 2006 and 2007, she was named among Fortune Magazine’s “50 Most Powerful Women in Business.” In 2002, she received the honor of “Advertising Woman of the Year” by Advertising Women of New York. Ms. Hudson was also inducted into the American Advertising Federation’s Advertising Hall of Achievement, and has been featured twice in Advertising Age’s “Top 50 Marketers.” Ms. Hudson is the former Chairman of the Board of the Ladies Professional Golf Association.

**Qualifications:** Ms. Hudson’s extensive experience in strategy and marketing, with the NFL, at PepsiCo and at major advertising agencies, and her time as Chair of the ANA brings valuable expertise to the Board on matters which are vital to the Company’s business. In addition, her experience as Vice Chair of The Parthenon Group, and as the former Chief Executive Officer of Pepsi-Co North America, provides the Board with valuable insight and perspective on matters involving the Company’s business strategy and planning. Ms. Hudson also provides a unique perspective of having been both on the agency and client side of the industry. Her many years of experience on various public company boards is a valuable resource on corporate governance matters.

	<p><b>PHILIPPE KRAKOWSKY</b> <b>Age:</b> 59 <b>Director Since:</b> 2021</p>	
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**PHILIPPE KRAKOWSKY** is Chief Executive Officer of IPG, a role he assumed on January 1, 2021. He is also a member of IPG’s Board of Directors. Prior to being named IPG’s CEO, Mr. Krakowsky served as the company’s Chief Operating Officer beginning in September 2019, managing business operations across Interpublic, with direct oversight of IPG’s independent companies including Carmichael Lynch, Deutsch, Hill Holliday, Huge and R/GA and IPG’s Media, Data and Technology offerings including IPG Mediabrands, Acxiom, Kinesso and Matternkind. During that time, Mr. Krakowsky was also Chairman of IPG Mediabrands. Over the course of his nearly two-decade tenure at IPG, Mr. Krakowsky has also led the strategy, talent, communications and business development functions for the holding company. Before taking on the COO role at IPG, Mr. Krakowsky spent a number of years as CEO of Mediabrands, leading the 10,500-person media investment unit, as well as served as interim-CEO of FCB. From February 2011 until assuming the role of COO, Mr. Krakowsky was also IPG’s Chief Strategy and Talent Officer, where he oversaw key functions that have been vital to the company’s development and growth.

**Qualifications:** Mr. Krakowsky's demonstrated strategic leadership and extensive industry knowledge as Chief Executive Officer, as well as his previous role as our Chief Operating Officer, and his various leadership positions at Interpublic and its agencies, provides the Board with a unique and valuable perspective on a variety of strategic and operational issues.

	<p><b>JONATHAN F. MILLER</b>  <i>Independent</i>  <b>Age:</b> 65  <b>Director Since:</b> 2015</p>	<p><b>Interpublic Committees:</b></p> <ul style="list-style-type: none"> <li>• Compensation and Leadership Talent</li> <li>• Corporate Governance and Social Responsibility</li> </ul> <p><b>Public Directorships:</b></p> <ul style="list-style-type: none"> <li>• Akamai Technologies Inc.</li> <li>• j2 Global, Inc.</li> <li>• Nielsen Holdings plc</li> </ul>	<p><b>Former Public Directorships:</b></p> <ul style="list-style-type: none"> <li>• AMC Networks Inc.</li> <li>• Houghton Mifflin Harcourt Company</li> <li>• Live Nation Entertainment, Inc.</li> <li>• RTL Group SA</li> <li>• Shutterstock, Inc.</li> <li>• TripAdvisor, Inc.</li> </ul>
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**JONATHAN F. MILLER** is the Chief Executive Officer of Integrated Media Co., a special purpose digital media investment company, and began serving in that role in February 2018. Prior to that time, Mr. Miller was a Partner of Advancit Capital, LLC, a venture capital investment fund, from July 2013 through January 2018. Previously, Mr. Miller served as Chairman and Chief Executive of News Corporation's digital media group and as News Corporation's Chief Digital Officer from April 2009 until October 2012. Mr. Miller had previously been a founding partner of Velocity Interactive Group ("Velocity"), an investment firm focusing on digital media and the consumer Internet, from its inception in February 2007 until April 2009. Prior to founding Velocity, Mr. Miller served as Chief Executive Officer of AOL LLC ("AOL") from August 2002 to December 2006. Prior to joining AOL, Mr. Miller served as Chief Executive Officer and President of USA Information and Services, of USA Networks Interactive, a predecessor to IAC/InterActiveCorp.

**Qualifications:** Mr. Miller's extensive knowledge and senior leadership positions in the media industry, including executive roles at News Corporation, AOL and USA Networks Interactive, provides the Board with a broad and valuable perspective and expertise on the complex media and advertising landscape.

	<p><b>PATRICK Q. MOORE</b>  <i>Independent</i>  <b>Age:</b> 52  <b>Director Since:</b> 2018</p>	<p><b>Interpublic Committees:</b></p> <ul style="list-style-type: none"> <li>• Audit</li> <li>• Compensation and Leadership Talent</li> </ul>	<p><b>Public Directorships:</b></p> <ul style="list-style-type: none"> <li>• Ryman Hospitality Properties, Inc.</li> </ul>
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**PATRICK Q. MOORE** became Executive Vice President, North American Retail at Carter's Inc., a global leader in children's apparel and related products, in 2019. Prior to that time, he served as Carter's Executive Vice President, Strategy and Business Development from 2017 to 2019. From 2013 to 2017, Mr. Moore was Executive Vice President, Chief Strategy Officer with YP Holdings, a portfolio company of Cerberus Capital Management, and one of the largest local digital media businesses in the U.S. Prior to his time at YP Holdings, Mr. Moore spent more than 10 years at McKinsey & Company, a global management consulting firm, serving as a Partner and leader in the firm's Consumer Practice. Mr. Moore also led McKinsey's North American Consumer Digital Excellence initiative while with the firm.

**Qualifications:** Mr. Moore's experience at a digital media company and at a management consulting firm provide him with a unique perspective on the challenges and opportunities faced by the Company. Mr. Moore's experience and expertise in corporate strategy provides the Board with valuable perspective in the Board's oversight of the organization's strategic objectives.

	<p><b>LINDA S. SANFORD</b> <i>Independent</i> <b>Age:</b> 69 <b>Director Since:</b> 2019</p>	<p><b>Interpublic Committees:</b></p> <ul style="list-style-type: none"> <li>• Audit</li> <li>• Corporate Governance and Social Responsibility</li> </ul>	<p><b>Public Directorships:</b></p> <ul style="list-style-type: none"> <li>• Consolidated Edison, Inc.</li> <li>• Pitney Bowes Inc.</li> <li>• RELX Group</li> </ul>
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**LINDA S. SANFORD** is a former Senior Vice President, Enterprise Transformation, International Business Machines Corporation (IBM), a global technology and services company, where she served in that role from January 2003 until her retirement in 2014. Prior to that, Ms. Sanford was senior vice president and group executive, IBM Storage Systems Group. Ms. Sanford joined IBM in 1975. Sanford is a member of the Women in Technology International Hall of Fame and the National Academy of Engineering.

**Qualifications:** Ms. Sanford's expertise in the technology sector and her extensive experience, in innovation and global operations and business transformation provides the Board with an invaluable perspective and knowledge in areas of business transformation and data governance, matters that are vital to the Company's business.

	<p><b>DAVID M. THOMAS</b> <i>Independent, Non-executive Chairman</i> <b>Age:</b> 72 <b>Director Since:</b> 2004</p>	<p><b>Interpublic Committees:</b></p> <ul style="list-style-type: none"> <li>• Compensation and Leadership Talent</li> <li>• Corporate Governance and Social Responsibility</li> </ul>	<p><b>Public Directorships:</b></p> <ul style="list-style-type: none"> <li>• Fortune Brands Home &amp; Security, Inc.</li> </ul> <p><b>Former Public Directorships:</b></p> <ul style="list-style-type: none"> <li>• <b>IMS Health Inc.</b></li> <li>• The MONY Group, Inc.</li> </ul>
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**DAVID M. THOMAS** retired as executive chairman of IMS Health Inc. ("IMS"), a healthcare information, services and technology company, in March 2006, after serving in that position since January 2005. From November 2000 until January 2005, Mr. Thomas served as Chairman and Chief Executive Officer of IMS. Prior to joining IMS, Mr. Thomas was Senior Vice President and Group Executive of IBM from January 1998 to July 2000. Mr. Thomas also serves on the Board of Trustees of Fidelity Investments.

**Qualifications:** Mr. Thomas' experience as a Chief Executive Officer and overall management experience at premier global technology companies provides a vital perspective for the Board as it addresses the rapidly changing and growing landscape in advertising and marketing. Such leadership experience is also vital in his new role as Chairman of the Board, a role he assumed on January 1, 2022. Mr. Thomas also provides the Board with a great deal of insight and perspective in the healthcare advertising field having served as Chairman and Chief Executive Officer of IMS.

	<p><b>E. LEE WYATT JR.</b> <i>Independent</i> <b>Age:</b> 69 <b>Director Since:</b> 2017</p>	<p><b>Interpublic Committees:</b></p> <ul style="list-style-type: none"> <li>• Audit</li> <li>• Compensation and Leadership Talent (Chair)</li> </ul>	
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**E. LEE WYATT JR.** Mr. Wyatt is a former Executive Vice President of Fortune Brands Home & Security, Inc., a consumer home products company, where he served in that role from July 2017 until his retirement in December 2017. Prior to that, Mr. Wyatt served as Senior Vice President and Chief Financial Officer of Fortune Brands, where he served in that role from 2011 to July 2017. Mr. Wyatt also served as Chief Financial Officer and Executive Vice President of Hanesbrands Inc. (formerly, Sara Lee Branded Apparel) from 2005 to 2011. He has held various financial roles at Sonic Automotive Inc., ultimately serving as Chief Financial Officer through 2005. Mr. Wyatt has more than 40 years of experience working with public and private companies.

**Qualifications:** Mr. Wyatt's experience as Chief Financial Officer of several publicly traded companies for 19 years and his deep financial and business expertise contributes an important perspective to the Board on accounting, risk management and auditing matters. In addition, Mr. Wyatt's experience in overseeing and managing complex businesses at major global marketers is vital for Interpublic given its organizational structure.

## OUR CORPORATE GOVERNANCE FRAMEWORK

Our corporate governance framework is designed to ensure strong commitment to maintaining sound corporate governance practices. Our governance framework enables independent and skilled directors to provide oversight, advice, and counsel to promote the interests of Interpublic and its stockholders. Key governance policies and processes include our Code of Conduct, our comprehensive enterprise-wide risk management program, our commitment to transparent financial reporting and our systems of internal checks and balances.

You may view our Corporate Governance Guidelines, the charters of each of our board committees and the Code of

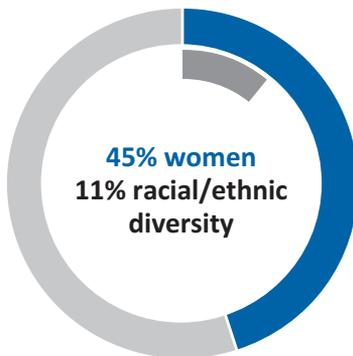
Conduct for our employees and directors on Interpublic's website at <http://www.interpublic.com> or you may obtain copies free of charge by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP & Secretary. These documents provide the framework for our governance at the board level. Our directors understand that they serve you as stockholders in carrying out their responsibility to oversee the operation and strategic direction of our company. To do so effectively, our Board along with management regularly reviews our Corporate Governance Guidelines, our committee charters and governance practices to assure that they are appropriate and reflect high standards.

### BOARD COMPOSITION HIGHLIGHTS

Our Board of Directors is comprised of diverse individuals with a variety of backgrounds, skills and experience. Interpublic believes this diversity of gender, race/ethnicity, tenure, age, and experience leads to a well-rounded Board

and its effective oversight of the Company's objectives. Additional details on director selection criteria are set forth on page 10 under "Corporate Governance Principles and Practices".

#### Gender and Race/Ethnicity

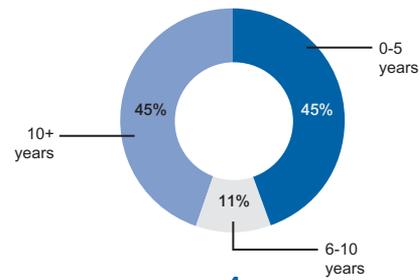


#### Independence

**8 of 9**  
Director nominees  
are **Independent**

✓  
**Independent Chairman**

#### Tenure/Refreshment



**4**  
new directors in the last  
**5 years**

#### Committee Chairs



**67%**  
of committees chaired by  
**women**

## INTERPUBLIC GOVERNANCE HIGHLIGHTS

<b>Key Governance Principles</b>	<ul style="list-style-type: none"> <li>• All directors are elected annually.</li> <li>• In uncontested director elections, each director is elected by a majority of shares present and entitled to vote.</li> <li>• Directors may not stand for reelection after age 74, unless otherwise determined by the Board that waiving this restriction is in the best interests of stockholders.</li> <li>• Directors annually review and assess board performance and the overall skills and areas of expertise present on the Board and, when determined to be in the best interests of the Company, recommend to stockholders the election of new directors to add a fresh perspective and ensure adequate succession planning.</li> <li>• No member of the Audit Committee may serve on the audit committees of more than two other public companies.</li> </ul>
<b>Board Independence</b>	<ul style="list-style-type: none"> <li>• 8 of the 9 director nominees are independent.</li> <li>• Our Chairman of the Board is independent. Our CEO is the only member of management who serves as a director.</li> <li>• Our Audit, Compensation and Leadership Talent and Governance and Social Responsibility Committees are comprised solely of independent directors.</li> <li>• The committee chairs play a key role in shaping the agendas and information presented to their committees.</li> <li>• The Board and the committees have the authority to hire independent advisors, as they deem appropriate.</li> </ul>
<b>Board Oversight of Risk and Strategy</b>	<ul style="list-style-type: none"> <li>• Enterprise-wide risk management is overseen by our Audit Committee, which reports on such matters to the Board.</li> <li>• Our Compensation and Leadership Talent Committee (the “Compensation Committee”) reviews compensation practices to ensure that they do not encourage imprudent risk taking.</li> <li>• Our Board directly oversees and advises management on development and execution of corporate strategy.</li> </ul>
<b>Stockholder Rights</b>	<ul style="list-style-type: none"> <li>• No “poison pill” or similar stockholder rights plan.</li> <li>• No supermajority voting requirements.</li> <li>• Stockholders owning 3% or more of our outstanding shares of Common Stock for a period of at least three years have the right to include in our proxy statement nominees for election equal to the greater of two directors or 20% of our Board.</li> <li>• Stockholders holding 25% or more of our Common Stock have the right to require that we hold a special meeting of stockholders to consider matters that are the proper subject of stockholder action.</li> <li>• Regular outreach and engagement with stockholders is a key objective.</li> </ul>
<b>Compensation Governance</b>	<ul style="list-style-type: none"> <li>• A significant percentage of the compensation paid to our named executive officers is performance-based and exposed to fluctuations in the price of our Common Stock (page 30).</li> <li>• We maintain robust share ownership guidelines for our directors, named executive officers and other senior executives (pages 16 and 42).</li> <li>• The Compensation Committee engages an independent consultant on executive compensation matters.</li> </ul>
<b>Succession Planning</b>	<ul style="list-style-type: none"> <li>• CEO and management succession planning is one of the Board’s highest priorities.</li> <li>• Our Board devotes significant attention to identifying and developing talented senior leaders.</li> </ul>

## CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

### Director Independence

In accordance with NYSE listing standards (the “NYSE Listing Standards”), the Board annually evaluates the independence of each member of the Board of Directors under the independence standards set forth in Interpublic’s Corporate Governance Guidelines, and under the NYSE Listing Standards.

Interpublic has nine directors, one of whom, Philippe Krakowsky, is an employee of Interpublic and, eight of whom are not employees of Interpublic or its subsidiaries (referred to in this Proxy Statement as “Non-Management Directors”). At their meetings held in February of this year, the Governance and Social Responsibility Committee and the full Board determined that each of the Non-Management Directors is an independent director under Interpublic’s Corporate Governance Guidelines and the NYSE Listing Standards.

### Meeting of Independent Directors

The NYSE Listing Standards require that if the group of Non-Management Directors includes one or more directors who are not independent, then at least once annually, the Non-Management Directors should hold an executive session attended by only independent directors. Although not required under the NYSE Listing Standards (because all of the Non-Management Directors are independent), the Board nevertheless held several executive sessions of its independent directors during 2021, with Mr. Thomas, in his former role as Presiding Director, serving as the chairperson of the sessions.

### Director Selection Process

The Governance and Social Responsibility Committee is charged with the responsibilities described below under the heading “Committees of the Board of Directors—Corporate Governance and Social Responsibility Committee.”

One of the responsibilities of the Governance and Social Responsibility Committee is to identify and recommend to the Board candidates for election as directors. The committee considers candidates suggested by its members, other directors, senior management and stockholders as necessary in anticipation of upcoming director elections or due to Board vacancies. The Governance and Social Responsibility Committee is given broad authorization to retain, at the expense of Interpublic, external legal, accounting or other advisers, including search firms, to identify candidates and to perform background reviews of potential candidates. The Governance and Social Responsibility Committee is expected to provide guidance to search firms it retains about the particular qualifications the Board is then seeking.

Each of the directors nominated for election at the Annual Meeting were evaluated and recommended to the Board for nomination by the Governance and Social Responsibility Committee, and nominated by the Board for election.

All director candidates, including those recommended by stockholders, are evaluated on the same basis. Candidates are considered in light of the entirety of their credentials. As part of the evaluation of individual candidates, the following factors are taken into consideration:

- Their business and professional achievements, knowledge, experience and background, particularly in light of the principal current and prospective businesses of Interpublic and the general strategic challenges facing Interpublic and its industry as a whole;
- Their integrity and independence of judgment;
- Their ability and willingness to devote the time necessary to fulfill Board duties;
- Their qualifications for membership on one or more of the committees of the Board;
- Their educational background;
- Their independence from management under NYSE Listing Standards and Interpublic’s Corporate Governance Guidelines;
- The continued focus on maintaining a diverse and inclusive Board;
- The needs of the Board and Interpublic; and
- The Board’s policies regarding the number of boards on which a director may sit, director tenure, retirement and succession, as set out in Interpublic’s Corporate Governance Guidelines.

### Board Diversity Policy

The Board is committed to having a Board that reflects diverse perspectives, skills, geographic and cultural backgrounds, and experiences in areas relevant to the Company’s global operations. The Board has adopted a policy, included in the Corporate Governance Guidelines, formalizing its longstanding commitment to maintaining a gender and ethnically diverse Board.

In determining the needs of the Board and Interpublic, the Governance and Social Responsibility Committee considers the qualifications of sitting directors and periodically consults with the other members of the Board, the Chairman and the CEO, (including as part of the Board’s annual self-evaluation), as well as other members of senior management and, where appropriate, external advisers. All directors are expected to exemplify the highest standards of

personal and professional integrity and to assume the responsibility of challenging management through their active and constructive participation in meetings of the Board and its various committees, as well as through less formal communications with management.

Director candidates, other than sitting directors, are interviewed by other directors, including the CEO, and other key management personnel, and the results of those interviews are considered by the Governance and Social Responsibility Committee in its deliberations. The Governance and Social Responsibility Committee also reviews sitting directors who are considered potential candidates for re-election, in light of the above considerations and their past contributions to the Board.

Stockholders wishing to recommend a director candidate to the Governance and Social Responsibility Committee for its consideration should write to the Corporate Governance and Social Responsibility Committee, in care of its Chairperson, at The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022. Any recommendations will be considered for the next annual election of directors in 2023. A recommendation should include the proposed candidate's name, biographical data and a description of his or her qualifications in light of the criteria listed above.

### **Succession Planning**

Interpublic's Board of Directors is actively involved in talent management. Annually, the Board reviews and analyzes the alignment of Interpublic's strategy on personnel and succession with its overall business strategy. This includes a detailed discussion of Interpublic's global leadership bench,

strength and succession plans with a focus on key positions at the senior officer level. In addition, the committees of the Board regularly discuss the talent pipeline for specific critical roles at Interpublic and each of its global agencies. One of the principals of our comprehensive succession planning effort is the cultivation of a workforce that is diverse and a climate of inclusion that promotes the development, advancement and well-being of our key talent.

The Board seeks opportunities to provide potential leaders with exposure and visibility to Board members through formal presentations and by periodically holding Board and committee meetings at key operating units. In addition, the Board is regularly updated on key talent indicators for the overall workforce, including work environment, diversity, recruiting and development programs.

### **Code of Conduct**

Interpublic has adopted a set of ethical standards known as the Code of Conduct, which applies to all employees of Interpublic and its subsidiaries and affiliates. Interpublic's Corporate Governance Guidelines provide that members of the Board of Directors and officers (which includes Interpublic's Chief Executive Officer, Chief Financial Officer, Controller and Chief Accounting Officer and other persons performing similar functions) must comply with the Code of Conduct. In addition, the Corporate Governance Guidelines state that the Board will not waive any provision of the Code of Conduct for any director or executive officer. The Code of Conduct, including future amendments, may be viewed on Interpublic's website at <http://www.interpublic.com> or a copy may be obtained free of charge by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP & Secretary.

## **COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

Interested parties may contact Interpublic's Board of Directors, the Non-Management Directors as a group, or any individual director, as applicable, by writing to them at the following address:

c/o SVP & Secretary

The Interpublic Group of Companies, Inc.  
909 Third Avenue  
New York, NY 10022

Communications to the Board, the Non-Management Directors or to any individual director that relate to Interpublic's accounting, internal accounting controls or auditing matters will also be referred to the chairperson of the Audit Committee. Other communications will be referred to the Chairman of the Board (whose responsibilities are described below) or the appropriate committee chairperson.

## **MEETINGS AND COMMITTEES OF THE BOARD**

### **Attendance at Board of Directors and Committee Meetings**

The Corporate Governance Guidelines provide that each director is expected to be prepared for, attend and participate in, at least 75% of all regularly scheduled and special meetings of the Board and meetings of the

Committees on which a Board member serves, absent special circumstances. The Board of Directors held 9 meetings in 2021 and committees of the Board held a total of 20 meetings. During 2021, each director attended more than 75% of the total number of meetings of the Board of Directors and committees on which he or she served.

### Attendance at Annual Meeting of Stockholders

While Interpublic does not have a specific policy for attendance by directors at the Annual Meeting of Stockholders, each Director attended the 2021 virtual annual meeting.

### Board Structure and Committees

The standing committees of the Board consist of the Audit Committee, the Compensation and Leadership Talent Committee and the Corporate Governance and Social Responsibility Committee. The activities of the Audit Committee, Compensation and Leadership Talent Committee, and the Governance and Social Responsibility are each governed by a charter that may be viewed on

Interpublic's website at <http://www.interpublic.com> or may be obtained free of charge by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP & Secretary. A description of the responsibilities of each standing committee of the Board is provided below under the heading "Committees of the Board of Directors."

The Company also has an Executive Committee that acts on the Board's behalf in between Board meetings if necessary. The members of the Executive Committee are the Committee Chairs and the independent, non-executive Chairman of the Board. The Executive Committee did not hold any meetings in 2021.

### Committees of the Board of Directors

The following table shows the directors who are currently members or chairpersons of each of the standing Board committees and the number of meetings each committee held in 2021.

Name		Audit	Compensation and Leadership Talent	Corporate Governance
Jocelyn Carter-Miller	I	●		C
Mary J. Steele Guilfoile	I	C		●
Dawn Hudson	I		●	●
Jonathan F. Miller	I		●	●
Patrick Q. Moore	I	●	●	
Linda S. Sanford	I	●		●
David M. Thomas <sup>(1)</sup>	◆ I		●	●
E. Lee Wyatt, Jr. <sup>(2)</sup>	I	●	C	
<b>Number of Meetings in 2021</b>		<b>8</b>	<b>7</b>	<b>5</b>

- (1) Mr. Roth retired from the Company and the Board on December 31, 2021 and Mr. Thomas was elected to serve as independent, non-executive Chairman of the Board, effective January 1, 2022.
- (2) Mr. Wyatt was appointed Chair of the Compensation and Leadership Talent Committee, effective March 1, 2022, replacing Mr. Thomas.

◆ - Chairman of the Board   C - Committee Chair   ● - Member   I - Independent Director

<b>Audit Committee</b>	
<p><b>Roles and Responsibilities:</b></p> <ul style="list-style-type: none"> <li>• Reviews the annual financial information to be provided to stockholders and filed with the SEC;</li> <li>• Reviews the system of internal controls established by management;</li> <li>• Reviews financial reporting policies, procedures and internal controls;</li> <li>• Reviews and oversees the internal and external audit processes;</li> <li>• Responsible for the selection, compensation, retention and oversight of Interpublic’s registered independent public accounting firm;</li> <li>• Responsible for the other activities described in greater detail in the Audit Committee Report on page 24; and</li> <li>• Responsible for other activities described in greater detail under the heading: <ul style="list-style-type: none"> <li>– “The Board’s Role in Risk Oversight” on page 15; and</li> <li>– “Transactions with Related Persons” on page 15.</li> </ul> </li> </ul> <p><b>Independence and Financial Literacy</b></p> <p>Each member of the Audit Committee is independent in accordance with the standards set forth in Interpublic’s Corporate Governance Guidelines and the NYSE Listing Standards.</p> <p>The Board has determined that each member of the Audit Committee qualifies as an “audit committee financial expert” as defined under applicable SEC rules and regulations.</p>	<p><b>Committee Members:</b></p> <p>Carter-Miller (F, I)  Guilfoile (C, F, I)  Moore (F, I)  Sanford (F, I)  Wyatt (F, I)</p> <p><b>Number of meetings during 2021: 8</b></p>

C = Committee Chair

F = Determined by the Board to be an Audit Committee Financial Expert as defined under applicable SEC rules and regulations

I = Determined by the Board to be independent under the NYSE Listing Standards and applicable SEC rules and regulations

<b>Compensation and Leadership Talent Committee</b>	
<p><b>Roles and Responsibilities:</b></p> <ul style="list-style-type: none"> <li>• Reviews and adopts the executive compensation philosophy for the Company;</li> <li>• Reviews the Company’s initiatives to attract, develop and retain key employees on an ongoing basis and, with the full Board, reviews succession plans for key executive positions;</li> <li>• Reviews and recommends to the Board, the compensation of the CEO and Executive Chairman;</li> <li>• In consultation with the CEO, approves the compensation of the executive officers, other than the CEO and Executive Chairman, and approves the compensation of other senior executives of the Company and its subsidiaries;</li> <li>• Oversees and administers the Company’s equity performance incentive plans;</li> <li>• Establishes the performance measures and goals and verifies the achievement of performance goals under performance-based incentive compensation and equity plans; and</li> <li>• Reviews the Company’s share ownership guidelines for selected senior executives.</li> </ul> <p>The Compensation Committee’s primary processes for establishing and overseeing executive compensation are described in the Compensation Discussion &amp; Analysis under the heading “Compensation Philosophy and Basic Principles” on page 37.</p> <p><b>Independence</b></p> <p>Each member of the Compensation and Leadership Talent Committee is independent in accordance with the standards set forth in Interpublic’s Corporate Governance Guidelines and the NYSE Listing Standards.</p>	<p><b>Committee Members:</b></p> <p>Hudson (I)  J. Miller (I)  Moore (I)  Thomas (I)  Wyatt (C, I)</p> <p><b>Number of meetings during 2021: 7</b></p>

C = Committee Chair

I = Determined by the Board to be independent under the NYSE Listing Standards and applicable SEC rules and regulations

<b>Corporate Governance and Social Responsibility Committee</b>	
<p><b>Roles and Responsibilities:</b></p> <ul style="list-style-type: none"> <li>• Oversees corporate governance issues and makes recommendations to the Board;</li> <li>• Identifies, evaluates, and recommends candidates for nomination to the Board and the appointment of Board committee members;</li> <li>• Reviews and makes recommendations to the Board regarding director independence;</li> <li>• Reviews and advises management on the Company's sustainability and corporate social responsibility initiatives;</li> <li>• Oversees and recommends to the Board the CEO succession planning;</li> <li>• Oversees the annual self-evaluation process of the Board and Committees; and</li> <li>• Responsible for approving the compensation paid to the Board and committee members.</li> </ul> <p><b>Independence</b></p> <p>Each member of the Corporate Governance and Social Responsibility Committee is independent in accordance with the standards set forth in Interpublic's Corporate Governance Guidelines and the NYSE Listing Standards.</p>	<p><b>Committee Members:</b></p> <p>Carter-Miller (C, I)            Guilfoile (I)            Hudson (I)            J. Miller (I)            Sanford (I)            Thomas (I)</p> <p><b>Number of meetings during 2021: 5</b></p>

C = Committee Chair

I = Determined by the Board to be independent under the NYSE Listing Standards and applicable SEC rules and regulations

## BOARD LEADERSHIP STRUCTURE

Our Corporate Governance Guidelines permit the roles of Chairman of the Board and Chief Executive Officer to be filled by the same or different individuals, based on our needs, best practices and the interests of our stockholders. This allows the Board flexibility to determine whether the two roles should be combined or separated based upon our needs and the Board's assessment of its leadership from time to time, believing that the best leadership structure may vary as circumstances warrant. After careful consideration, following Mr. Roth's retirement from the Company and Board on December 31, 2021, the Board appointed David Thomas as the independent, non-executive chairman, effective January 1, 2022.

Mr. Thomas, who is independent in accordance with SEC and NYSE rules, presides at meetings of our stockholders and directors and leads the Board in fulfilling its responsibilities. The Board benefits from Mr. Thomas' extensive and diversified leadership, and financial management experience. He also has strong public company board experience and has intimate familiarity with our history and business, having served as the Board's Presiding Director since 2013 and serving on the Board since 2004.

The Board believes that the corporate governance measures it has in place ensure that strong, independent directors effectively oversee our management and provide vigorous

oversight of our key issues relating to strategy, risk and integrity.

The Board believes the current structure provides an appropriate degree of oversight and allows Mr. Krakowsky, our Chief Executive Officer, to focus on the operational and strategic objectives of the Company. This structure also enhances the information flow between management and the Board, which are essential to effective governance, and ensures the continuity of efficient and effective leadership, which is in the best interests of Interpublic and our stockholders.

### Non-Executive Chairman

The independent, non-executive chairman of the Board helps to coordinate communications between the Board and management of Interpublic. In this role, the non-executive Chairman convenes and chairs meetings and executive sessions of the Non-Management Directors, coordinates feedback to the Chief Executive Officer on behalf of the Non-Management Directors on business issues and management, coordinates and develops with the Chief Executive Officer the agendas and presentations for meetings of the Board and, as appropriate, is available for direct communication with stockholders who request such a communication.

## THE BOARD'S ROLE IN RISK OVERSIGHT

The Board has an active role in the oversight of the Company's enterprise risk management activities. Elements of the Board's risk management practices include:

- An annual review and assessment by the Board of the primary operational and regulatory risks facing Interpublic, their relative magnitude and management's plan for mitigating these risks;
- Dual oversight by the Audit Committee and the Board of the cybersecurity framework and the associated risks faced by Interpublic, overseeing the strategy, policies and practices implemented by the organization to appropriately mitigate such risks;
- Specific oversight by the Audit Committee of Interpublic's financial risk exposure, including Interpublic's credit and liquidity position. Such oversight includes discussions with management and internal auditors on the magnitude and steps taken to address and mitigate any such risks;
- Audit Committee oversight of Interpublic's compliance with its Code of Conduct, including establishing procedures for the receipt of anonymous complaints or concerns from employees on accounting, internal accounting controls and auditing matters;
- Audit Committee administration of Interpublic's Related Person Transaction Policy (as discussed below);
- Governance and Social Responsibility Committee management and oversight of potential risks associated with potential issues of independence of any directors and potential conflicts of interest and oversight of the Company's practices and policies on sustainability and corporate social responsibility matters;
- Compensation Committee evaluation and management of risks relating to Interpublic's compensation plans and arrangements, as well as Interpublic's overall compensation philosophy and practices; and
- The establishment of standard policies specifically designed to mitigate potential risks, including requiring Board approval for all business acquisitions above a certain dollar amount.

Each committee also regularly informs the Board of any potential issues or concerns raised when performing its risk management duties.

## TRANSACTIONS WITH RELATED PERSONS

Interpublic's Code of Conduct requires directors and employees to avoid activities that could conflict with the interests of Interpublic, except for transactions that are disclosed and approved in advance. Interpublic has adopted a Related Person Transaction Policy under which approval is required for any transaction, agreement or relationship between Interpublic or any of its consolidated subsidiaries and a Related Person (a "Related Person Transaction").

Under the Related Person Transaction Policy, a "Related Person" is defined as any (i) director, nominee for election as a director, an executive officer or any of their "immediate family members" (as defined by the Related Person Transaction Policy); (ii) any entity, including not-for-profit and charitable organizations, controlled by or in which any of the foregoing persons have a substantial beneficial ownership interest; or (iii) any person who is known to be, at the time of the transaction, the beneficial owner of more than 5% of the voting securities of Interpublic or an immediate family member of such person.

Under the policy, Related Person Transactions do not include any employee benefit plan, program, agreement or arrangement that has been approved by the Compensation Committee or recommended by the Compensation Committee for approval by the Board.

To facilitate compliance with the policy, the Code of Conduct requires that employees, including directors and executive officers, report circumstances that may create or appear to create a conflict between the personal interests of the individual and the interests of Interpublic, regardless of the amount involved, to Interpublic's Chief Risk Officer using Interpublic's Compliance Report Form. Each director and executive officer annually confirms to the Company his or her compliance with the Related Person Transaction Policy as part of the preparation of Interpublic's Annual Report on Form 10-K and its annual proxy statement. Director nominees and persons promoted to executive officer positions must also confirm such compliance at the time of their nomination or promotion. Management also reviews its records and makes additional inquiries of management personnel and, as appropriate, third parties and other sources of information for the purpose of identifying Related Person Transactions, including Related Person Transactions involving beneficial owners of more than 5% of Interpublic's voting securities.

The Audit Committee reviews transactions subject to the Related Person Transaction Policy and determines whether to approve or disapprove those transactions, by examining whether or not the transactions are fair, reasonable and within Interpublic policy. The Audit Committee makes its determination by taking into account all relevant factors and

any controls that may be implemented to protect the interests of Interpublic and its stockholders. Among the factors that the Audit Committee takes into account in determining whether a transaction is fair and reasonable, as applicable, are the following:

- The benefits of the transaction to Interpublic;
- The terms of the transaction and whether they are arm's-length and in the ordinary course of Interpublic's business;
- The direct or indirect nature of the Related Person's interest in the transaction;
- The size and expected term of the transaction; and
- Other facts and circumstances that bear on the materiality of the Related Person Transaction under applicable law and listing standards.

No director may participate in any consideration or approval of a Related Person Transaction with respect to which they or any of their immediate family members is the Related

## **DIRECTOR SHARE OWNERSHIP GUIDELINES**

Each Non-Management Director is expected, within 5 years of joining the Board, to accumulate a minimum share ownership in Interpublic stock equal to five times the annual cash retainer paid to Non-Management Directors. Outstanding shares of restricted stock are included in a director's share ownership. All Non-Management Directors standing for re-election, as of December 31, 2021, have met or exceeded these guidelines. The Company believes that the equity component of director compensation serves to

## **HEDGING/PLEDGING PROHIBITIONS**

Directors and only executive employees subject to the share ownership guidelines are prohibited from engaging in any transaction involving:

- a short sale or derivative that is designed to hedge against the market risk associated with ownership of IPG shares; and

Person. Related Person Transactions not approved or ratified as required by the Related Person Transaction Policy are subject to termination by Interpublic. If the transaction has been completed, the Audit Committee will consider if rescission of the transaction is appropriate and whether disciplinary action is warranted.

## **Related Person Transactions**

Andrew Roth, Michael Roth's son, was an employee of IPG DXTRA ("DXTRA") from November 2017 through May 2021. During his employment, Andrew never served as an officer or director of Interpublic Group, and did not report to any executive officer of Interpublic. Andrew's compensation at DXTRA was in excess of the \$120,000 reporting threshold and was determined in a manner consistent with the Company's human resources and compensation policies. The Audit Committee assessed and approved the foregoing matter in February 2021, taking into account and in accordance with the Company's Related Person Transaction Policy.

further align the Non-Management Directors with the interests of our stockholders. For information about share ownership of our Non-Management Directors, see "Non-Management Director Compensation" on page 21 and "Share Ownership of Management" on page 65. For a discussion of the share ownership guidelines applicable to Interpublic's executives, see "Compensation Discussion & Analysis — Share Ownership Guidelines" on page 42.

- the pledging of IPG shares that he or she owns as security or collateral for any obligation, including, but not limited to, holding shares in a margin account.

## OUR VALUES

This section describes how IPG embraces corporate values and responsibility by committing to:

- Building an inclusive culture and fostering diversity
- Taking care of the health and well-being of our people
- Bettering the communities where we live and work
- Respecting the environment and reducing our carbon footprint

### AT IPG DIVERSITY AND INCLUSION ARE IMPERATIVES FOR VALUE CREATION

Diversity and inclusion are essential priorities for IPG, and they are key elements in how we deliver value to all of our stakeholders. We strive to ensure that our talent represents our communities and consumers, that they are open to different perspectives and have support for well-being and growth. An inclusive environment is essential to help clients make authentic and responsible connections with their customers.

***Our Culture Promotes Empathy and Well-being in a Changing World*** - IPG is attentive to the implications of

shifts in the business, technology, demographic, cultural and social landscapes. IPG regularly takes stands on important issues affecting our world and our business. In 2021, those long-standing aspects of our culture and our existing portfolio of metrics, programs and policies were foundations for fostering empathy and well-being as we continued to navigate the COVID-19 pandemic, intensified focus on social issues, and increasing concern around climate change.

### LEADERSHIP COMMITMENT AND ACCOUNTABILITY ON DIVERSITY

***The Role of Leadership*** - The IPG Board of Directors reviews progress on diversity metrics, including performance against goals each year. The directors consider diversity when seeking and reviewing candidates to join the Board. Four of the Board's current members are women and one member of the Board is African American. IPG's Global CEO Diversity Council includes Chief Executives from across IPG. Agencies have formal goals for diversity, talent-related practices and ensuring their cultures are inclusive and fair. Incentive compensation is tied to quantitative metrics and qualitative assessments of their initiatives. Agencies are required to apply a diversity lens on succession planning and leadership development.

IPG was also the first advertising holding company to release race and gender composition of U.S. professionals, managers and leadership and committed to continuing transparency.

***Culture*** - IPG's Climate for Inclusion Survey is an important accountability and planning tool for the U.S., Canada and the U.K. The survey measures employee perceptions about their work experiences and environments as well as the impact of

a range of diversity and inclusion activities. In recent results, 94% of the employees from our corporate organization said they are proud to work at IPG, and 93% said they'd recommend the company as a good place to work.

***Inclusive Sourcing and Business Partner Diversity*** - Our progress in doing business with more underrepresented and economically disadvantaged communities is an important metric. In 2021, IPG Mediabrands and MAGNA launched a first-of-its-kind Equity Upfront initiative to raise visibility for Black-owned and Black-targeted media businesses. IPG has sustained a diversity spend level of 20% for several years, including companies owned by women, racial and ethnic minorities, veterans, individuals in the LGBTQ+ community, and people who are disabled. IPG partners with leading certification organizations representing those communities and several of our agencies are involved with Free the Work, a not-for-profit dedicated to opportunities for women and people of color to direct and provide production support for advertising campaigns.

### POLICIES THAT FOSTER INCLUSION AND PROHIBIT DISCRIMINATION

***Code of Conduct*** - IPG's Code of Conduct sets expectations for a work environment that embodies respect and dignity for all employees globally. The Code makes clear our policies that prohibit discrimination based on gender identity, race, ethnicity, nationality, religion, age, sexual orientation, disability and other dimensions of diversity. Our Code also sets out our zero tolerance policies against harassment of all types including sexual and racial harassment. Annual training

reinforces these expectations, and we have a very high level of participation in this training across the company.

***Family Leave*** - For all of our employees globally, we offer a minimum of six weeks of parental leave to a primary caregiver for the birth of a child. Some of our agencies offer unlimited PTO to help support family caregivers and for parental leave.

**Flexible Work Arrangements** - Flexible work hours and remote working options are common for IPG agencies globally.

## INITIATIVES FOR INCLUSIVE LEARNING, COLLABORATION AND ACTION

IPG and our agencies provide many programs in support of diversity, equity and inclusion. Through events, training, curated and bespoke content, research and tools, IPG fosters awareness and action on an array of critical issues that are vital for the recruitment, retention, advancement, well-being and belonging for people who are part of under-represented groups. IPG and our agencies offer many programs and resources. Examples of the many topics IPG addresses include:

- Mental health and physical well-being, with recognition of disparities affecting women, people of color and other underrepresented groups
- Culturally sensitive and inclusive marketing and advertising
- Inclusive behaviors and meeting practices
- Support for employees or their family members with disabilities

- Cultural and historical explorations
- Allyship
- Managing, mentoring and sponsoring diverse talent

**Business Resource Groups** - IPG's corporate business resource groups offer programs on all facets of diversity and inclusion in support of specific communities of employees. They often collaborate on common interests and needs. IPG's current roster of organizations serving all agencies includes:

- Asian Heritage Group
- Black Employee Network
- PLUS: IPG's LGBTQIA+ Group
- SOMOS: Hispanic/Latino Heritage Group
- Women's Leadership Network (WLN)

## EXTERNAL PARTNERSHIPS

IPG supports numerous community-based organizations and is actively involved in partnerships with leading coalitions that bring together companies to advance diversity, equity and inclusion, and climate action. A selection of our active involvements is provided below.

**UN Global Compact** - IPG is a participant in The UN Global Compact and is committed to upholding its principles such as environmental sustainability, gender equality, fair labor practices and partnerships.

**America Is All In** - IPG is a signatory of America Is All In, a group of businesses, investors, regulators and educational institutions who have come together to reaffirm a commitment to the Paris Agreement on climate change.

**Voter Participation** - To encourage voter participation by our U.S. employees, IPG has partnered with a number of civic associations that promote such involvement. IPG is a member of the Civic Alliance, which supports participatory democracy, and we signed onto the organization's "100 Percent In for Democracy Pledge." IPG has also joined Time to Vote, a nonpartisan coalition of businesses working to contribute to the culture shift needed to increase voter participation in U.S. elections.

**CEO Action** - IPG is a member of the CEO Action for Diversity & Inclusion™, the largest CEO-driven business

commitment to advance diversity and inclusion in the workplace.

**Unstereotype Alliance** - IPG is active participant of the UN Women's Unstereotype Alliance, which seeks to eradicate harmful stereotypes in media and advertising content and to address biases in market research and the creative process.

**Coqual** - IPG is a member of the global think tank Coqual, formerly known as The Center for Talent Innovation. We partner on research studies to inform our objectives and learn about effective processes to improve representation, retention advancement and inclusive workplace culture.

**Catalyst** - IPG is a long-time member of this leading international research organization's work to advance equality and inclusion for women from all backgrounds as well as people who are cultural and racial minorities, living with disabilities, non-conforming gender identities and all sexual orientations.

**Tannenbaum** - A not-for-profit dedicated to acceptance and learning for workplaces that support employees' religious differences.

**PFLAG** - An organization dedicated to helping parents, families, friends and co-workers understand and support challenges faced by people who identify as LGBTQIA+.

**AdGreen** - IPG is a founding member of AdGreen, which unites the advertising industry toward a zero waste and zero carbon future through training, offsetting plans, and a

carbon calculator and certification process for advertising production.

## SUSTAINABILITY AND GOVERNANCE

As a marketing company and a citizen of the communities where our employees live, work and vote, IPG has a responsibility to operate sustainably, contributing to a healthier society and a healthier planet. We are dedicated to three core principles of purpose: we use our expertise as marketers to make a difference in communities around the world; we take care of and invest in our people; and we ensure a fair governance structure at our company.

**Reporting** - Reporting and tracking progress on our initiatives is a key priority for IPG. IPG measures our emissions and other environmental impacts using GHG Protocol Corporate Standards at all of our buildings around the world. We track energy use and greenhouse gas emissions and publish our data via the Global Reporting Initiative (GRI). IPG responds annually to the CDP Climate Change Questionnaire and was the first U.S.-based holding company to become a signatory of the United Nations Global Compact. In 2021, IPG became the first company in our industry globally to report within the SASB framework.

**Climate Goals** - In 2021, IPG committed to set an emission reduction target through the Science Based targets initiative, committed to source 100% renewable electricity across our entire portfolio by 2030, and became a signatory to The Climate Pledge, which is a commitment to reach net zero across our business by 2040.

**Policies** - Our ESG-related policies ensure we are accountable to all of our stakeholders — investors, clients, employees, consumers, suppliers and communities — around the world. This year, new and updated policies include our Human Rights Policy, as well as our domestic and international travel policies that we have revamped with a renewed focus on sustainability. Additional ESG policies include: our Anti-Corruption Policy, Anti-Harassment and Equal Opportunity Policy, Corporate Governance Guidelines, Corporate Governance and Social Responsibility Committee Charter, IPG Code of Conduct, Supplier Code of Conduct, and our Sustainability and Environmental Impact Policy. The Corporate Governance and Social Responsibility Committee of IPG's Board of Directors oversees the company's sustainability initiatives.

## TAKING CARE OF OUR PEOPLE

IPG moved toward an approach of "organized flexibility" as we have adapted working differently since the start of the pandemic. This includes a renewed respect for and understanding of the need to work during non-traditional hours, as employees juggle home lives and work responsibilities.

IPG continues to support our people through one-on-one and group therapy sessions, self-care workshops and management training.

While many people around the world now have access to a COVID-19 vaccine, the effects of the pandemic on our society and workplace have continued. Our people are beginning to return to the workspace, and when they do, our focus on health and safety remains our priority. We have implemented policies that comply with evolving federal, state, and local regulations and that we believe are in the best interests of our employees and communities and we will continue to do so. Several IPG companies have hosted information sessions to educate employees about vaccine safety.

## SUPPORTING UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

IPG is an active supporter of the UN Sustainable Development Goals (SDGs). These 17 global goals are part of the 2030 Agenda for Sustainable Development. IPG has specifically adopted SDG #6: Access to water and sanitation for all. As part of this commitment, IPG has partnered with charity: water on several initiatives that bring water to those

in need. IPG has funded projects in Cambodia, Bangladesh, Ethiopia, Mali, and Mozambique, with the understanding that when a community gains access to water, many things being to change for the better, including greater access to education for women and girls as well as better health in communities overall.

## SUSTAINABILITY RECOGNITION

In recognition of IPG's commitment to and implementation of sustainable business practices, we are listed on several ESG-related indices.

For the second year, IPG has been included on the Dow Jones Sustainability Index (DJSI) North America. The DJSI North America scores and ranks the ESG performance of the 600 largest U.S. and Canadian companies; the top 20% of sustainability performers are listed on the Index.

IPG is the only advertising holding company on the Index. IPG was also listed on the S&P 500 ESG and the S&P Global 1200 ESG, two S&P indices that recognize companies' work in the ESG space. IPG is included on the FTSE4Good Index, which identifies companies that demonstrate strong ESG practices measured against international standards.

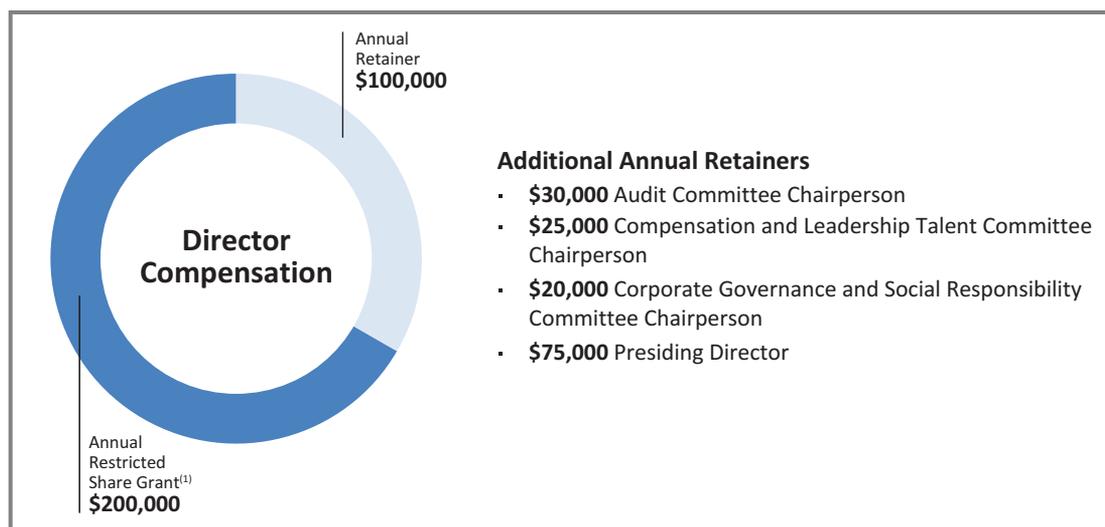
For the second year in a row, IPG has been listed on the Bloomberg Gender Equality Index (GEI), a premier ranking of global companies. Those included on the Index have provided a comprehensive look at their investment across five pillars: female leadership and talent pipeline, equal pay and gender pay parity, inclusive culture, sexual harassment policies, and pro-women brand.

For the 12th year, IPG received a score of 100 percent on the Human Rights Campaign Foundation's Corporate Equality Index (CEI), the nation's premier benchmarking survey and report measuring corporate policies and practices related to LGBTQ workplace equality. The CEI rates companies on detailed criteria falling under five broad categories: non-discrimination policies, employment benefits, demonstrated organizational competency and accountability around LGBTQ diversity and inclusion, public commitment to LGBTQ equality, and responsible citizenship.

## NON-MANAGEMENT DIRECTOR COMPENSATION

### Annual Board/Committee Retainer Fees

During 2021, each Non-Management Director received annual compensation in the form of a cash retainer and an equity retainer, as well as the additional annual retainers, as applicable, set forth below.



(1) Each Non-Management Director received an award of restricted shares of Common Stock (the "Restricted Shares") having a market value of \$200,000 on the date of grant. On April 30, 2021, in accordance with The Interpublic Group 2019 Performance Incentive Plan (the "2019 PIP"), each Non-Management Director received a grant of 6,301 Restricted Shares (the "2021 Restricted Share Grant"). A recipient of Restricted Shares has all rights of ownership with respect to the shares, including the right to vote and to receive dividends, except that, during a restricted period ending on the first anniversary of the date of the grant, (i) the recipient is prohibited from selling or otherwise transferring the shares and (ii) the shares are subject to forfeiture if the recipient's service as a director terminates for any reason other than due to death.

### Changes to Board Compensation in 2022

Effective on January 1, 2022 (reflecting the first increase since 2016), the Board approved certain changes to the overall compensation of the Board, as recommended by the Corporate Governance and Social Responsibility Committee. After giving effect to such increases:

- The annual Board retainer remains at \$100,000;
- The annual grant of restricted shares of common stock of the Company was increased to \$225,000;
- The annual retainer for the Committee Chairs were increased to \$35,000 for the chair of the Audit Committee, \$30,000 for the chair of the Compensation and Leadership Talent Committee and \$25,000 for the chair of the

Corporate Governance and Social Responsibility Committee; and

- The independent, Non-Executive Chairman fee was set at \$150,000, payable (i) \$75,000 in cash and (ii) \$75,000 in annual grants of restricted stock of the Company.

**Charitable Matching Program.** Under a charitable matching program (the "Charitable Matching Program"), which was approved by the Board of Directors and has been in effect for a number of years, Interpublic matches up to \$20,000 in charitable contributions made to eligible charities and academic institutions by members of the Board of Directors and certain senior management employees of Interpublic and its subsidiaries.

**DIRECTOR COMPENSATION TABLE**

The following table shows the compensation paid to Non-Management Directors for 2021<sup>(1)</sup>.

Name	Fees Earned or Paid in Cash (\$) (2)	Stock Awards (\$) (3)	All Other Compensation (\$) (4)	Total (\$)
Jocelyn Carter-Miller	120,000	200,000	20,000	340,000
Mary J. Steele Guilfoile	130,000	200,000	20,000	350,000
Dawn Hudson	100,000	200,000	3,485	303,485
Jonathan F. Miller	100,000	200,000	20,000	320,000
Patrick Q. Moore	100,000	200,000	0	300,000
Linda S. Sanford	100,000	200,000	20,000	320,000
David M. Thomas	200,000	200,000	20,000	420,000
E. Lee Wyatt Jr.	100,000	200,000	20,000	320,000

- (1) Philippe Krakowsky and Michael Roth are not included in this table because they were employees of Interpublic in 2021 and did not receive compensation for their service as directors. Messrs. Krakowsky and Roth's compensation as employees of Interpublic is shown in the Summary Compensation Table on page 45, and the sections that follow the Summary Compensation Table.
- (2) Consists of annual retainer fees, Committee chair retainer fees and, for Mr. Thomas, the retainer fee for his service as the Presiding Director.
- (3) Consists of the grant date fair value of the restricted stock awards granted on April 30, 2021, computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718. The assumptions used in the calculation of these amounts are set forth in Note 12 to Interpublic's audited financial statements included in Interpublic's Form 10-K for the year ended December 31, 2021 (the "2021 Form 10-K").
- (4) For each director the amount shown consists entirely of matching charitable contributions made by Interpublic under the Charitable Matching Program.

## ITEM 2. APPOINTMENT OF REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee is responsible for the appointment, compensation, retention and oversight of Interpublic's independent registered public accounting firm. As part of these responsibilities, the Audit Committee reviews the independence and performance of the independent accounting firm in connection with the Audit Committee's determination of whether to engage another auditor as Interpublic's independent accounting firm, and is involved in the selection of the independent accounting firm's lead engagement partner. Included in this assessment is the Audit Committee's review of the accounting firm's independence and integrity, its expertise, performance and qualifications, as well as the quality of the firm's personnel and communications.

The Audit Committee and the Board believe that it is in the best interests of Interpublic and our stockholders to retain PricewaterhouseCoopers to serve as our independent registered public accounting firm. In light of this, the Audit Committee has appointed PricewaterhouseCoopers LLP ("PricewaterhouseCoopers") as Interpublic's independent registered public accounting firm for 2022. This firm has been Interpublic's independent accounting firm since 1952.

A representative of PricewaterhouseCoopers is expected to be present at the Annual Meeting and will have the opportunity to respond to appropriate questions.

### Fees Paid to PricewaterhouseCoopers

The following is a summary and description of the fees for services provided by PricewaterhouseCoopers in 2020 and 2021.

Worldwide Fees (in Millions)				
Fee Category	2020 (\$)	% of Total	2021 (\$)	% of Total
Audit Fees (A)	26.06	93.0%	22.3	90.3%
Audit Related Fees (B)	0.58	2.1%	0.64	2.6%
Tax Fees (C)	1.32	4.7%	1.62	6.6%
All Other Fees (D)	0.06	0.2%	0.14	0.6%
Total Fees	28.02	100%	24.69	100%

**(A) Audit Fees:** Consists of fees and out-of-pocket expenses billed for professional services rendered for the audit of Interpublic's consolidated financial statements and the audit of the effectiveness of Interpublic's internal control over financial reporting, for review of the interim consolidated financial statements included in quarterly

reports and for services that are normally provided by PricewaterhouseCoopers in connection with statutory and regulatory filings or engagements and attest services, except those not required by statute or regulation.

**(B) Audit Related Fees:** Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Interpublic's consolidated financial statements and are not reported under "Audit Fees." These services include employee benefit plan audits, consultations concerning financial accounting and reporting standards, and other attest services not included in (A) audit fees.

**(C) Tax Fees:** Consists of tax compliance/preparation and other tax services. Tax compliance/preparation includes fees billed for professional services related to federal, state and international tax compliance, assistance with tax audits and appeals, assistance with custom and duties audits, expatriate tax services and assistance related to the impact of mergers, acquisitions and divestitures on tax return preparation. Other tax services include miscellaneous tax consulting and planning.

**(D) All Other Fees:** Consists of advisory services and licenses to online accounting information and general education accounting guidance.

### Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditor

The Audit Committee has established policies and procedures regarding pre-approval of all audit and permissible non-audit services provided by the independent accounting firm and is responsible for the audit fee negotiations associated with the engagement of the independent accounting firm. The permissible non-audit services include the services described above for which we paid Audit Related Fees, Tax Fees and All Other Fees. Under the policy, pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is subject to a specific budget. In addition, the Audit Committee may pre-approve particular services on a case-by-case basis. The Audit Committee has delegated pre-approval authority to the Committee's Chairperson for projects less than \$200,000, who must then report any such decision to the Audit Committee at the next scheduled meeting.

***The Board of Directors recommends a vote "FOR" the ratification of the appointment of PricewaterhouseCoopers as Interpublic's independent registered public accounting firm for 2022.***

## AUDIT COMMITTEE REPORT

The Audit Committee operates under a written charter adopted by the Board. The Board has determined that each member of the Committee is independent and financially literate under the listing standards of the NYSE and satisfies the financial expertise requirements of the NYSE. The Board has also determined that each member of the Audit Committee has the requisite experience to be designated an “audit committee financial expert” as that term is defined under applicable SEC rules and regulations.

In accordance with its written charter, the primary function of the Audit Committee is to assist the Board of Directors in its oversight of Interpublic’s financial reporting process.

Management is responsible for Interpublic’s consolidated financial statements and overall reporting process, including the establishment of a system of internal controls over financial reporting. PricewaterhouseCoopers, Interpublic’s independent registered public accounting firm, is responsible for conducting annual audits and quarterly reviews of Interpublic’s consolidated financial statements and expressing opinions as to the conformity of the annual consolidated financial statements with generally accepted accounting principles and the effectiveness of Interpublic’s internal control over financial reporting.

In performing its oversight function for the year ended December 31, 2021, the Audit Committee:

- Reviewed and discussed the audited consolidated financial statements with management;
- Reviewed and discussed with PricewaterhouseCoopers the scope, staffing and general extent of the audit;
- Reviewed with management and PricewaterhouseCoopers the selection, application and disclosure of Interpublic’s critical accounting policies used in the preparation of Interpublic’s annual audited financial statements;
- Evaluated PricewaterhouseCoopers’s performance, qualifications and quality control procedures;
- Pre-approved all services, both audit (including all audit engagement fees and terms) and permitted non-audit services performed by PricewaterhouseCoopers;
- Reviewed management’s compliance with established policies for the hiring of current or former employees of PricewaterhouseCoopers;

- Oversaw compliance with Interpublic’s Code of Conduct and procedures for the confidential and anonymous submission by employees of Interpublic and others of complaints about accounting, internal controls or auditing matters;
- Reviewed with management, Interpublic’s internal auditors and PricewaterhouseCoopers, Interpublic’s significant internal accounting and financial reporting controls and any deficiencies or weaknesses relating to such internal accounting and financial reporting controls;
- Reviewed and discussed with management, Interpublic’s internal auditors and PricewaterhouseCoopers, any disclosures made to the Committee by Interpublic’s Chief Executive Officer and Chief Financial Officer in connection with the certifications required by SEC rules to be made by each such officer in Interpublic’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q;
- Discussed with PricewaterhouseCoopers the matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”); and
- Received the written disclosures and the letter from PricewaterhouseCoopers required by applicable requirements of the PCAOB, discussed with PricewaterhouseCoopers matters relating to that firm’s independence and considered whether performance by PricewaterhouseCoopers of non-audit services for Interpublic is compatible with maintaining PricewaterhouseCoopers’ independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Interpublic’s Annual Report on Form 10-K for the year ended December 31, 2021.

THE AUDIT COMMITTEE  
Mary J. Steele Guilfoile, Chair  
Jocelyn Carter-Miller  
Patrick Q. Moore  
Linda S. Sanford  
E. Lee Wyatt Jr.

February 17, 2022

### ITEM 3. ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

In accordance with a federal securities law requirement, enacted as part of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and related SEC rules, we are submitting to an advisory vote of stockholders the compensation of our named executive officers as disclosed in the Compensation Discussion & Analysis, the compensation tables, and the narrative discussion set forth on pages 26 to 63 of this Proxy Statement. In addition to complying with this legal requirement, the Board recognizes that providing stockholders with an advisory vote on named executive officer compensation may produce useful information on investor sentiment with regard to the Company's executive compensation programs.

At our annual meeting of stockholders held in May 2021, a substantial majority of our stockholders voted on an advisory basis to approve the compensation received by our named executive officers in fiscal year-end 2020. The Compensation Committee believes this reflects stockholders' support of the Company's approach to executive compensation.

As described in the Compensation Discussion & Analysis section of this Proxy Statement, our compensation programs and underlying principles, as developed and administered by the Compensation Committee, are designed to provide a competitive level of compensation necessary to attract, motivate and retain talented and experienced executives who are crucial to our long-term success. The compensation paid to our named executive officers reflects our commitment to pay for performance and includes long-term cash and equity awards that are designed to encourage management to achieve results to the mutual benefit of stockholders and management. Moreover, a significant portion of our named executive officers' annual cash compensation is paid in the form of annual performance-based incentives, which are contingent on the Company's achievement of pre-defined performance objectives.

***The Board of Directors recommends that you vote "FOR" the approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this Proxy Statement.***

We encourage you to carefully review the Compensation Discussion & Analysis beginning on page 26 of this Proxy Statement for additional details on Interpublic's executive compensation, including Interpublic's compensation philosophy and objectives, as well as the processes our Compensation Committee used to determine the structure and amounts of the compensation paid to our named executive officers in fiscal year-end 2021. The Compensation Committee and the Board believe that these policies and procedures are effective in implementing our compensation philosophy and in achieving its goals.

We are asking you to indicate your support for the compensation of our named executive officers as described in this Proxy Statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, we are asking you to vote, on an advisory basis, "For" the approval of the compensation of our named executive officers as described in this Proxy Statement, with the following non-binding and advisory resolution to be presented at the Annual Meeting:

"RESOLVED, that the compensation paid to the named executive officers of The Interpublic Group of Companies, Inc., as described in the Compensation Discussion & Analysis, compensation tables and narrative discussion set forth on pages 26 to 63 of this Proxy Statement, is hereby approved."

While the results of this advisory vote are not binding, the Compensation Committee will consider the outcome of the vote in deciding whether to take any action as a result of the vote when making future compensation decisions pertaining to named executive officers.

## COMPENSATION DISCUSSION & ANALYSIS

### EXECUTIVE SUMMARY

#### 2021 BUSINESS HIGHLIGHTS

For the full year, IPG reported outstanding results, highlighted by strong revenue growth, broadly shared across our agencies, geographic regions and client sectors, and by disciplined operating execution, which together furthered the growth and margin expansion that have distinguished Interpublic for a number of years now.

Following a difficult year in 2020, when our business, clients and people faced extraordinary challenges due to the global pandemic, we returned to growth in 2021 — further evolving our offerings, investing in innovation and reciprocating the dedication shown by more than 55,000 colleagues globally, whose contributions continue to be central to delivering on the complex integration of creativity, technology and data to clients across industry sectors and around the world. During the year, we again increased our investment to safeguard the workplace, promote employee mental health, extend community and culture to our many colleagues working from home, and to improve well-being through a flexible work model.

The pandemic has accelerated technology-driven shifts in media and consumer behavior that IPG had anticipated and invested in over the course of several years. During 2021, marketers continued to look for partners with expertise in first-party data management, performance media, creative ad tech and direct-to-consumer commerce, and IPG remained well-positioned, with a range of expertise that helps our clients accelerate their digital transformation journeys and win in the digital economy.

Infused with data and technology, our solutions drove higher-value client relationships, as marketers sought growth amid a rapidly-changing and complex landscape. The success of our clients and our own performance validate our long-standing strategic focus and investments, as well as underscore the caliber of the talent and client-focus of our operating teams. The combination of strategy, talent and culture we have built at IPG continues to drive innovation, collaboration and creativity that fuel client success.

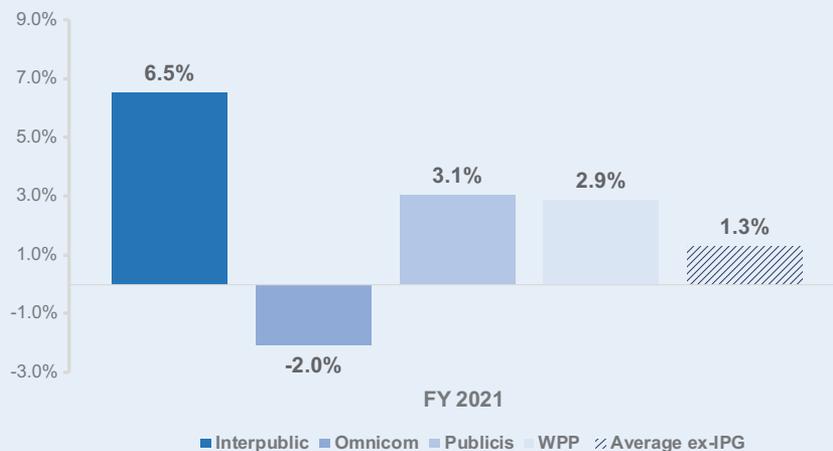
#### NET REVENUE AND MARGIN PERFORMANCE

For the full year, organic net revenue growth was 11.9%, and two-year organic net revenue growth was 6.5%. These results place us again at the top end of our industry. Our adjusted EBITA margin was 16.8% for the year.

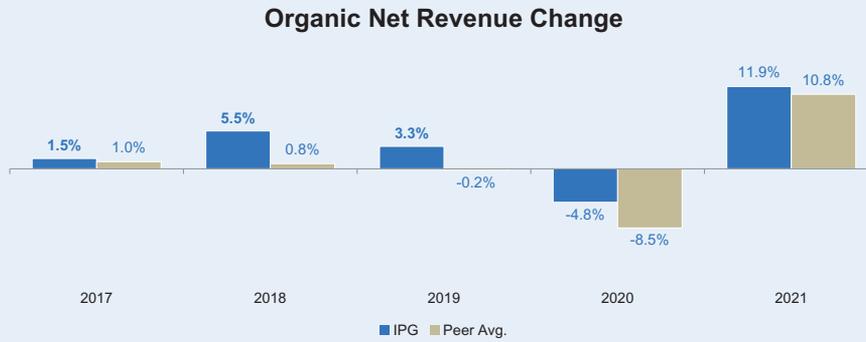
Our revenue growth reflects more than the cyclical economic recovery. We are successfully driving to move the business transformation journeys of our clients forward by delivering addressable and accountable marketing programs that are increasingly integrated with our world-class creative storytelling capabilities.

An important framework for understanding our recent performance is our two-year compound organic net revenue growth, when compared with our peers. We use 2019 as a baseline to create a view of our performance over 2020-2021, the two years in which disruption by the pandemic and recession was followed by industry recovery.

2-Year Compound Organic Net Revenue Change

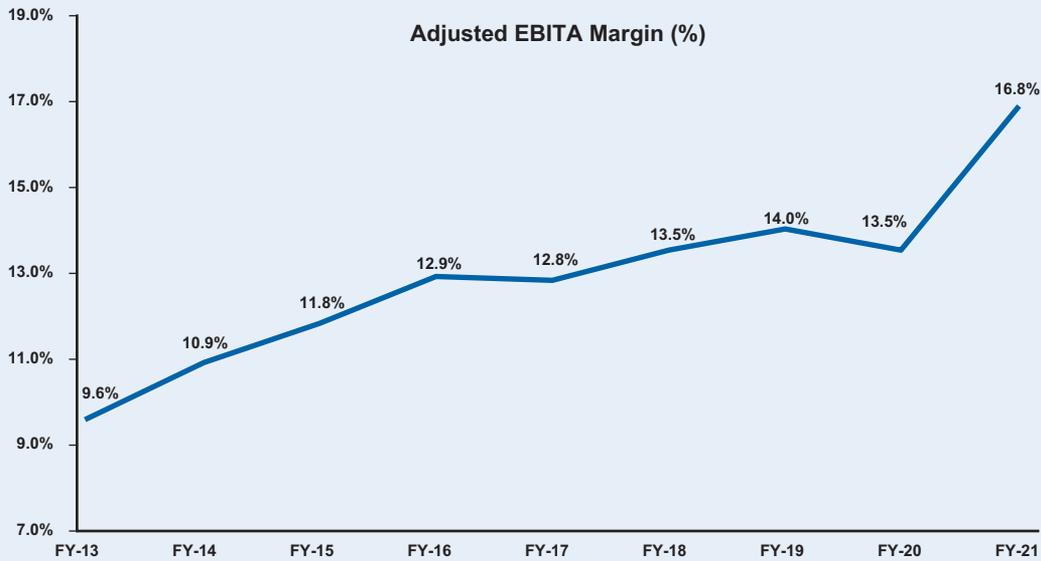


Organic net revenue change for the past five years was as follows:



Note: Peer data sourced from public filings. For IPG, WPP and Publicis, charts refer to organic growth of net revenue; for Omnicom chart refers to organic growth of gross revenue.

It is worth reflecting on the fact that since 2017, IPG has grown our adjusted EBITA by \$574 million, a full 60%, to \$1.53 billion in 2021. Over that same four-year period, we've expanded adjusted margin by 400 basis points, from 12.8% to 16.8% in 2021. We've driven compound organic growth of 16% over the four years, marking significant outperformance compared to our direct industry competitors.



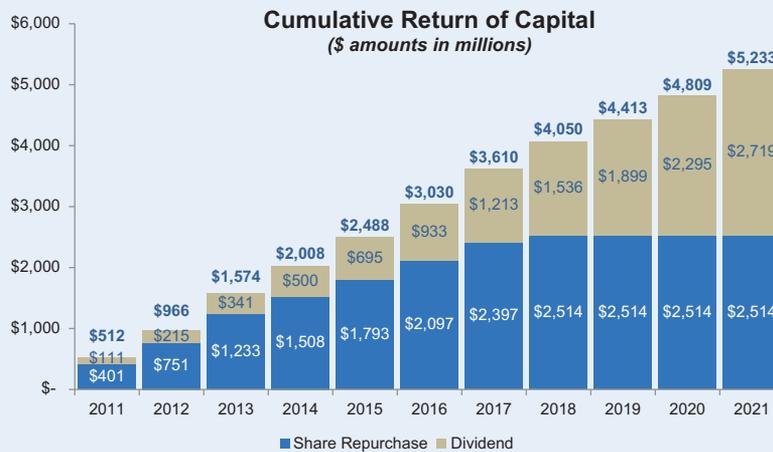
Note 1: Adjusted EBITA margin as a percentage of Net Revenue beginning 2016, on Gross Revenue prior to 2016.

Note 2: Adjusted EBITA margins for the full year of 2013, 2019, 2020 and 2021 exclude the restructuring charges of \$60.6 million, \$31.8 million, \$413.8 million and \$10.6 million, respectively. Adjusted EBITA margin for the full year of 2018 excludes Acxiom transaction cost of \$35.0 million. See Appendix A for reconciliation and other information about these non-GAAP financial measures.

**RETURN OF CAPITAL TO SHAREHOLDERS AND TOTAL SHAREHOLDER RETURNS**

Our capital return programs continue to be significant drivers of value. Given the continuing strength of our operating results, on February 10, 2022, we announced a decision to once again raise IPG’s quarterly dividend by 7%, to \$0.29 per share, for the tenth consecutive year of uninterrupted higher dividends, which continued through the period of the pandemic.

We also reauthorized our share repurchase program, of up to \$400 million, while continuing our commitment to operating in a manner that will maintain and enhance our balance sheet and financial flexibility.



**OVERVIEW OF EXECUTIVE COMPENSATION PROGRAMS**

**PRIMARY COMPENSATION ELEMENTS**

PAY ELEMENT	1	2	3		
	SALARY	ANNUAL INCENTIVE	ONGOING LONG-TERM INCENTIVES		
			Performance-based Cash	Performance-based Shares	Restricted Stock Units
RECIPIENT	All NEOs				
FIXED OR VARIABLE COMPENSATION	Fixed	Variable			
DURATION OF PERFORMANCE	Short-term Emphasis		Long-term Emphasis		
PERFORMANCE PERIOD	Ongoing	1 year	2 years (plus, 1-year time-based vesting period)	2 years (plus, 1-year time-based vesting period)	n.a.
FORM OF DELIVERY	Cash			Equity	
HOW PAYMENT IS DETERMINED	C&LT Committee; CEO recommendations considered for other NEOs	Formulaic (80%); C&LT Committee assesses achievement of key strategic objectives (20%)	Formulaic; C&LT Committee verifies performance (performance-based shares also depends on stock price on vest date)		Formulaic; depends on stock price on vest date

## 2021 TEMPORARY COMPENSATION ADJUSTMENTS

As discussed below, the Compensation and Leadership Talent Committee (the “Compensation Committee” or the “Committee”) makes compensation decisions for the named executive officers early in the fiscal year. Unlike prior years, setting multi-year long-term incentive (“LTI”) performance targets was extremely challenging early in 2021 due to the uncertainty caused by the ongoing pandemic. Accordingly, the Compensation Committee believed that it would be preferable to make temporary modifications to the LTI plan design for 2021 only. In 2021, the Committee reduced the percentage of performance-based ongoing LTI Award values from 67% to 50%, and all of these performance LTI awards were subject to specific two-year financial performance goals, instead of three-year goals. The remaining 50% of the total LTI value was awarded in restricted stock units that vest over time, reflecting an increase from 33% in 2020. These time-based awards are aligned with stockholder interests

since they increase in value only with improved stock price performance and enhance the retention of our key talent. The Committee believes these temporary modifications to the LTI awards are in both the participants’ and stockholders’ best interests as they retain talent and ensure a direct link to stock price performance. In 2022, the design of the LTI plan reverted back to the mix employed in 2020, which has two-thirds tied to financial performance and includes a three-year performance period for performance-based shares. As the Company had more visibility of short-term goal setting, no changes were made to the design of the annual incentive plan in 2021.

In addition to the LTI plan design modifications, the Compensation Committee approved certain changes to each Named Executive Officer’s (“NEO’s”) ongoing target compensation, as detailed below.

## CHANGES IN ONGOING TARGET COMPENSATION APPROVED IN EARLY 2021

The table below shows each NEO’s total ongoing target compensation and each component of compensation for 2020 and 2021, and the difference in total target compensation between 2020 and 2021 (temporary salary reductions taken in 2020 are not reflected in this table). Compensation changes for Mr. Krakowsky are reflective of his promotion to CEO effective January 1, 2021. Compensation changes for Mr. Roth are reflective of his transition from Chairman & CEO to Executive Chairman effective January 1, 2021. For Ms. Johnson, Mr. Bonzani and Mr. Carroll, compensation changes reflect their strong performance, continued progression in their roles and positioning relative to appropriate market reference points.

Name	Year	1		2		3	Additional LTI	Total Target Comp.	Difference in Total Target Comp.		
		Base Salary	%	Target AI	Ongoing LTI Value at Target	Restricted Cash Award	\$		\$	\$	%
Philippe Krakowsky	2021	\$ 1,500,000	200%	\$ 3,000,000	\$ 7,500,000	\$ 0	\$ 12,000,000	\$ 2,650,000	28%		
	2020	\$ 1,400,000	175%	\$ 2,450,000	\$ 3,500,000	\$ 2,000,000	\$ 9,350,000				
Ellen Johnson	2021	\$ 900,000	125%	\$ 1,125,000	\$ 2,000,000	\$ 650,000	\$ 4,675,000	\$ 1,175,000	34%		
	2020	\$ 750,000	100%	\$ 750,000	\$ 1,500,000	\$ 500,000	\$ 3,500,000				
Michael Roth	2021	\$ 1,000,000	200%	\$ 2,000,000	\$ 3,000,000	\$ 0	\$ 6,000,000	-\$ 12,200,000	-67%		
	2020	\$ 1,800,000	300%	\$ 5,400,000	\$ 11,000,000	\$ 0	\$ 18,200,000				
Andrew Bonzani	2021	\$ 900,000	100%	\$ 900,000	\$ 1,750,000	\$ 650,000	\$ 4,200,000	\$ 50,000	1%		
	2020	\$ 900,000	100%	\$ 900,000	\$ 1,750,000	\$ 600,000	\$ 4,150,000				
Christopher Carroll	2021	\$ 700,000	80%	\$ 560,000	\$ 700,000	\$ 250,000	\$ 2,210,000	\$ 316,250	17%		
	2020	\$ 625,000	75%	\$ 468,750	\$ 600,000	\$ 200,000	\$ 1,893,750				

In addition to the ongoing target compensation shown above, as part of his promotion to CEO, Philippe Krakowsky was awarded 250,000 stock options in January of 2021 with a grant-date fair value of \$985,000. While the Company does not typically grant stock options, in this circumstance, the Compensation Committee believes this is an appropriate vehicle to motivate our new CEO to focus on share price appreciation and ensure he only realized compensation for growth in shareholder value. We do not intend to use stock options as part of the typical ongoing LTI plan, but rather will consider this vehicle only in special circumstances. Additionally, in 2021, each NEO, other than Michael Roth, was granted a one-time supplemental LTI award. The Committee believed these one-time awards were essential to motivate and retain the NEOs during a significant leadership transition. These awards were intended to reward our senior leaders for the extraordinary time and effort spent ensuring the continuity of the business during the COVID-19 pandemic. Details about such awards can be found in the pages that follow.

## COMPENSATION PRACTICES & CORPORATE GOVERNANCE

Our executive compensation programs are aligned with best practices in corporate governance:

**We align pay with performance.** Our incentive plans are closely tied to performance, making the ultimate payout from these incentives higher when performance is strong and, conversely, lower (or zero) when performance does not achieve well-defined objectives. This correlation between our performance and pay aligns our NEOs with the interests of our stockholders. The strong and positive alignment of our pay with operating results has been demonstrated by the vote “for” recommendation from stockholder advisory firms on all prior say-on-pay votes.

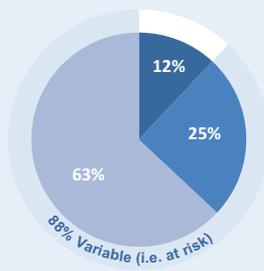
The incentives provided to our NEOs are predominantly earned based on the achievement of financial goals which are approved by the Compensation Committee each year. In addition, the ultimate value of all share-based long-term incentives is directly linked to the performance of our stock price.

- Ongoing Target Compensation — For 2021, excluding benefits:

- Approximately 88% of the total target compensation for Mr. Krakowsky was performance-based/at risk pay.
- On average, approximately 68% of total target compensation for the other NEOs was performance-based/at risk pay (a portion of the long-term incentive values were issued in restricted cash, which are fixed rather than variable; these values are shown in the “CHANGES IN TARGET COMPENSATION APPROVED IN EARLY 2021” table and are detailed further in the pages that follow).
- Annual and Long-term Incentives — For all of our NEOs:
  - 100% of the annual incentives are subject to the achievement of specific financial performance or strategic goals.
  - As mentioned above, as a temporary modification to the LTI plan, for 2021 only, 50% of ongoing long-term incentive awards were subject to specific financial performance goals (reduced from 67% in 2020). The remaining 50% was awarded in time-based restricted stock units (increased from 33% in 2020), the final value of which is tied to IPG’s stock price performance.

The following charts show the mix of target compensation:

2021 CEO Target Compensation Mix



2021 Other NEO Target Compensation Mix



■ Base Salary ■ Annual Incentives ■ Long-term Incentives

**Our programs require significant executive share ownership.** We require our NEOs to hold and maintain a significant level of share ownership to enhance the alignment of our NEOs' interests with those of our stockholders. Our executive share ownership guidelines ("SOGs") require that our CEO holds shares of our common stock with a value of at least 6x base salary, and require our other NEOs to hold shares with a value of at least 2x base salary. Executives who have not met their share ownership requirements in the time allotted are required to hold all net after-tax shares delivered upon the settlement of an equity award until such time as requirements are met. As of December 31, 2021, all NEOs had either met or exceeded such requirements.

**Our incentive plans include appropriate safeguards.**

- *No hedging or pledging of shares* — We prohibit our NEOs and other senior executives from engaging in any transaction involving a short sale or derivative that is designed to hedge against the risk associated with ownership of IPG shares and the pledging of IPG shares as collateral.
- *No stock options repricing* — The stockholder-approved 2019 Performance Incentive Plan ("2019 PIP") prohibits the re-pricing of stock options without stockholder approval.
- *Clawback Policy* — We have an active "clawback" policy under which compensation may be recovered in the event of a significant restatement of our financial results due to fraud or misconduct.
- *Incentive Payout Maximums* — Annual and long-term incentive programs for our NEOs carry a maximum payout equal to 200% of target, which reduces potential risk-taking by our senior leadership team.

**We appropriately limit guaranteed compensation.** As indicated above, the majority of our NEOs' compensation is performance based, with fixed base salary comprising a relatively small portion of total

target compensation. In addition, we provide limited perquisites to our NEOs and do not provide any cash severance payments that exceed 2.99 times the sum of an NEO's base salary and target annual incentive. Dividends cannot be earned on unvested performance shares. Dividend equivalents on restricted stock units are accrued during the vesting period and paid only if the underlying restricted stock units vest.

Upon a change-in-control, NEOs would receive their target annual incentive, provided, that if a change-in-control occurs during our first quarter, such payment would be prorated to reflect the portion of the annual performance period that had elapsed through the date of the change-in-control. In addition, we subject outstanding long-term incentive awards to "double-trigger vesting," which requires an NEO to incur a qualifying termination of employment within 24 months of a change-in-control, at which time such awards would immediately vest.

**We do not provide for any excise tax gross-up payments.** Section 4999 of the Internal Revenue Code imposes excise taxes if payments made to executives due to a change-in-control exceed certain limits. If IPG were to experience a change-in-control, payments to our executives may be reduced to avoid adverse tax consequences to the executive, but under no circumstances would IPG provide additional payments to cover these excise taxes (i.e., tax gross-up payments).

**Stockholder Support of Our Compensation Practices.** We believe that our existing programs continue to incentivize the appropriate behaviors and results, ensure that our executive compensation programs are aligned with best practices in corporate governance and promote a strong relationship between pay and performance. We believe that these practices were again validated at our annual meeting of stockholders in May of 2021 when our 2020 executive compensation pay practices received the support of 95.8% of the votes cast.

## DETAILS OF PRIMARY COMPENSATION ELEMENTS

### 1 BASE SALARY

Base salary is central to attracting and retaining executive talent. Although its prominence in the pay mix declines with seniority, base salary generally remains an important part of compensation discussions with executive talent in our sector and related industries. In considering whether to increase an NEO's base salary, the Compensation Committee takes into consideration market pay for comparable executives at peer companies as well as the individual's performance and experience. For 2021, the Compensation Committee reduced Mr. Roth's base salary from \$1,800,000 to \$1,000,000

as part of his transition from Chairman & CEO to Executive Chairman. As part of his promotion from EVP, COO to CEO, the Committee increased Mr. Krakowsky's base salary from \$1,400,000 to \$1,500,000. Ms. Johnson's base salary was also increased from \$750,000 to \$900,000 and Mr. Carroll's from \$625,000 to \$700,000. These increases took place to ensure that the target cash compensation for each of these executives remained competitive with the market and reflect the executive's continued progression in their roles.

### 2 ANNUAL INCENTIVES

#### PERFORMANCE METRICS

In 2021, as in past years, actual annual incentives earned could vary between 0% and 200% of the individual incentive target, depending on the Company's financial performance and individual performance versus established High Priority

Objectives ("HPO's"). The chart below details the performance metrics and weightings applied to annual incentive awards for all NEOs in 2021:

FINANCIAL METRIC	DESCRIPTION	WEIGHTING
ORGANIC REVENUE GROWTH % ("OG")	<ul style="list-style-type: none"> <li>- Measures ability to drive revenue growth from existing operations, exclusive of acquisitions, divestitures and currency effects</li> <li>- Reflects the competitiveness of our offerings and is defined as the percentage change in IPG's total net revenue as compared to the prior year, excluding the impact of foreign currency rate fluctuations and the net effect of acquisitions and divestitures</li> </ul>	30%
OPERATING INCOME BEFORE INCENTIVES AND AMORTIZATION OF ACQUIRED INTANGIBLES MARGIN % ("OIBIA")	<ul style="list-style-type: none"> <li>- Measures business efficiency and profitability and is defined as Operating Income before expenses related to the Annual and Long-term Incentive Plans and the amortization of acquired intangible assets, and before any restructuring and asset impairment charges divided by net revenue</li> </ul>	50%
HIGH PRIORITY OBJECTIVES ("HPO")	<ul style="list-style-type: none"> <li>- Consist of quantitative and/or qualitative objectives specific to the individual</li> </ul>	20%

At the beginning of 2021, the Compensation Committee set performance goals for each of the above financial metrics. The amount earned for the portion of the annual incentives tied to the business units' performance is calculated based on the relevant unit's financial performance against the same metrics (utilizing the same weightings) as shown in the "Performance Metrics" table above.

The Compensation Committee also set HPOs for the CEO at the beginning of 2021, which consisted of quantitative and/or qualitative objectives. HPOs and performance expectations for all other NEOs are established by the CEO. HPOs include goals tied to the overall strategic priorities of the Company or operating units and typically include goals related to talent management, diversity, equity and inclusion as well as cross-agency collaboration. For quantitative HPOs,

specific, measurable objectives are established. For qualitative HPOs, specific accomplishments or expectations are defined and the Committee exercises judgment in assessing performance.

The CEO's performance, as it pertains to HPOs, is assessed after considering written assessments submitted to the Compensation Committee for both the Company as a whole and for the CEO himself. For all other NEOs, the CEO assesses performance against established HPOs and makes recommendations to the Committee. Based on the Committee's independent evaluation of performance, the Committee will score performance as "poor," "fair," "good," "excellent" and "spectacular," which will yield a payout between 0% and 200% of an NEO's target annual incentive.

## 2021 IPG CORPORATE FINANCIAL PERFORMANCE AND ANNUAL INCENTIVE AWARDS FOR NEOs

Below are the Company's 2021 performance goals and actual achievement against those goals. This performance, combined with a HPO rating of 100%, resulted in a Corporate performance rating of 180%.

FINANCIAL GOALS	2021 TARGET	2021 ACTUAL
OG %	3.5%	11.9%
OIBIA %	18.5%	22.5%

Using the same process as in prior years, the Compensation Committee determined that each of our NEO's individual performance objectives were met at or above target levels. Despite strong individual and Corporate performance results, management recommended, and the Committee

approved, capping the HPO rating to 100% for each of our NEOs. We believe this rating was appropriate given the current economic environment and strong financial performance results. We anticipate returning to our historical variable evaluation process of HPOs in 2022.

Applying this HPO rating resulted in the following 2021 annual incentive amounts earned for each NEO:

NAME	BASE SALARY	TOTAL TARGET ANNUAL INCENTIVE		CORPORATE PERFORMANCE/INCENTIVE		FINAL ANNUAL INCENTIVE AMOUNT EARNED
		as a % of Base Salary	\$	APPROVED CORPORATE FINANCIAL PERFORMANCE RATING	HIGH PRIORITY OBJECTIVES RATING	
				80%	20%	
PHILIPPE KRAKOWSKY	\$ 1,500,000	200%	\$ 3,000,000	200%	100%	\$ 5,400,000
ELLEN JOHNSON	\$ 900,000	125%	\$ 1,125,000	200%	100%	\$ 2,025,000
MICHAEL ROTH	\$ 1,000,000	200%	\$ 2,000,000	200%	100%	\$ 3,600,000
ANDREW BONZANI	\$ 900,000	100%	\$ 900,000	200%	100%	\$ 1,620,000
CHRISTOPHER CARROLL <sup>1,2</sup>	\$ 675,000	78%	\$ 528,750	200%	100%	\$ 946,198

1. A portion of the Total Target Annual Incentive for Mr. Carroll is tied to the performance for the network which he has oversight of. The Company does not disclose the performance goals and actuals for its performance plans tied to a portion of the portfolio as these data are not publicly disclosed and would provide insights to competitors that could harm our business. When they were established at its March 2021 meeting, the Committee considered the performance targets for the 2021 performance year difficult to attain, while appropriate for the current economic environment.

2. Mr. Carroll's base salary and annual incentive target are prorated to account for the change that took place in May 2021.

### 3 2021 ONGOING LONG-TERM INCENTIVE TARGETS

In an effort to have a consistent mix of long-term incentives throughout the organization and to ensure an appropriate balance between performance-based compensation and retention, our long-term incentive mix consists of one-third each of performance-based shares, performance-based cash and restricted stock units. In our view, placing two-thirds of the long-term incentive weighting in equity and two-thirds in performance-based vehicles appropriately aligns our participants with stockholder interests and supports our strong pay for performance philosophy. While we made temporary modifications to the LTI plan design in 2021, discussed in more detail below, this was only for a one-year period due to pandemic related uncertainty and we have now returned to our historical LTI plan design in 2022.

The table below provides an overview of the LTI vehicles granted to the NEOs in 2021. While the majority of each NEO's ongoing LTI target continued to be tied to stock price, in 2021 only, a lesser weighting was tied to the achievement of specific long-term financial goals (from 67% to 50%). These temporary adjustments were made in response to the uncertainty associated with the impact of the COVID-19 pandemic and the difficulty in setting multi-year LTI targets compared to previous years. In addition, while performance-based share awards were historically (and are again in 2022) based on three-year financial performance goals, in 2021 only, they were based on two-year goals, which is aligned with the performance-based cash awards. We maintained a 3-year vesting period to ensure retention of key talent.

In addition to their Ongoing Annual LTI Award, each NEO, other than Mr. Roth, received a supplemental restricted cash award tied to this design for 2021 only. This award for Mr. Krakowsky was in the amount of \$1,250,000, and for Ms. Johnson, Mr. Bonzani and Mr. Carroll, were in the amounts of \$650,000, \$650,000 and \$250,000, respectively.

The Compensation Committee believed these one-time awards were essential to motivate and retain the NEOs during a significant leadership transition and also served as awards for their extraordinary time and effort spent ensuring the continuity of the business.

Each of the LTI vehicles employed is designed with unique characteristics that, when viewed in total, balance the need to incentivize executive performance and promote the retention of the executives, as well as provide them with clarity as to how and when the awards can be earned.

FINANCIAL METRIC	2021 ONGOING ANNUAL LONG-TERM INCENTIVE AWARD			2021 PROMOTIONAL/ADDITIONAL LTI AWARD	
	PERFORMANCE SHARES	PERFORMANCE CASH	RESTRICTED STOCK UNITS	STOCK OPTION	RESTRICTED CASH
VESTING DATE	3rd Anniversary of Grant Date			3rd Anniversary of Grant Date	2nd Anniversary of Grant Date
PERFORMANCE PERIOD	2 Years (2021 - 2022)		n.a.	n.a.	n.a.
FINANCIAL METRICS	Organic Revenue Growth % (30%) OIBIA Margin % (70%)		n.a.	n.a.	n.a.
PAYOUT RANGE	0% - 200%		# of shares earned is fixed at the time of grant; payout opportunity is based on the share price on the date of sale	# of options awarded is fixed at the time of grant; payout opportunity ranges based on the differential between the exercise price and share price on the date of any exercise (award has a 10-year term)	Value is fixed at the time of grant

**PERFORMANCE SHARES**

**Performance Period and Vesting**

In 2021, each NEO other than Mr. Roth was granted a performance share award subject to a two-year performance period beginning on January 1, 2021 and ending on December 31, 2022. As mentioned above, this was a change from the typical three-year performance period set for performance shares in prior years and again in 2022. Any earned shares will vest on February 26, 2024, provided that the executive remains employed at that time. The Compensation Committee set two-year cumulative performance goals for IPG Corporate at the start of the performance period. The Company does not disclose these performance goals, because their disclosure would provide insights to competitors that could cause us competitive harm. At the time the performance goals were established at its February 2021 meeting, the Committee and IPG Management considered the performance goals difficult but achievable and appropriate for the current economic environment. As mentioned above, in 2022, IPG reinstated the application of three-year performance goals to performance share awards.

**Performance Metrics**

Performance share awards for all NEOs, excluding Mr. Carroll, are tied solely to the achievement of cumulative Organic Revenue Growth (weighted 30%) and OIBIA Margin (weighted 70%) performance goals set for the Company as a whole. A portion of the performance-based share awards for Mr. Carroll are tied to the achievement of the foregoing performance metrics and achieved performance versus cumulative OG and OIBIA Margin performance targets for the portion of the portfolio for which he has oversight.

**Potential Payouts**

Under the terms of the awards, the actual value, if any, that the executive would ultimately receive depends on the extent to which the cumulative performance objectives are achieved at the end of the performance period.

The number of performance shares that may be earned at the end of the performance period may vary from 0% to 200% of the target amount, based on multi-year performance against performance goals. Dividends or dividend equivalents do not accrue during the vesting period.

**PERFORMANCE CASH****Performance Period and Vesting**

In 2021, each NEO other than Mr. Roth was awarded a performance cash award subject to a two-year performance period beginning on January 1, 2021 and ending on December 31, 2022, with a subsequent additional service-based vesting period beginning on January 1, 2023 and ending on February 26, 2024. The Compensation Committee set two-year cumulative performance goals at the start of the performance period. The Company does not disclose these performance goals, because their disclosure would provide insights to competitors that could cause us competitive harm. At the time the performance goals were established at its February 2021 meeting, the Committee and management considered the target performance goals difficult but achievable, while appropriate for the current economic environment.

**Performance Metrics**

Performance cash awards awarded to all NEOs, other than Mr. Carroll, are tied solely to the achievement of cumulative OG (weighted 30%) and OIBIA Margin (weighted 70%) performance goals set for the Company as a whole. A portion of the performance-based cash awards for Mr. Carroll are tied to the achievement of the foregoing performance metrics and achieved performance versus cumulative OG and OIBIA Margin performance targets for the portion of the portfolio for which he has oversight.

**Potential Payouts**

Under the terms of the awards, the actual value, if any, that the executive would ultimately receive depends on the extent to which the cumulative performance objectives are achieved at the end of the performance period.

The amount of cash earned at the end of the performance period may vary from 0% to 200% of the target amount based on multi-year performance against performance goals. Any cash amount earned is subject to an additional one-year vesting period.

**RESTRICTED STOCK UNITS**

Restricted stock units serve primarily as a retention and motivational vehicle, which is directly linked to stock price performance. All restricted stock unit awards vest on the third anniversary of the grant date. Dividend equivalents accrue on all outstanding stock units on a quarterly basis. The restricted stock units and the corresponding dividend equivalents are subject to forfeiture if the executive leaves IPG before the restrictions expire. The Company believes that these vesting provisions promote a long-term focus and provide a strong retention incentive.

As a result of Mr. Roth's transition from Chairman & CEO to Executive Chairman, the full value of his 2021 LTI target award, granted on January 4, 2021, was significantly reduced and issued exclusively in restricted stock units, which vested on December 31, 2021. This award helped to ensure a successful transition of the CEO role.

**PROMOTIONAL/ADDITIONAL 2021 LTI****STOCK OPTION AWARD**

In 2021, the Compensation Committee approved a stock option award of 250,000 options to Mr. Krakowsy in recognition of his promotion to CEO. The award was granted on January 4, 2021, with an exercise price of \$23.33, based on the average of the high and low stock price on that day. The entire award will vest on the third anniversary of the grant date and will have a ten-year term.

**RESTRICTED CASH AWARDS**

In addition to the grants issued as part of the ongoing long-term incentive awards, in February 2021, the Compensation Committee approved restricted cash awards for all NEOs, excluding IPG's CEO and Executive Chairman. These awards were issued along with all ongoing LTI targets on February 26, 2021 and are scheduled to vest on the second anniversary of the grant date.

In total, for 2021, the Compensation Committee approved the following long-term incentive award values for each NEO:

NAME	ONGOING TARGET LTI AWARD VALUE (inclusive of one-time supplemental award values)	PERFORMANCE SHARES <sup>1</sup>	PERFORMANCE CASH	RESTRICTED STOCK UNITS <sup>1</sup>	ADDITIONAL RESTRICTED CASH AWARD VALUE	PROMOTIONAL STOCK OPTION AWARD <sup>2</sup>
	(value of A+B+C)	1/4 of Total Target	1/4 of Total Target	1/2 of Total Target		
		(A)	(B)	(C)		
PHILIPPE KRAKOWSKY	\$8,750,000	\$2,187,500 (84,119 target shares)	\$2,187,500	\$4,375,000 (168,236 units)	\$0	250,000 stock options
ELLEN JOHNSON	\$2,350,000	\$587,500 (22,592 target shares)	\$587,500	\$1,175,000 (45,183 units)	\$650,000	n.a.
MICHAEL ROTH	\$3,000,000	\$0 (0 target shares)	\$0	\$3,000,000 (128,589 units)	\$0	n.a.
ANDREW BONZANI	\$2,150,000	\$537,500 (20,669 target shares)	\$537,500	\$1,075,000 (41,338 units)	\$650,000	n.a.
CHRISTOPHER CARROLL	\$750,000	\$187,500 (7,210 target shares)	\$187,500	\$375,000 (14,420 units)	\$250,000	n.a.

1. The number of target shares/units was determined by dividing the target value by the average of the high and low stock price on the date of grant (\$26.005 on February 26, 2021) and rounding down to the nearest whole share. For performance awards, the grant-date fair values estimated in accordance with ASC 718 and reported in the Summary Compensation Table and the Grants of Plan-Based Awards Table are lower than the values reported in this table since dividends and dividend equivalents are not paid or accrued during the vesting period.
2. The grant date fair value is reported in the Summary Compensation Table and the Grants of Plan-Based Awards Table.

In 2021, as in prior years, ongoing long-term incentive awards were made on the final trading day of February. This allowed for synchronized communication of annual and long-term incentives with each executive, which enforces the concept of total compensation. The stock options for Mr. Krakowsky and restricted stock units for Mr. Roth were granted earlier on January 4, 2021, coinciding with the transition of their roles on January 1, 2021.

At its February 2021 meeting, the Committee determined and recommended to the full Board, the long-term incentive awards under the 2019 PIP for the CEO. The recommended amounts were defined as an expected dollar value, which

were subsequently reviewed and approved by the full Board. At the same meeting, the CEO recommended long-term incentive targets for the other NEOs (other than Mr. Roth) to the Committee and the Committee approved them along with any applicable restricted cash award values.

The value of the ongoing long-term incentive awards are assessed by the Compensation Committee as part of the total compensation review for senior executives including the NEOs. This review includes an evaluation and assessment of pay history, absolute and relative performance, and expected future performance.

### LONG-TERM INCENTIVE AWARDS WITH PERFORMANCE PERIODS ENDING IN 2021

On February 28, 2019, the Compensation Committee granted performance share awards under the 2014 Performance Incentive Plan. The performance cycle for the performance share awards was 3 years, beginning on January 1, 2019 and ending on December 31, 2021. On February 28, 2020, the Compensation Committee awarded performance cash awards under the 2019 Performance

Incentive Plan. The performance cycle for the performance cash awards was 2 years, beginning on January 1, 2020 and ending on December 31, 2021. Both performance awards were tied to the cumulative OG (weighted 30%) and OIBIA Margin (weighted 70%) of IPG over the applicable performance period. The following table summarizes the target and actual performance for these awards:

### 2019-2021 and 2020-2021 Financial Performance versus Goals

FINANCIAL GOALS	Performance Shares 2019-2021		Performance Cash 2020-2021	
	TARGET	ACTUAL	TARGET	ACTUAL
OG %	2.9%	3.1%	3.5%	3.6%
OIBIA %	17.7%	19.1%	18.4%	20.2%

Based on these results, each of the NEOs earned a performance rating of 174.2% for their performance share awards and 180.1% of target for performance cash.

**Amounts Earned for Long-term Incentive Awards with Performance Periods Ending in 2021**

Name	2019-2021 Performance Shares			2020-2021 Performance Cash	
	Target (\$)	Target (#)	Actual (#)	Target (\$)	Actual (\$)
PHILIPPE KRAKOWSKY <sup>1</sup>	\$1,000,000	43,676	66,998	\$1,166,666	\$2,101,165
ELLEN JOHNSON <sup>1</sup>	\$ 200,000	8,734	13,397	\$ 500,000	\$ 900,500
MICHAEL ROTH	\$3,666,667	160,151	278,983	\$3,666,666	\$6,603,665
ANDREW BONZANI	\$ 583,334	25,478	44,382	\$ 583,333	\$1,050,582
CHRISTOPHER CARROLL <sup>1</sup>	\$ 200,000	8,734	12,784	\$ 200,000	\$ 333,550

1. The 2019 Performance share awards issued to Mr. Krakowsky, Ms. Johnson and Mr. Carroll were based on a portion of IPG Corporate’s performance and a portion of the performance tied to the network which they had oversight of during the performance period. This treatment applied to Mr. Carroll’s 2020 Performance cash as well (Mr. Krakowsky and Ms. Johnson’s 2020 Performance cash awards are tied solely to IPG Corporate).

**SPECIAL COMPENSATION DECISION REGARDING MR. ROTH’S RETIREMENT**

In recognition of Mr. Roth’s stewardship and leadership during his tenure as Chief Executive Officer and Executive Chairman, on March 25, 2021, the Compensation Committee approved the accelerated the vesting of Mr. Roth’s outstanding long-term incentive awards, provided he remain employed with the Company until December 31, 2021. The vested awards would be paid to Mr. Roth on the

third anniversary date of such awards, in accordance with the terms of the original awards. This action was considered a modification under ASC 718 and resulted in incremental compensation cost that needed to be recognized. This incremental cost is reflected in the Summary Compensation Table and the Grants of Plan-Based Awards Table below.

**ADDITIONAL COMPENSATION INFORMATION**

**COMPENSATION PHILOSOPHY AND BASIC PRINCIPLES**

**OUR COMPENSATION PHILOSOPHY REMAINS TO PROVIDE A PERFORMANCE-BASED, MARKET-COMPETITIVE TOTAL COMPENSATION PROGRAM THAT:**

- Supports our talent needs and business objectives
- Ties a significant portion of pay to sustaining and improving operational performance to enhance stockholder value
- Aligns with the interests of our stockholders

Our success continues to depend on our ability to attract, motivate and retain a diverse group of talented individuals throughout our organization – who will enable us to deliver the best and most contemporary marketing solutions to drive our clients’ businesses. Talent is our most vital asset, which is why it represents our most significant expense. We must continue to ensure that the investments we make in our key people are disciplined and designed to drive results. To this end, our compensation programs are guided by the following basic principles:

- Our compensation programs will be balanced and are intended to treat all stakeholders equitably.
- Our compensation programs will include four major elements: base salary, performance-based annual cash incentives, performance and time-based long-term

incentives, retirement and other benefit programs. It bears noting that, outside of the Charitable Matching Program, which is capped at \$20,000 annually per executive, company-paid perquisites are not offered to our most senior executives.

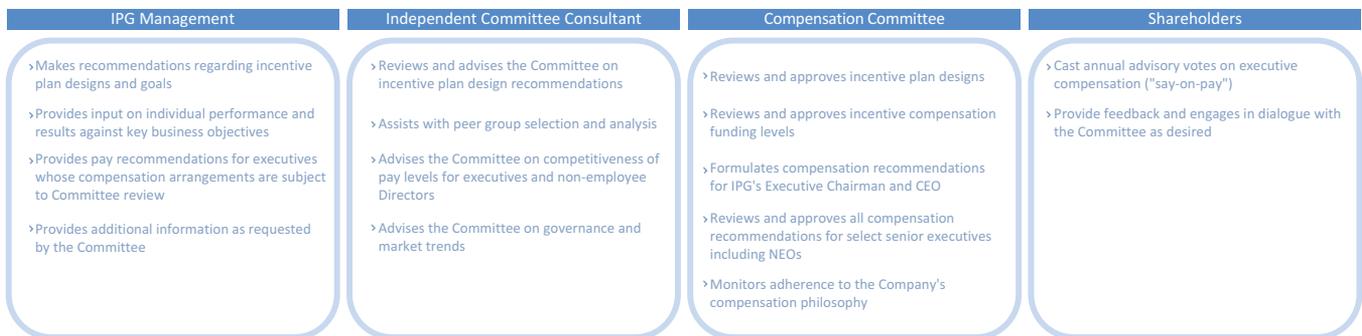
- Our fixed and performance-based compensation will target our competitive market for talent. Actual financial and individual performance may result in total earned compensation that is above or below target for certain individuals.
- Our competitive market for executive leadership includes companies with similar talent requirements; these companies are captured in our compensation peer group, which is reviewed annually prior to inclusion in the Proxy statement.

- All individual pay decisions will consider the competitive market data and will be based on an executive’s performance against financial and individual objectives, as well as contributions and skills identified in our annual Leadership Talent and Succession Plan Review (“Talent Review”) process. Exceptional performance against these measures may result in pay levels exceeding the competitive market for certain executives who deliver outstanding results.
- We will strive to design incentive programs that are aligned with our short and long-term operating goals and can be responsive to unique market requirements. Target performance levels will be set to be challenging but achievable while maximum performance levels will represent stretch goals. These incentive programs will

provide market competitive levels for achievement of target results while also allowing for meaningful and appropriate rewards for superior results, encouraging executives to make carefully considered decisions to drive said superior performance, while discouraging excessive or unjustified risks.

- Senior Executives and Non-Management Directors are required to meet stock ownership guidelines.
- If warranted, clawback policies would be vigorously enforced.
- The communication and implementation of our compensation programs will be clear, specific and transparent.

**HOW COMPENSATION DECISIONS ARE MADE**



**ROLE OF EXECUTIVE OFFICERS AND MANAGEMENT IN 2021 COMPENSATION DECISIONS**

For 2021, the Compensation Committee made all pay decisions related to the NEOs with input from the CEO. The CEO did not participate in the Compensation Committee’s deliberations or decisions with regard to his own compensation.

At the Compensation Committee’s request, the CEO presented individual pay recommendations to the Committee for the CFO, the other NEOs and other executives whose compensation arrangements are subject to the Committee’s review. The pay recommendations for such executives were informed by assessments of individual contributions to the Company’s financial performance, achievement of specified performance or strategic objectives, results of our annual Talent Review process, as well as competitive pay data and other factors. The Committee then considered these recommendations with the assistance of its independent consultant.

In 2021, the Executive Chairman, the CEO, the EVP and General Counsel, and the SVP of Global Executive Compensation & Benefits all attended Compensation Committee meetings, but were not present for the

Committee’s executive sessions, or for any discussion regarding their own compensation. Other senior executives, as appropriate to the topic, were asked to attend Compensation Committee meetings to provide relevant information or advice, but they also did not attend executive sessions, or any discussion of their own compensation.

**ROLE OF INDEPENDENT CONSULTANT**

In 2021, the Compensation Committee again retained the services of an external independent executive compensation consultant, Meridian Compensation Partners, LLC (“Meridian”), to work for the Committee in its review of executive and Non-Management Director compensation practices including the competitiveness of pay levels, executive compensation design issues, market trends, and technical considerations.

The Compensation Committee has the final authority to hire and terminate the consultant, and the Committee evaluates the consultant’s performance annually. In accordance with regulatory requirements, the Committee annually assesses the independence of Meridian and, in 2021, the Committee concluded that no conflict of interest exists that would prevent Meridian from independently advising the Committee. Meridian does not provide any consulting

advice to IPG, or any of its subsidiaries, outside the scope of executive compensation and will not do so without the prior consent of the Compensation Committee chairperson. Meridian often meets with the Committee chairperson and the other members of the Committee outside the presence of management.

### **ROLE OF THE COMPENSATION AND LEADERSHIP TALENT COMMITTEE**

The Compensation Committee is responsible for establishing, implementing and continually monitoring adherence to the Company's compensation philosophy, as well as approving compensation awarded to senior corporate and operating executives, including the NEOs. Among its duties, in 2021, the Committee was responsible for formulating the compensation recommendations for our Executive Chairman and our CEO and approving all compensation recommendations for select senior executives including the other NEOs. Following review and discussion, the Committee submitted its recommendations for the compensation of the Executive Chairman and the CEO to the Non-Management Directors for approval. The Compensation Committee is supported in its work by the

### **SETTING COMPENSATION FOR THE NAMED EXECUTIVE OFFICERS**

The Compensation Committee reviews and assesses the total compensation of each NEO on an annual basis. Material changes in compensation typically occur only based on performance, in response to significant changes in an individual's responsibility, due to changes in market conditions, or in limited circumstances when the Company is at risk of losing a highly talented and valued employee.

Compensation decisions are made based on the following information:

- **External Market Analysis:** The Compensation Committee annually conducts a review of competitive market compensation for each NEO. The Committee's independent consultant performs this review after the Committee has approved the peer companies to be used for the study. The Committee targets the competitive market for talent for both fixed and total target compensation.
- **Internal Equity:** When making pay decisions, the Compensation Committee also takes into account internal

current CEO, the Global Executive Compensation team and an independent executive compensation consultant as described above.

The Compensation Committee charter, which sets out its duties and responsibilities and addresses other matters, is reviewed annually and can be found on our website at [www.interpublic.com](http://www.interpublic.com).

### **ROLE OF STOCKHOLDER SAY-ON-PAY VOTES**

We provide our stockholders with the opportunity to cast an annual advisory vote on executive compensation (a "say-on-pay proposal"). At our 2021 annual meeting of stockholders, a substantial majority of the votes (95.8%) cast at that meeting voted in favor of the say-on-pay proposal. The Compensation Committee believes this affirms stockholders' support of our approach to executive compensation. The Committee welcomes feedback and dialogue with stockholders and will continue to consider the outcome of the Company's say-on-pay votes and evolving best practices in this area when making future compensation decisions for the NEOs.

equity. The Company has established comparability guidelines based on an executive's purview with regard to revenue, operating income, geographic scope, and job complexity.

- **Individual Performance and Talent Assessment:** The Compensation Committee's decision-making is also informed by the Company's Talent Review process. The Committee participates in this annual review with the full participation of the Board of Directors. This Board-level review includes a discussion of each of the NEOs, their future career path and successors, as well as succession plans for IPG's CEO. These reviews inform pay decisions by providing an in-depth look at the NEOs, their responsibilities, relative contributions and future potential, as well as their relative compensation.
- **Other factors:** Additional factors, such as scarce skills, leadership skills, long-term potential and key client relationships are also taken into consideration when reviewing compensation.

## USE OF COMPETITIVE DATA FOR COMPENSATION REVIEWS

### THE MARKET FOR TALENT

To ensure that our compensation programs reflect best practices, as well as to maintain competitive compensation program designs and levels, the Committee considers market data and compensation ranges of our peer group. In 2013, the Committee approved a single peer group that reflects both talent peers as well as industry peers. Minor changes were made to this Peer Group as part of the 2020 annual review of compensation due to recent Mergers and Acquisition activity (detailed below). The Committee continues to believe that this Peer Group is appropriate.

In December of 2020, Meridian conducted its annual market review to assess the competitiveness of each NEO's target total compensation (consisting of base salary, target annual incentive and target long-term incentives). Compensation data were analyzed for comparable positions at the 2020 Compensation Peer Group (detailed below) as well as size-relevant data from several published survey sources. Meridian compared each NEO based on his or her title and described roles and responsibilities.

Using the size-adjusted data, the 2020 study concluded that our NEOs, in aggregate, were positioned near the median of the market for target total compensation. The Compensation Committee utilized this information, as well as other incumbent-specific factors, to determine whether any pay adjustments were warranted for 2021.

We believe that the peer group contains a good representation of IPG's industry competitors and size-relevant, talent-focused comparators. The Compensation Committee annually reviews the validity of the peer group and for 2020, it was decided that we would retain ViacomCBS as a peer (the combined entity of 2019 peers, CBS & Viacom). No other changes were made. The final peer group is reflected in the table below:

2020 COMPARATOR GROUP (used to inform 2021 compensation decisions)		
Accenture	Lions Gate Entertainment Corp.	TEGNA, Inc.
Activision Blizzard, Inc.	Meredith Corporation	Thomson-Reuters Corporation
Discovery Inc.	News Corporation	ViacomCBS Inc.
eBay Inc.	Nielsen Holdings plc	WPP plc
Electronic Arts Inc.	Omnicom Group Inc.	
Fox Corporation	Publicis Groupe SA	
Gannett Co., Inc.	Quarate Retail Group Inc.	
IAC/InterActivCorp	Sirius XM Holdings Inc.	

The median revenue in 2020 for these peer companies was approximately \$8.3b as compared to IPG's 2020 revenue of \$8.1b.

## RETIREMENT BENEFITS

### PURPOSE

The Company views retirement benefits as a key component of our executive compensation program because they encourage and reward long-term service. Therefore, we offer our NEOs and other employees a comprehensive benefits program that provides the opportunity to accumulate retirement income.

### PROGRAM DESCRIPTIONS

Our retirement programs include the Company's qualified 401(k) savings plan, the Capital Accumulation Plan ("CAP"), the Senior Executive Retirement Income Plan ("SERIP") and Executive Special Benefit Agreement ("ESBA").

The Company's 401(k) savings plan is a tax-qualified retirement savings plan pursuant to which all U.S.-based employees, including the NEOs, are able to contribute compensation on a before-tax basis, subject to dollar limits prescribed by federal tax laws. For employees with less than 10 years of service, the Company matches 50% of the first 6% of compensation contributed. For employees with 10 or more years of service, the Company matches 75% of the first 6% of compensation that is contributed. The Company's 401(k) savings plan allows for pre-tax, Roth 401(k) or a combination of both up to limits prescribed by federal tax laws. The match applies to the total amount contributed on both a before- and after-tax basis.

The CAP plan provides participants with an annual dollar credit to an interest-bearing account. Under the terms of the CAP, interest is credited on December 31st of each year at an interest rate equal to the closing 10-year U.S. Treasury yield on the last business day of the immediately preceding calendar year. For a more detailed description of the CAP, see “Nonqualified Deferred Compensation Arrangements—the Interpublic Capital Accumulation Plan” on page 54. All NEOs participate in CAP at the levels described on page 55.

The SERIP provides a defined annual annuity to selected executives for a 15-year period following retirement upon satisfying specific vesting provisions. Participation is limited to a select group of very senior executives and requires Committee approval. Mr. Roth was the only NEO who participated in the SERIP, and he no longer accumulates pay or service credit in the plan as his future benefit is fully vested. For a more detailed description of the SERIP, see “Pension Arrangements—the Interpublic Senior Executive Retirement Income Plan” on page 53.

The ESBA, which is currently frozen to new participants, also provides a defined annual annuity to selected executives for a 15-year period following retirement upon satisfying specific vesting provisions. Mr. Krakowsky is the only NEO who participates in the ESBA, and Mr. Krakowsky no longer accumulates pay or service credit in the plan as his future benefit is fully vested. For a more detailed description of the ESBA please refer to page 53.

#### **RETIREMENT BENEFITS REVIEW AND DECISION PROCESS**

As part of its competitive pay review, the independent consultant periodically provides the Compensation Committee with a comparison of IPG’s retirement benefits

#### **SEVERANCE AND CHANGE OF CONTROL BENEFITS**

In order to provide market-competitive total compensation packages to our executive officers, as well as to ensure the ongoing retention of these individuals in the event of potential takeovers that would create uncertainty as to their future employment, the Company offers severance and change of control benefits upon the occurrence of several specified events.

The NEOs may receive severance benefits from the Company under the terms of their employment agreements (described in greater detail beginning on page 56 under the heading “Employment Agreements”), the Company’s Executive Severance Plan and/or change of control agreements, depending on the circumstances of a potential termination.

programs to those of a sample of competing companies. This retirement benefits program review is conducted in the context of total compensation, and the review considers compensation and benefits in total.

Decisions regarding new or enhanced participation in these programs, other than 401(k), are made after considering the total compensation as one component to a total pay discussion. For a number of the NEOs, retirement and other benefits are the subject of individual employment agreements (which are described in greater detail beginning on page 56, under the heading “Employment Agreements” and which give IPG the ability to increase, but not decrease, the specific benefit).

On a case-by-case basis, the Compensation Committee and the Management Human Resources Committee (MHRC) – to which the Committee delegates certain responsibilities and consists of IPG’s CEO, the EVP, CFO, and the EVP and General Counsel– consider the appropriateness of CAP and SERIP participation and benefits, with all such decisions for NEOs made solely by the Committee. In making recommendations to the Compensation Committee or MHRC, the Company considers an individual’s role, level in the organization, total compensation level, performance, length of service, and other factors. When making determinations to issue additional CAP and SERIP awards, the Company also considers an individual’s current retirement positioning, including all forms of accrued qualified and non-qualified retirement benefits previously awarded or earned and the maximum value of the individual’s eligible Company match in the 401(k) savings plan or if not a participant for any year it assumes the executive contributed the maximum amount permitted to the plan.

Under the 2019 PIP, if a Change of Control occurs in the first quarter, NEOs receive an accelerated and prorated payout at target of their annual incentive. If a Change of Control occurs after the first quarter, NEOs receive a fully accelerated payout at target of their annual incentives. Upon a Change of Control, NEOs outstanding long-term incentives would not be vested unless the NEO incurred a Qualifying Termination (upon which vesting is accelerated). Under our change in control agreements, individuals are eligible for enhanced severance benefits, contingent on a Change of Control being followed by a Qualifying Termination.

## SHARE OWNERSHIP GUIDELINES (SOGs)

We have adopted share ownership guidelines for Non-Management Directors, NEOs and other senior executives. The purpose of these SOGs is to:

- More closely align the financial interests of executives and Non-Management Directors with our stockholders.
- Communicate the commitment and personal investment of executives and directors in the Company.

The SOGs also prohibit both transactions involving derivatives that are designed to hedge against the market

risk associated with ownership of IPG shares and the pledging of IPG shares as security or collateral for any obligation.

The SOGs are expressed as multiples of base salary. NEOs and other applicable senior executives must satisfy the SOG requirements within a maximum of five years from the date at which he or she joins the Company or is promoted into a position to which the guidelines apply. Those executives who have not met their established requirement level in the time allotted will be required to hold all net after-tax shares delivered upon the settlement of equity awards until such requirements are met.

NAME	2021 SHARE OWNERSHIP GUIDELINE as multiple of base salary	2021 COMPLIANCE WITH SHARE OWNERSHIP GUIDELINES
PHILIPPE KRAKOWSKY	6x	Yes
ELLEN JOHNSON	2x	Yes
MICHAEL ROTH	2x	Yes
ANDREW BONZANI	2x	Yes
CHRISTOPHER CARROLL	2x	Yes

The Compensation Committee annually reviews the levels of stock ownership against the SOG levels applicable to the NEOs and other senior executives. As of December 31, 2021, all NEOs had either met or exceeded such requirements.

## TAX AND ACCOUNTING IMPLICATIONS

### DEDUCTIBILITY OF EXECUTIVE COMPENSATION

Each year, the Compensation Committee reviews and considers the deductibility of compensation paid to our NEOs.

Section 162(m) of the Code generally imposes a \$1 million deduction limitation on compensation paid to certain executive officers of a publically held corporation during the year. The executive officers to whom Code Section 162(m) deduction limit applies include the Company's Chief Executive Officer and Chief Financial Officer, the three most highly compensated executive officers (other than the Chief Executive Officer and Chief Financial Officer), and any such individual who was a "covered employee" for any year after 2016. The Committee reserves the right to approve compensation that is not deductible in order to ensure competitive levels of total compensation for our NEOs.

most of the Company's severance arrangements, are subject to Section 409A of the Internal Revenue Code, which provides that nonqualified deferred compensation plans follow certain rules on the timing and form of payments. Noncompliance with these rules could result in adverse tax consequences for the executives. The Company has made significant efforts to ensure that affected arrangements comply with these requirements.

### ACCOUNTING FOR STOCK-BASED COMPENSATION

The Company accounts for stock-based payments, including its grants of stock options, restricted shares and performance shares, in accordance with the requirements of FASB ASC Topic 718.

### NON-QUALIFIED DEFERRED COMPENSATION

Most of the Company's deferred compensation and nonqualified retirement benefit arrangements, including

## COMPENSATION RISK

The Company regularly reviews its compensation policies and practices, including any risks that may be inherent in the design of the Company's compensation plans. In early 2020, the Company reviewed the results of its annual risk assessment process and the resulting analysis with the Compensation Committee, which concluded that the

compensation plans reflect the appropriate compensation goals and philosophy and any risk arising from the Company's compensation policies and practices was not deemed likely to have a material adverse impact on the Company's performance or financial results.

## COMPENSATION RECOVERY IN THE EVENT OF A FINANCIAL RESTATEMENT

The Company has adopted a "clawback" policy which provides that in the event of a significant restatement of financial results due to fraud or misconduct, the Company will determine whether a senior executive received an incentive award that would have been less if the award was calculated based on such restated financial results ("Excess Compensation"). The Board of Directors will, to the full extent permitted by governing law, seek to recoup for the benefit of the Company Excess Compensation paid to a senior executive whose fraud or misconduct, as determined by the

Board of Directors, resulted in such restatement. For purposes of this policy, the term "senior executives" means "executive officers" as defined under the Securities Exchange Act of 1934, as amended, and the term "bonuses" means awards under The Interpublic Group of Companies, Inc. 2019 Performance Incentive Plan or any equivalent incentive plan which supersedes such plan, including, among other awards, annual incentives, stock options, performance cash and performance shares.

## COMPENSATION AND LEADERSHIP TALENT COMMITTEE REPORT

Among its duties, the Compensation and Leadership Talent Committee is responsible for reviewing and discussing with the Company's management the Compensation Discussion & Analysis included in this Proxy Statement for the Annual Meeting (the "CD&A"). Based on such a review and discussion, the Committee has recommended to the Board of Directors that the CD&A be included in this Proxy Statement and incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

David M. Thomas, Chair  
Dawn Hudson  
Jonathan F. Miller  
Patrick Q. Moore  
E. Lee Wyatt Jr.

February 17, 2022

## EXECUTIVE COMPENSATION

### SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation paid by Interpublic to (i) Mr. Krakowsky, who served as Interpublic's principal executive officer in 2021, (ii) Ms. Johnson, who served as Interpublic's principal financial officer in 2021 and (iii) each of the three most highly compensated executive officers of Interpublic, other than the principal executive officer and the principal financial officer (as determined based on total compensation in 2021, excluding the amount, if any, shown in the column headed Change in Pension Values and Nonqualified Deferred Compensation Earnings), who were serving as executive officers on December 31, 2021 (the "named executive officers"). In each instance, the compensation shown is for services rendered in all capacities for the years indicated. The employment agreements for the named executive officers are summarized beginning on page 56 under the heading "Employment Agreements."

In the table below, please note:

1. The amounts set forth in the "Bonus" column include (i) other than for Michael Roth, the vested amount of restricted cash awards and (ii) for year 2021, incremental bonuses for each named executive officer, described in more detail in footnote 2; and
2. The amounts set forth in the "Non-Equity Incentive Plan Compensation" column for each named executive officer are the sum of the payments made in respect of the executive's (i) annual incentive awards and (ii) the vested amount of performance cash awards, described in more detail in footnote 5.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(3)</sup>	Option Awards (\$) <sup>(4)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(5)</sup>	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) <sup>(6)</sup>	All Other Compensation (\$) <sup>(7)</sup>	Total (\$)
<b>Philippe Krakowsky<sup>(1)</sup></b>	2021	1,500,000	2,000,000	6,295,623	985,000	6,404,500	0	186,524	17,371,647
Chief Executive Officer and	2020	1,260,000	2,088,000	2,168,226	0	2,885,200	266,263	186,323	8,854,012
Former EVP and Chief Operating Officer, IPG	2019	1,250,000	1,500,000	1,883,559	0	3,334,063	331,871	187,442	8,486,935
<b>Ellen Johnson</b>	2021	900,000	500,000	1,690,815	0	2,225,900	0	97,724	5,414,439
EVP and Chief Financial Officer,	2020	675,000	393,000	929,234	0	726,800	0	98,773	2,822,807
IPG	2019	625,000	100,000	376,678	0	722,125	0	100,705	1,924,508
<b>Michael Roth<sup>(1)</sup></b>	2021	1,000,000	0	6,207,733	0	6,104,333	0	383,496	13,695,562
Former Executive Chairman	2020	1,560,000	1,204,800	6,814,513	0	6,887,200	67,295	382,295	16,916,103
of the Board, IPG	2019	1,650,000	0	6,906,545	0	7,564,625	82,088	386,914	16,590,172
<b>Andrew Bonzani</b>	2021	900,000	600,000	1,546,919	0	2,018,416	0	82,174	5,147,509
EVP and General Counsel, IPG	2020	810,000	731,000	1,084,093	0	981,733	0	82,048	3,688,874
	2019	875,000	750,000	1,098,744	0	1,170,313	0	83,242	3,977,299
<b>Christopher Carroll</b>	2021	668,750	200,000	539,614	0	\$1,080,098	0	66,388	2,554,850
SVP, Controller and Chief	2020	562,500	130,000	371,683	0	485,500	0	66,187	1,615,870
Accounting Officer, IPG and Chief Financial Officer, DXTRA	2019	625,000	100,000	1,876,667	0	546,863	0	67,442	3,215,972

(1) Effective January 1, 2021, Philippe Krakowsky became Chief Executive Officer of Interpublic and Michael Roth became Executive Chairman of the Board. On December 31, 2021, Mr. Roth retired from the Company and the Board.

(2) The amounts shown above (i) for 2021, include the vesting of restricted cash award grants made to Mr. Krakowsky (\$2,000,000), Ms. Johnson (\$500,000), Mr. Bonzani (\$600,000) and Mr. Carroll (\$200,000) in February 2020 which vested in February 2022, (ii) for 2020, includes (a) the payment of incremental bonuses made to each named executive officer in the amount of \$588,800 for Mr. Krakowsky, \$193,000 for Ms. Johnson, \$1,204,800 for Mr. Roth, \$231,600 for Mr. Bonzani and \$130,000 for Mr. Carroll and (b) the vesting of restricted cash award grants made to Mr. Krakowsky (\$1,500,000), Ms. Johnson (\$200,000) and Mr. Bonzani (\$500,000) in February 2019 which vested in February 2021 and (iii) for 2019, include the vesting of restricted cash award grants made to Mr. Krakowsky (\$1,500,000), Ms. Johnson (\$100,000), Mr. Bonzani (\$750,000) and Mr. Carroll (\$100,000) in February 2018 which vested in February 2020.

Executive Compensation

- (3) The amounts shown for each year is the aggregate grant date fair value of stock awards made to the executive during the year, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated service-based forfeitures. The assumptions used in the calculation of these amounts are set forth in Note 12 to Interpublic's audited financial statements included in the 2021 Form 10-K. The grant date fair values of the performance share awards shown for each year in which such awards were granted were calculated assuming a "target" level of performance achievement. The following tables show the grant date fair values of performance share awards assuming achievement of the "target" performance level and "maximum" performance level.

The amounts shown for each named executive officer consists solely of the grant date fair value of each executive's performance share award for the performance period ending (i) for the 2021 Performance Share Award, on December 31, 2023, (ii) for the 2020 Performance Share Award, on December 31, 2022 and (iii) for the 2019 Performance Share Award, on December 31, 2021. The (i) 2021 Performance Share Award will vest on February 28, 2024, (ii) 2020 Performance Share Award will vest on February 28, 2023 and (iii) 2019 Performance Share Award vested on February 28, 2022, in each case, to the extent the performance criteria established for the awards are satisfied.

Name	2021 Performance Share Awards		2020 Performance Share Awards		2019 Performance Share Awards	
	Target (\$)	Maximum (\$)	Target (\$)	Maximum (\$)	Target (\$)	Maximum (\$)
Mr. Krakowsky	1,920,646	3,841,292	1,001,578	2,003,156	883,575	1,767,149
Ms. Johnson	515,832	1,031,663	429,245	858,490	176,691	353,381
Mr. Roth	0	0	3,147,858	6,295,716	3,239,888	6,479,776
Mr. Bonzani	471,925	943,849	500,780	1,001,560	515,425	1,030,850
Mr. Carroll	164,622	329,244	171,684	343,368	176,691	353,381

For Mr. Roth, the amounts include an incremental expense due to the accelerated vesting of Mr. Roth's outstanding stock awards upon his retirement on December 31, 2021, as approved by the Compensation Committee on March 25, 2021. The acceleration was treated as a modification for accounting purposes and the Company recognized an incremental expense of (\$3,207,752).

- (4) The amounts shown for each year is the aggregate grant date fair value of option awards made to Mr. Krakowsky during the year, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The assumptions used in the calculation of these amounts are set forth in Note 12 to Interpublic's audited financial statements for the fiscal year ended December 31, 2021, which are included in Interpublic's 2021 Form 10-K.
- (5) The amounts shown above for each named executive officer are the sum of the payments made in respect of the executive's (i) annual non-equity compensation awards and (ii) performance cash awards for the (A) 2019-2020 performance period, which vested on February 28, 2022 (B) 2018-2019 performance period, which vested on February 28, 2021 and (C) 2017-2018 performance period, which vested on February 28, 2020, in the respective amounts shown in the following table.

Name	2021 Non-Equity Incentive Plan Compensation		2020 Non-Equity Incentive Plan Compensation		2019 Non-Equity Incentive Plan Compensation	
	Annual Incentive Award (\$)	2019 Performance Cash Award (\$)	Annual Incentive Award (\$)	2018 Performance Cash Award (\$)	Annual Incentive Award (\$)	2017 Performance Cash Award (\$)
Mr. Krakowsky	5,400,000	1,004,500	1,411,200	1,474,000	2,480,000	854,063
Ms. Johnson	2,025,000	200,900	432,000	294,800	600,000	122,125
Mr. Roth	3,600,000	2,504,333	2,995,200	3,892,000	5,000,000	2,564,625
Mr. Bonzani	1,620,000	398,416	518,400	463,333	865,000	305,313
Mr. Carroll	946,198	133,900	270,000	215,500	405,000	141,863

- (6) The amounts in this column for Mr. Krakowsky reflect the change in the value of the benefits he is entitled to receive under his Executive Special Benefit Agreement, which is described in greater detail on page 53, under the heading "Pension Arrangements — Executive Special Benefit Agreement."

The amounts in this column for Mr. Roth reflect the change in the value of the benefits he is entitled to receive under the Senior Executive Retirement Income Plan, which is described in greater detail on page 53 under the heading "Pension Arrangements — The Interpublic Senior Executive Retirement Income Plan."

In 2021, due to the increase in the discount rate from 2020 (2.60%) to 2021 (2.95%), as of December 31, 2021, the actual present value of the benefits (i) Mr. Krakowsky is entitled to receive under the ESBA decreased by \$758, and (ii) Mr. Roth is entitled to receive under the SERIP decreased by \$32,051.

## Executive Compensation

Messrs. Bonzani and Carroll and Ms. Johnson do not participate in a pension plan nor do they have an Executive Special Benefit Agreement.

While each of the named executive officers participate in deferred compensation arrangements, as described in greater detail beginning on page 54, under the heading “Nonqualified Deferred Compensation Arrangements,” none received earnings on deferred compensation that was “above-market” or “preferential” as defined by SEC rules.

(7) The table below shows the components of the amounts shown in this column for 2021.

Name	Annual Dollar Credits under the Capital Accumulation Plan (\$) <sup>(a)</sup>	Matching contributions under the Interpublic Savings Plan (\$)	Premiums paid by Interpublic on group life insurance (\$)	Perquisites and Other Personal Benefits (\$) <sup>(b)</sup>	Total All Other Compensation (\$)
Mr. Krakowsky	150,000	13,050	210	23,264	186,524
Ms. Johnson	75,000	13,050	210	9,464	97,724
Mr. Roth	350,000	13,050	210	20,236	383,496
Mr. Bonzani	50,000	8,700	210	23,264	82,174
Mr. Carroll	50,000	13,050	210	3,128	66,388

(a) The Capital Accumulation Plan is described in greater detail on page 54 under the heading “Nonqualified Deferred Compensation Arrangements — The Interpublic Capital Accumulation Plan.”

(b) The “2021 Perquisites and Other Personal Benefits” table below lists the type and amount of each perquisite received by the named executive officers in 2021.

### 2021 Perquisites and Other Personal Benefits

The following table describes the amount of each perquisite and other personal benefit received by the named executive officers in 2021.

Name	Executive Dental Plan Coverage (\$)	Charitable Matching Program <sup>(a)</sup> (\$)
Mr. Krakowsky	3,264	20,000
Ms. Johnson	3,264	6,200
Mr. Roth	2,736	17,500
Mr. Bonzani	3,264	20,000
Mr. Carroll	3,128	0

(a) The Charitable Matching Program is described in greater detail on page 21 under the heading “Non-Management Director Compensation.”

## GRANTS OF PLAN-BASED AWARDS

The following table provides information on grants of equity and non-equity plan based awards made in 2021 to the named executive officers. The awards are described in greater detail in the Compensation Discussion & Analysis, beginning on page 26.

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise Price of Option Awards (\$)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(7)</sup>
			Thresh- hold (\$)	Target (\$)	Maximum (\$)	Thresh- hold (#)	Target (#)	Maximum (#)				
<b>Philippe Krakowsky</b>		2/17/2021 <sup>(1)</sup>	0	3,000,000	6,000,000							
		2/17/2021 <sup>(2)</sup>	0	2,187,500	4,375,000							
	2/26/2021	2/17/2021 <sup>(3)</sup>				0	84,119	168,238			1,920,646	
	2/26/2021	2/17/2021 <sup>(4)</sup>							168,236		4,374,977	
	1/4/2021	12/16/2020 <sup>(5)</sup>								250,000	23.33	985,000
<b>Ellen Johnson</b>		2/17/2021 <sup>(1)</sup>	0	1,125,000	2,250,000							
		2/17/2021 <sup>(2)</sup>	0	587,500	1,175,000							
	2/26/2021	2/17/2021 <sup>(3)</sup>				0	22,592	45,184			515,832	
	2/26/2021	2/17/2021 <sup>(4)</sup>							45,183		1,174,984	
<b>Michael Roth</b>		2/17/2021 <sup>(1)</sup>	0	2,000,000	4,000,000							
	1/4/2021	12/16/2020 <sup>(4)</sup>							128,589		2,999,981	
<b>Andrew Bonzani</b>		2/17/2021 <sup>(1)</sup>	0	900,000	1,800,000							
		2/17/2021 <sup>(2)</sup>	0	537,500	1,075,000							
	2/26/2021	2/17/2021 <sup>(3)</sup>				0	20,669	41,338			471,925	
	2/26/2021	2/17/2021 <sup>(4)</sup>							41,338		1,074,995	
<b>Christopher Carroll</b>		2/17/2021 <sup>(1)</sup>	0	523,854	104,708							
		2/17/2021 <sup>(2)</sup>	0	187,500	375,000							
	2/26/2021	2/17/2021 <sup>(3)</sup>				0	5,408	10,816			123,478	
	2/26/2021	2/17/2021 <sup>(6)</sup>				0	1,802	3,604			41,144	
	2/26/2021	2/17/2021 <sup>(4)</sup>							14,420		374,992	

- (1) Reflects the potential payout in cash that the executive was entitled to earn for calendar year 2021 pursuant to an annual incentive award made in 2021 under the 2019 PIP as described in greater detail on page 32, under the heading "Compensation Discussion & Analysis — Annual Incentives." The actual amounts paid are shown in the Summary Compensation Table in the column titled "Non-Equity Incentive Plan Compensation."
- (2) Reflects potential payout that the executive is entitled to earn pursuant to a long-term performance cash award made in 2021 under the 2019 PIP. As described in greater detail on page 33, under the heading "Compensation Discussion & Analysis — 2021 Ongoing Long-Term Incentive Targets," depending on the actual level of performance relative to goals over a two-year performance period, an individual will be entitled to receive a payout ranging from 0% to 200% of the target amount. The amount of the payout, as so determined, will vest at the end of the third year following the grant of the award and will be settled entirely in cash.
- (3) Reflects potential payout in shares of Common Stock that the executive is entitled to earn pursuant to a performance share award made in 2021 under the 2019 PIP. As described in greater detail on page 33, under the heading "Compensation Discussion & Analysis — 2021 Ongoing Long-Term Incentive Targets," depending on the actual level of performance relative to goals over a three-year performance period, an individual will be entitled to receive a payout ranging from 0% to 200% of the target amount. The amount of the payout, as so determined, will vest at the end of the third year following the grant of the award.
- (4) Reflects the number of shares under restricted stock unit award grants made under the 2019 PIP. As described in greater detail on page 33, under the heading "Compensation Discussion & Analysis — 2021 Ongoing Long-Term Incentive Targets," these shares are credited with quarterly cash dividends, when and as declared by the Board of Directors on the Common Stock. Other than for Mr. Roth, all of the shares of restricted stock, and any cash dividends paid on the restricted stock, are subject to forfeiture if the award recipient terminates employment before the third anniversary of the grant date. For Mr. Roth the restricted stock award vested on December 31, 2021.

## Executive Compensation

- (5) These options were granted to Mr. Krakowsky on January 4, 2021, with an exercise price of \$23.33. The grant date fair value of each option was \$3.94, computed in accordance with FASB ASC Topic 718. The assumptions used in the calculation of these amounts are set forth in Note 12 to Interpublic's audited financial statements included in the 2021 Form 10-K.
- (6) Reflects potential payout in shares of Common Stock that Mr. Carroll is entitled to earn pursuant to a performance share award made in 2021 under the 2019 PIP. As described in greater detail on page 33, under the heading "Compensation Discussion & Analysis —2021 Ongoing Long-Term Incentive Targets," depending on the actual level of performance of DXTRA relative to goals over a two-year performance period, Mr. Carroll will be entitled to receive a payout ranging from 0% to 200% of the target amount. The amount of the payout, as so determined, will vest at the end of the third year following the grant of the award.
- (7) Reflects the grant date fair value of the equity award or stock award, as applicable, disclosed in the adjacent column computed in accordance with FASB ASC Topic 718, excluding the effect of estimated service-based forfeitures. The assumptions used in the calculation of these amounts are set forth in Note 12 to Interpublic's audited financial statements included in the 2021 Form 10-K.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table provides information on outstanding equity awards, consisting of stock option awards and stock awards, held by the named executive officers as of December 31, 2021.

Name	Option Awards <sup>(1)</sup>			Stock Awards			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(6)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(9)</sup>
<b>Philippe Krakowsky</b>	250,000	23.33	1/4/2031	168,236 <sup>(2)</sup>	6,300,438	84,119 <sup>(7)</sup>	3,150,257
				55,515 <sup>(3)</sup>	2,079,037	55,515 <sup>(8)</sup>	2,079,037
				43,677 <sup>(4)</sup>	1,635,704		
				66,999 <sup>(5)</sup>	2,413,348		
<b>Ellen Johnson</b>				45,183 <sup>(2)</sup>	1,692,103	22,592 <sup>(7)</sup>	846,070
				23,792 <sup>(3)</sup>	891,010	23,792 <sup>(8)</sup>	891,010
				8,735 <sup>(4)</sup>	327,126		
				13,398 <sup>(5)</sup>	482,618		
<b>Michael Roth</b>					174,478 <sup>(8)</sup>	6,534,201	
<b>Andrew Bonzani</b>				41,338 <sup>(2)</sup>	1,548,108	20,669 <sup>(7)</sup>	774,054
				27,757 <sup>(3)</sup>	1,039,500	27,757 <sup>(8)</sup>	1,039,500
				25,478 <sup>(4)</sup>	954,151		
				44,383 <sup>(5)</sup>	1,550,414		
<b>Christopher Carroll</b>				34,075 <sup>(2)</sup>	1,276,109	7,210 <sup>(7)</sup>	270,015
				9,517 <sup>(3)</sup>	356,412	9,516 <sup>(8)</sup>	356,374
				54,596 <sup>(4)</sup>	2,044,620		
				12,785 <sup>(5)</sup>	450,067		

- (1) All of the stock options have a ten-year term and an exercise price equal to 100% of the fair market value of the Common Stock on the grant date which, as established by the Compensation Committee, is the average of the high and low sales prices of the Common Stock as reported by the NYSE on the grant date.
- (2) Reflects the number of shares under restricted stock unit award grants ("Restricted Stock Unit Awards") made under the 2019 PIP that will vest on February 28, 2024. All Restricted Stock Unit Awards are credited with quarterly dividends, when and as declared by the Board, on the Common Stock. All Restricted Stock Unit Awards, and any dividends paid on the restricted stock units, are subject to forfeiture if the award recipient terminates employment before the third anniversary of the grant date.
- (3) Reflects the number of shares under Restricted Stock Unit Awards made under the 2019 PIP that will vest on February 28, 2023. All Restricted Stock Unit Awards are credited with applicable quarterly dividends on the Common Stock. All Restricted Stock Unit Awards, and any dividends paid on the restricted stock units, are subject to forfeiture if the award recipient terminates employment before the third anniversary of the grant date.
- (4) Reflects the number of shares under Restricted Stock Unit Awards made under the 2014 PIP that vested on February 28, 2022. The awards remained subject to forfeiture had the employment of the award recipient terminated prior to the February 28, 2022 vesting date, which did not occur.
- (5) Represents the number of unvested shares of Common Stock that the named executive officer has earned under performance share awards granted in 2019, for which the performance ended on December 31, 2021. The awards remained subject to forfeiture had the employment of the award recipients terminated prior to the February 28, 2022 vesting date, which did not occur.
- (6) The value shown is calculated by multiplying (i) the number of shares shown in the column headed "Number of Shares or Units of Stock That Have Not Vested" by (ii) the closing price of the Common Stock (\$37.45), as reported by the NYSE on December 31, 2021.

#### Executive Compensation

- (7) Represents the “target” number of shares of Common Stock that the named executive officer would receive under a performance share award granted in 2021, for which the performance period will end on December 31, 2023. Any shares earned will remain subject to forfeiture if the employment of the award recipient terminates prior to February 28, 2024.
- (8) Represents the “target” number of shares of Common Stock that the named executive officer would receive under a performance share award granted in 2020, for which the performance period will end on December 31, 2022. Any shares earned will remain subject to forfeiture if the employment of the award recipient terminates prior to February 28, 2023, other than for Mr. Roth, whose shares vested on December 31, 2021, with the number of shares ultimately received by Mr. Roth to be determined at the end of the performance period.
- (9) The values shown in this column are calculated by multiplying (i) the number of shares shown in the column headed “Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested” by (ii) the closing price of the Common Stock (\$37.45), as reported by the NYSE on December 31, 2021.

## OPTION EXERCISES AND STOCK VESTED

The following table provides information for 2021 on the number of shares of Common Stock acquired upon (i) the exercise of stock options and (ii) the vesting of performance share awards.

Name	Option Awards <sup>(1)</sup>		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Philippe Krakowsky	—	—	57,887 <sup>(2)</sup> 42,300 <sup>(3)</sup>	1,505,641 <sup>(4)</sup> 1,218,663 <sup>(5)</sup>
Ellen Johnson	—	—	11,577 <sup>(2)</sup> 8,460 <sup>(3)</sup>	301,118 <sup>(4)</sup> 243,733 <sup>(5)</sup>
Michael Roth	628,019	8,778,826	308,205 <sup>(2)</sup> 611,272 <sup>(3)</sup>	9,871,762 <sup>(4)</sup> 22,661,097 <sup>(5)</sup>
Andrew Bonzani	—	—	15,880 <sup>(2)</sup> 17,625 <sup>(3)</sup>	413,039 <sup>(4)</sup> 507,776 <sup>(5)</sup>
Christopher Carroll	—	—	7,777 <sup>(2)</sup> 8,460 <sup>(3)</sup>	202,280 <sup>(4)</sup> 243,733 <sup>(5)</sup>

- (1) Represents the number of stock options exercised in 2021. The value realized on exercise is the amount by which the market price of the Common Stock received upon exercise exceeds the exercise price.
- (2) Other than for Mr. Roth, represents the total number of performance based shares which vested on February 28, 2021. For Mr. Roth, it represents (i) 148,054 performance based shares (valued at \$3,850,885) which vested on February 28, 2021, and (ii) 160,151 performance based shares (valued at \$6,020,877) which vested on December 31, 2021.
- (3) Other than for Mr. Roth, represents the total number of shares of restricted stock which vested on February 28, 2021. For Mr. Roth, it represents (i) 148,054 shares of restricted stock (valued at \$3,850,885) which vested on February 28, 2021, and (ii) 463,218 shares of restricted stock (valued at \$17,414,681) which vested on December 31, 2021.
- (4) The value realized on the vesting of performance share awards is equal to the product of (i) the number of shares vested, multiplied by (ii) the average of the high and low price of the Common Stock, as reported by the NYSE on the vesting date ("Common Stock Vesting Date Value"), which (a) for the named executives officers was (\$26.01) on February 26, 2021, including for Mr. Roth for 148,054 performance based shares and (b) was (\$37.595) on December 31, 2021 for Mr. Roth for 160,151 performance based shares.
- (5) As set forth in the table below, the value realized on the vesting of restricted stock awards is equal to the sum of (i) the product of (A) the number of shares vested, multiplied by (B) the Common Stock Vesting Date Value, (ii) plus the total amount of the accrued dividends from the applicable grant date of the restricted stock award through the February 2021 vesting date which, in accordance with the terms of the awards, are payable upon the vesting of the shares of restricted stock, other than for Mr. Roth as described below.

Name	Grant Date	Vesting Date	Market Price (\$)	Number of Shares Acquired upon Vesting #	Market Value of Vested Shares (\$)	Accrued Cash Dividend Released upon Vesting (\$)	Value Realized upon Vesting (\$)
<b>Mr. Krakowsky</b>	2/29/2018	2/28/2021	26.01	42,300	1,100,223	118,440	1,218,663
<b>Ms. Johnson</b>	2/29/2018	2/28/2021	26.01	8,460	220,045	23,688	243,733
<b>Mr. Roth<sup>(A)</sup></b>	2/29/2018	2/28/2021	26.01	148,054	3,850,885	403,393	4,254,278
	2/29/2019	12/31/2021 <sup>(A)</sup>	37.595	160,151	6,020,877	486,859	6,507,736
	2/29/2020	12/31/2021 <sup>(A)</sup>	37.595	174,478	6,559,500	366,404	6,925,904
	1/4/2021	12/31/2021	37.595	128,589	4,834,303	138,876	4,973,179
<b>Mr. Bonzani</b>	2/29/2018	2/28/2021	26.01	17,625	458,426	49,350	507,776
<b>Mr. Carroll</b>	2/29/2018	2/28/2021	26.01	8,460	220,045	23,688	243,733

(A) For Mr. Roth, the restricted stock award of (i) 160,151 was paid to him on February 28, 2022, and (ii) 174,478 will continue to accrue dividends and will be payable to him on February 28, 2023.

## PENSION ARRANGEMENTS

### Executive Special Benefit Agreement

Mr. Krakowsky entered into an Executive Special Benefit Agreement (an “ESBA”) in 2002, which provides that if he retires, resigns or otherwise terminates employment with Interpublic after his 60th birthday, or his employment terminates due to death, Interpublic will pay him \$245,000 per year for 15 years. At 59 years of age, Mr. Krakowsky is now entitled to receive, upon his retirement, resignation or termination from employment with Interpublic, between \$230,300 and \$245,000 per year for 15 years, depending upon his age at the time of his termination. If Mr. Krakowsky has a Qualifying Termination (as defined under the heading “Severance and Change of Control Benefits” on page 59), the amount of his annual ESBA benefit will be the amount that would have been payable if he had continued working for Interpublic through the end of his severance period.

If Mr. Krakowsky’s employment terminates within two years after a Change of Control (as defined under the heading “Severance and Change of Control Benefits” below) of Interpublic, his ESBA benefits would be paid in a lump sum, rather than installments. The amount of the lump sum would be the then-present value of the benefit described above, except that if Mr. Krakowsky’s termination is a Qualifying Termination, the lump-sum would be based on the then-present value of \$245,000 per year for 15 years.

If Mr. Krakowsky dies before all required payments are made to him under these ESBA’s, Interpublic would make the remaining payments to his beneficiaries.

### The Interpublic Senior Executive Retirement Income Plan

Interpublic provides retirement benefits to certain U.S.-based senior executives of Interpublic and its subsidiaries under the Senior Executive Retirement Income Plan (“SERIP”). Of the named executive officers, only Mr. Roth participates in SERIP. Mr. Roth is entitled to receive an annual benefit of \$110,000 for 15 years that is fully vested.

The SERIP provides monthly payments for 10 or 15 years beginning two years after a participant’s termination of employment.

The amount of each participant’s benefit is determined at the discretion of Interpublic, with approval from the Compensation Committee, and is set forth in a Participation Agreement entered into with the executive when the executive’s participation in the SERIP is approved; the Participation Agreement may be amended from time to time, including to increase (but not to decrease) the amount of the SERIP benefit. In general, the SERIP provides that 30% of a participant’s benefit becomes vested after three years of participation in the SERIP, and the vested percentage increases by 10% at the end of each of the next seven years. However, the Compensation Committee or its designee may approve an alternative vesting schedule on a case-by-case basis. If an executive breaches a non-competition or non-solicitation agreement, the executive’s entire benefit will be forfeited (even if the benefit had already vested). If a participant has a Qualifying Termination, the SERIP generally provides for continued vesting through the end of the participant’s severance period.

If a participant’s employment terminates within two years after a Change of Control, the participant’s vested SERIP benefit will be accelerated and paid in a lump sum, rather than installments. The amount of the lump sum would be based on the then-present value of the future payments, to the extent vested. In general, the vested percentage would be determined as described above, provided that if the termination is a Qualifying Termination and, as of December 31st of the year in which the Change of Control occurs, (i) the participant’s age is 55 or older and (ii) the participant is within two years of full vesting, the participant’s entire benefit under SERIP will be fully vested.

## Pension Benefits

The following table provides information on pension benefits held by the named executive officers as of December 31, 2021.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit (\$) <sup>(1)(2)</sup>	Payments During Last Fiscal Year (\$)
Philippe Krakowsky	ESBA	N/A	2,924,854	0
Ellen Johnson	—	—	—	—
Michael Roth	SERIP	N/A	1,338,901	0
Andrew Bonzani	—	—	—	—
Christopher Carroll	—	—	—	—

- (1) The calculation of the present value of accumulated benefit assumes a discount rate of 2.95%. No preretirement decrements were used in the calculation of present values. Contingent benefits arising from death, early retirement or other termination of employment were not valued.
- (2) For Mr. Krakowsky, the amount shown is the present value of the maximum benefit that he would be entitled to receive under his ESBA if his employment by Interpublic continues until he reaches age 60. The terms and conditions of the ESBA are described in greater detail on page 53 under the heading "Executive Special Benefit Agreement."

## NONQUALIFIED DEFERRED COMPENSATION ARRANGEMENTS

### The Interpublic Capital Accumulation Plan

Interpublic maintains a Capital Accumulation Plan ("CAP") under which senior management employees of Interpublic and its subsidiaries selected by the Management Human Resources Committee ("MHRC") are entitled to receive deferred compensation benefits. Under the CAP, a participating employee receives annual credits of a specified dollar amount (a "dollar credit") and interest each December 31st. The amount of each year's interest credit is equal to the 10-year U.S. Treasury yield curve annual rate (also known as the "constant maturity rate") as of the last business day of the immediately preceding calendar year. Each participant's account balance becomes fully vested as to both prior and future dollar and interest credits when the participant has completed three years of participation in the CAP, except that all interest credits since the inception of the participant's participation in the plan are subject to forfeiture if the participant breaches a non-competition or non-solicitation agreement. If a participant has a Qualifying Termination, the CAP provides for continued vesting through the end of the participant's severance period and a special dollar credit equal to the dollar credits that would have been added to the participant's account (based on the credit amount in effect at time of the Qualifying Termination) if such participant had continued working for Interpublic until the due date for such participant's last severance payment. Any portion of a participant's benefit that is not vested upon termination of employment (taking into account accelerated vesting upon a Qualifying Termination) will be forfeited.

If a participant has a Qualifying Termination within two years after a Change of Control, (i) the participant will become fully vested and (ii) the participant's account will be credited with an amount equal to the dollar credits that would have been added to such participant's account (based on the credit amount in effect at time of the Qualifying Termination) if such participant had continued working for Interpublic until the end of such participant's severance period.

Each named executive officer is a participant in the CAP and for 2021 received the following annual dollar credit:

Name	Annual Dollar Credit (\$)
Mr. Krakowsky	150,000
Ms. Johnson	75,000
Mr. Roth	350,000
Mr. Bonzani	50,000
Mr. Carroll	50,000

For 2021, each participant received an interest credit equal to 0.916% of such participant's account balance as of December 31, 2021 (determined before the 2021 dollar credit was added). The CAP account balances are fully vested for each of the named executive officers.

In general, each participant's vested account balance is payable in a lump sum two years after the termination of such participant's employment with Interpublic and its subsidiaries. However, if the participant's employment terminates within two years after a Change of Control, payment will be accelerated.

## Nonqualified Deferred Compensation

The following table provides information on non-qualified deferred compensation arrangements for the named executive officers as of December 31, 2021, which consist exclusively of benefits under the CAP.

Name	Executive contributions in last FY (\$)	Registrant contributions in last FY (\$) <sup>(1)</sup>	Aggregate earnings in last FY (\$) <sup>(2)</sup>	Aggregate withdrawals/distributions (\$)	Aggregate balance at last FYE (\$) <sup>(3)</sup>
Philippe Krakowsky	0	150,000	11,007	0	1,362,608
Ellen Johnson	0	75,000	11,617	0	1,354,833
Michael Roth	0	350,000	56,896	0	6,618,268
Andrew Bonzani	0	50,000	2,398	0	314,168
Christopher Carroll	0	50,000	8,198	0	953,226

- (1) The amounts shown as "Registrant contributions in last FY" are dollar credits that were added to the named executive officer's CAP account as of December 31, 2021 and are included in the "All Other Compensation" column for 2021 of the "Summary Compensation Table" on page 45.
- (2) No earnings on deferred amounts are included in the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column of the "Summary Compensation Table" for 2021, 2020 or 2019 because the interest credits under the CAP did not constitute "above-market" or "preferential" earnings as defined by SEC rules.
- (3) The aggregate balances shown in this column include the following dollar credits that were included in the "All Other Compensation" column of the "Summary Compensation Table" for each of 2020 and 2019 on page 45.

Name	2020 (\$)	2019 (\$)
Mr. Krakowsky	150,000	150,000
Ms. Johnson	75,000	75,000
Mr. Roth	350,000	350,000
Mr. Bonzani	50,000	50,000
Mr. Carroll	50,000	50,000

## EMPLOYMENT AGREEMENTS, TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL ARRANGEMENTS

### Employment Agreements

Other than Mr. Roth who retired on December 31, 2021 from the Company and the Board, each of the named executive officers has an employment agreement with Interpublic. Each employment agreement includes provisions describing the named executive officer's position and responsibilities, salary and eligibility for incentive compensation and other benefits and perquisites. Each agreement also includes covenants pursuant to which the named executive officer agrees not to divulge confidential information of Interpublic and its subsidiaries and agrees for a period of time after termination of employment to refrain from soliciting employees of Interpublic and its subsidiaries and from soliciting or handling the business of clients of Interpublic.

*Annual Bonus* - Each employment agreement provides for each named executive officer to receive an annual target bonus, with the actual award ranging between 0% and 200% of the target depending on Interpublic's financial performance, individual performance, and management discretion.

*Long-Term Incentive Awards* - Each employment agreement also provides for participation in Interpublic's performance-based long-term incentive programs. Each year's awards may consist of stock options, restricted stock, performance-based share and cash awards or another form of incentive award at the sole discretion of the Compensation Committee.

### Employment Agreement Base Salary and Incentive Compensation Information

The following table provides the annual salary, annual incentive target percentage and long-term incentive target award value for each named executive officer for 2021.

Name	Salary \$	Annual Incentive Target %	Long-Term Incentive Target \$
Philippe Krakowsky	1,500,000	200	7,500,000
Ellen Johnson	750,000	125	1,500,000
Michael Roth	1,000,000	200	0
Andrew Bonzani	900,000	100	1,750,000
Christopher Carroll	625,000	78	600,000

### Philippe Krakowsky Employment Agreement

Mr. Krakowsky's employment agreement also provides that he be entitled to (i) participate in the CAP and (ii) participate in such other employee benefits and programs as are available from time to time to other key management executives generally.

If Mr. Krakowsky's employment is terminated involuntarily without Cause, his employment agreement provides for salary continuation for 24 months from the date notice of his termination is provided, at the rate in effect before his termination; provided that if Mr. Krakowsky obtains alternative employment before the end of the severance period, the amount of his severance pay will be reduced (but not below zero) by the amount of the non-contingent compensation payable to Mr. Krakowsky in connection with his new employment for service before the end of the severance period.

Mr. Krakowsky is also eligible to receive a bonus for the year in which his employment is terminated. After an involuntary termination, Mr. Krakowsky would also be eligible to receive: (i) continued vesting of all long-term equity and cash incentive awards until the end of the severance period, with

such long-term incentives vesting pro-rata as of the first anniversary, (ii) cash payments to subsidize the cost of medical, dental, and vision benefits at active employee rates until the end of the severance period and a subsequent COBRA period, (iii) a cash payment equal to the amount of matching contributions that Interpublic would have contributed on his behalf to the Interpublic Savings Plan if he had continued participating in that plan through the first anniversary of the date of termination and (iv) a cash payment in lieu of continued life insurance for 12 months from the notice date. The subsidy for medical, dental and vision benefits would end if Mr. Krakowsky accepts employment with another employer offering similar benefits. Mr. Krakowsky may terminate his employment at any time by giving notice to Interpublic at least six months in advance.

### Ellen Johnson Employment Agreement

Ms. Johnson's employment agreement also provides that she be entitled to (i) participate in the CAP and (ii) participate in such other employee benefits and programs as are available from time to time to other key management executives generally.

If Ms. Johnson's employment is terminated involuntarily without Cause, her employment agreement provides for payment of an amount equal to her base salary for 18 months at the rate in effect immediately prior to her date of termination. Ms. Johnson is also eligible to receive a bonus for the year in which her employment is terminated. After her termination date, Ms. Johnson will be eligible to receive (i) continued vesting of all long-term equity and cash incentive awards until the end of the severance period (i) cash payments to subsidize the cost of medical, dental, and vision benefits at active employee rates until the end of the severance period and a subsequent COBRA period, and (ii) a cash payment equal to the amount of matching contributions that Interpublic would have contributed on her behalf to the Interpublic Savings Plan if she had continued participating in that plan until the end of the severance period. Ms. Johnson may terminate her employment at any time by giving notice to Interpublic at least 30 days in advance.

#### **Andrew Bonzani Employment Agreement**

Mr. Bonzani's agreement also provides that he be entitled to participate in such other employee benefits and programs as are available from time to time to other key management executives generally.

In the event of a Qualifying Termination, his employment agreement provides for severance pay under the Executive Severance Plan (described below), with a salary continuation period of 18 months.

#### **Christopher Carroll Employment Agreement**

Mr. Carroll's employment agreement also provides that he be entitled to (i) participate in the CAP and (ii) to participate in such other employee benefits and programs as are available from time to time to other key management executives generally.

If Mr. Carroll's employment is terminated involuntarily without Cause, his employment agreement provides for (i) salary continuation, at the rate in effect before his termination, for 12 months from when notice of his termination is provided and (ii) lump sum payment of his target bonus for the year of termination. After his termination date, Mr. Carroll will be eligible to receive (i) cash payments to subsidize the cost of medical, dental, and vision benefits at active employee rates until the end of the

severance period and a subsequent COBRA period, and (ii) a cash payment equal to the amount of matching contributions that Interpublic would have contributed on his behalf to the Interpublic Savings Plan if he had continued participating in that plan until the end of the severance period. Mr. Carroll may terminate his employment at any time by giving notice to Interpublic at least six-months in advance.

#### **Executive Severance Plan**

Under the Interpublic Executive Severance Plan ("ESP"), certain senior management employees, including the named executive officers, are entitled to receive severance and other welfare benefits, in the event of a Qualifying Termination. In general, the ESP provides for salary continuation, at the executive's base salary rate in effect for the year of termination, for a specified number of months, which varies generally according to the seniority of the executive. If the executive's Qualifying Termination occurs within two years after a Change of Control, severance is payable in a lump sum, rather than over the severance period.

Under the ESP the named executive officers are entitled to the following salary continuation periods:

Name	Salary Continuation Period
Mr. Krakowsky	24 months
Ms. Johnson	18 months
Mr. Bonzani	18 months
Mr. Carroll	12 months

The ESP also provides for cash payments in lieu of continued medical, dental and vision benefits at active employee rates for the salary continuation period, followed by a COBRA period.

Benefits under the ESP are not in addition to severance benefits under individual employment agreements. Rather, severance benefits that are paid under individual employment agreements are credited against amounts payable under the ESP.

The ESP requires the executive to agree to certain post-termination covenants which, if violated, would result in the forfeiture of the executive's future severance payments and benefits. Benefits under the ESP are also conditioned on the executive executing a mutual release.

## Change of Control Agreements

Each named executive officer has entered into a change of control agreement with Interpublic that provides for severance and other benefits in the event of a Qualifying Termination within two years after a Change of Control. These benefits are instead of, and not in addition to, the benefits the executive otherwise would be entitled to receive under the executive's employment agreement and the ESP.

Each of these change of control agreements provides for a lump-sum severance payment equal to a specified multiple of the executive's base salary plus his or her target bonus. For purposes of this calculation, salary and target bonus are each determined based on the rate in effect for the executive for the year of the Change of Control or for the year of the Qualifying Termination, whichever is greater.

The multiple applied and the corresponding months of service under the change of control agreements are:

Name	Multiple	Months of Severance
Mr. Krakowsky	2	24 months
Ms. Johnson	2	24 months
Mr. Bonzani	2	24 months
Mr. Carroll	2	24 months

In addition, under the agreement the named executive officer's benefit under the CAP will be subject to the following: (i) annual dollar credits will be added for his severance period as if the severance were paid in semi-monthly installments over the severance period (rather than in a lump sum); (ii) the executive will receive a prorated annual dollar credit for the year in which the severance period expires, and (iii) in addition to the interest credits added under the terms of the CAP each December 31st, the executive will receive a pro-rated interest credit for the year in which the severance period expires, at the rate applied under CAP for the year in which the executive's CAP balance is paid.

The agreement also provides that, if the named executive officer is a participant in the SERIP, the vested percentage of his SERIP benefit will be determined as if the severance were paid in monthly installments over the severance period (rather than in a lump sum).

Each agreement also provides for cash payments to subsidize the cost of medical, dental and vision benefits during the months for which severance is provided, in lieu of the benefit subsidies otherwise payable under the executive's employment agreement and the ESP.

Each agreement requires the executive to agree to certain post-termination covenants, which restrict solicitation of employees and clients, and if violated, would result in the forfeiture of the executive's severance payments and benefit.

## SEVERANCE AND CHANGE OF CONTROL BENEFITS

The preceding narrative describes the severance and other benefits to which the named executive officers may be entitled under the various agreements, plans and arrangements in connection with or following a termination of the executive's employment. Below is a table that quantifies the benefits that each named executive officer would have received had the executive's employment terminated as of December 31, 2021 under the following circumstances:

Triggering Event	Description
<b>Termination for Cause or Voluntary Termination Without Good Reason</b>	<p>In general (subject to certain variations in each executive's employment agreement), Interpublic would have "Cause" to terminate an executive's employment if the executive (a) materially breaches a provision in his employment agreement and fails to cure such breach within a 15-day period; (b) misappropriates funds or property of Interpublic; (c) attempts to secure any personal profit related to the business of Interpublic without proper prior written approval; (d) engages in fraud, material dishonesty, gross negligence, gross malfeasance or insubordination, or willful (i) failure to follow Interpublic's Code of Conduct or (ii) misconduct in the performance of his duties, excluding, in either case, acts taken in good faith that do not cause material harm to Interpublic; (e) refuses or fails to attempt in good faith to perform such executive's duties as an employee or to follow a reasonable good-faith direction of the Board of Directors or the person to whom the executive reports directly if such refusal or failure is not cured within a 15-day period; (f) has committed or is formally charged or indicted for a felony or a crime involving dishonesty, fraud or moral turpitude or (g) engages in conduct that is clearly prohibited by the policy of Interpublic prohibiting discrimination or harassment based on age, gender, race, religion, disability, national origin or any other protected category.</p> <p>In general, an executive would have "Good Reason" to terminate such executive's employment if Interpublic, without the executive's consent, (a) materially reduces the executive's base salary; (b) materially diminishes the authority, duties or responsibilities of the executive or the supervisor to whom the executive is required to report; (c) materially diminishes the budget over which the executive has authority; (d) requires the executive to relocate to an office more than 50 miles outside the city in which such executive is principally based or (e) materially breaches an employment agreement with the executive. Before resigning for Good Reason, the executive generally must give Interpublic notice and an opportunity to cure the adverse action.</p>
<b>Qualifying Termination</b>	<p>An involuntary termination of the executive's employment without Cause or a resignation by the executive for Good Reason.</p>
<b>Change of Control</b>	<p>In general, a Change of Control will be deemed to have occurred if: (i) any person, other than Interpublic or any of its subsidiaries, becomes the beneficial owner of more than 50% of the combined voting power of Interpublic's then outstanding voting securities; (ii) any person, other than Interpublic or any of its subsidiaries, acquires (during a 12-month period) ownership of 30% or more of the combined voting power of Interpublic's then-outstanding voting securities; (iii) any person acquires 40% or more of Interpublic's assets (determined based on gross fair market value) or (iv) during any 12-month period, a majority of the members of the Board is replaced by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of their appointment or election.</p> <p>Amounts shown in the table under the heading Change of Control are paid upon a Change of Control, without regard to whether the executive's employment is terminated.</p>
<b>Qualifying Termination following a Change of Control</b>	<p>A Qualifying Termination of an executive employment within two years after a Change of Control.</p>
<b>Death or Disability</b>	<p>Disability is determined in accordance with our policies and procedures based on the facts and circumstances presented.</p>
<b>Retirement</b>	<p>Retirement of an executive is deemed to have occurred upon the executive's voluntary termination of employment with the Company's approval after (i) the executive has attained the age of 65 and (ii) has completed 10 years of service with IPG.</p>

**KEYS TO TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL PAYMENTS**

Payment	Description
<b>Severance</b>	<p>The severance amount shown as payable to each of the named executive officers in the event of a Qualifying Termination, other than following a Change of Control, is provided for under the terms of the executive's employment agreement as supplemented by the terms of ESP, except that for Messrs. Krakowsky and Carroll severance benefits following a resignation for Good Reason are payable exclusively under the ESP.</p> <p>In the event of a Qualifying Termination following a Change of Control, the severance amount shown for each of the named executive officers other than Mr. Roth is provided for under the terms of the executive's Change of Control Agreement.</p>
<b>Bonus</b>	<p>Mr. Krakowsky's employment agreement provides that he is eligible for consideration for a bonus if Interpublic terminates his employment without Cause, other than following a Change of Control, but does not provide for a bonus payment if he resigns for Good Reason.</p> <p>Ms. Johnson's employment agreements provide that she is eligible for consideration for a bonus if Interpublic terminates her employment without Cause or if she resigns for Good Reason.</p> <p>Mr. Carroll's employment agreement provides for a bonus payment only in the event of an involuntary termination without Cause (and not in the event of resignation for Good Reason), other than following a Change of Control.</p> <p>In the event of a Change of Control, each named executive officer other than Mr. Roth is entitled to a bonus payment under the Interpublic Senior Executive Incentive Plan ("SEIP") at the executive's target level (without regard to whether his or her employment terminates).</p> <p>In the event of a termination of employment due to death or disability, the bonus amount shown for each of the named executive officers other than Mr. Roth is payable under the SEIP, which provides that award is pro-rated based on the time elapsed and the performance-level achieved. In the case of death, achievement of the performance objectives is determined based on actual performance through the date of death and estimated performance for the rest of the performance period. In the case of disability, achievement is measured based on actual performance through the end of the performance period.</p>
<b>Long-Term Incentives</b>	<p>Under the Interpublic's Performance Incentive Plans:</p> <ul style="list-style-type: none"> <li>• In the event of termination due to death or disability: <ul style="list-style-type: none"> <li>- Restricted stock vests on a pro-rata basis; and</li> <li>- Performance shares and performance cash vest on a pro-rata basis based on the time elapsed and the performance level achieved, unless employment terminates within 12 months of the grant date (in which case the entire award is forfeited). In the case of death, achievement of the performance objectives is determined based on actual performance through the date of death and estimated performance for the rest of the performance period. In the case of disability, achievement is measured based on actual performance through the end of the performance period.</li> </ul> </li> <li>• Interpublic's Performance Incentive Plans provide in the event of a Qualifying Termination following a Change of Control:</li> <li>• An executive will be entitled to payments for the following awards, each valued as of the date of the Change of Control: <ul style="list-style-type: none"> <li>- Restricted stock; and</li> <li>- Performance shares and performance cash at the target performance level</li> </ul> </li> </ul> <p>Mr. Krakowsky's employment agreement provides that if his employment is terminated involuntarily without cause (but not in the event of resignation for Good Reason), his restricted stock will continue to vest during his severance period.</p>

Payment	Description
	<p>Ms. Johnson's employment agreement provides that if her employment is terminated involuntarily without cause or if she resigns for Good Reason, her incentive, stock option and equity plan awards will continue to vest during her severance period.</p> <p>In the event of termination due to retirement, Mr. Roth's 2018, 2019 and 2020 (i) restricted stock awards vest on a pro-rata basis and (ii) performance share and performance cash awards vest on a pro-rata basis based on the time elapsed and the actual performance level achieved through the performance period. On March 25, 2021, the Compensation Committee approved the acceleration of Mr. Roth's awards upon his retirement, provided he remained employed with the Company until December 31, 2021.</p> <p>Notwithstanding the foregoing, the Compensation &amp; Leadership Talent Committee has discretion to accelerate vesting of any award granted under the Performance Incentive Plans, if the named executive officer's employment terminates at least 12 months after the date of grant.</p>
<b>Pension/Deferred Compensation</b>	<p>The amounts shown as payable under the CAP in the event of (i) a termination of employment for Cause or a voluntary termination without Good Reason or (ii) death or disability reflect the account balance as of December 31, 2021. The amounts shown as payable under the SERIP in these events reflect the sum of the 15 annual payments that would be due starting at age 60 (or 2 years after termination, if later) as of December 31, 2021.</p> <p>The amounts shown as payable under the CAP and SERIP in the event of a Qualifying Termination or a Qualifying Termination following a Change of Control reflect the total amounts payable after applying the additional credits and vesting through the applicable severance period. In the event of a termination within 2 years after a Change of Control, (i) the amount shown for the SERIP will be paid in a lump sum at the then vested value of the future payments and (ii) the amount shown for the CAP will be paid in a lump sum.</p> <p>The amounts shown as payable under Mr. Krakowsky's ESBA, other than in the event of death, reflect amounts accrued as of December 31, 2021, which would be paid in annual installments of \$50,000 per year. In the event of termination due to death, Mr. Krakowsky would receive 15 annual payments of \$245,000 each.</p>
<b>Welfare Benefits</b>	<p>The medical, dental and vision benefits shown as payable upon a Qualifying Termination, other than following a Change of Control, are generally provided under the executive's employment agreement and the ESP.</p> <p>The medical, dental and vision benefits shown as payable in the event of a Qualifying Termination following a Change of Control are provided under the executive's Change of Control Agreement.</p> <p>Messrs. Krakowsky's, Bonzani's and Carroll's and Ms. Johnson's 401(k) benefits, and Mr. Krakowsky's and Ms. Johnson's life insurance premium benefit, are provided under their respective employment agreements.</p>

## ESTIMATED TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL PAYMENTS

The following table shows amounts each named executive officer, other than Mr. Roth, would be entitled to receive had the employment of such executive officer terminated on December 31, 2021, by reason of the listed triggering events. For Mr. Roth, the amounts shown reflect what he was entitled to receive by reason of his Retirement from the Company and the Board on December 31, 2021.

Name	Termination for Cause or Voluntary Termination Without Good Reason (\$)	Qualifying Termination (\$)	Death/Disability (\$)	Retirement (\$)	Qualifying Termination following a Change of Control (\$) <sup>(3)</sup>	
<b>Philippe Krakowsky</b>	Severance	0	3,000,000	0	0	9,000,000
	Annual Bonus	0	3,000,000	5,400,000	0	3,000,000
	<b>Long Term Incentive:</b>					
	Performance Shares	0	11,269,690	1,539,003	0	6,891,539
	Performance Cash	0	6,779,499	924,140	0	2,166,666
	Restricted Stock	0	9,547,969	2,785,884	0	10,053,955
	Stock Option	0	0	0	0	3,575,000
	Restricted Cash	0	2,000,000	1,840,000	0	2,000,000
	<b>Benefits:</b>					
	Med/Dental/Vision	0	62,088	0	0	62,088
401(k) Match	0	13,050	0	0	26,100	
Life Insurance	0	1,345	0	0		
<b>Pension<sup>(1)</sup> / Def Comp<sup>(2)</sup></b>						
<b>Ellen Johnson</b>	Severance	0	1,350,000	0	0	4,050,000
	Annual Bonus	0	1,125,000	2,025,000	0	1,125,000
	<b>Long Term Incentive:</b>					
	Performance Shares	0	2,112,411	847,707	0	2,921,507
	Performance Cash	0	733,000	733,000	0	1,287,500
	Restricted Stock	0	1,222,852	847,741	0	2,072,199
	Restricted Cash	0	1,150,000	455,000	0	1,150,000
	<b>Benefits:</b>					
	Med/Dental/Vision	0	46,322	0	0	61,609
	401(k) Match	0	20,050	0	0	19,575
Life Insurance	0	1,345	0	0	1,345	
<b>Def Comp<sup>(2)</sup></b>						
<b>Michael Roth</b>	Severance	0	0	0	0	0
	Annual Bonus	0	0	0	3,600,000	0
	<b>Long Term Incentive:</b>					
	Performance Shares	0	0	0	21,892,734	0
	Performance Cash	0	0	0	6,441,695	0
	Restricted Stock	0	0	0	17,414,680	0
<b>Benefits:</b>						
Med/Dental/Vision	0	0	0	0	0	
401(k) Match	0	0	0	0	0	
<b>Pension<sup>(1)</sup> / Def Comp<sup>(2)</sup></b>						
<b>Andrew Bonzani</b>	Severance	0	1,350,000	0	0	3,600,000
	Annual Bonus	0	0	1,620,000	0	900,000
	<b>Long Term Incentive:</b>					
	Performance Shares	0	0	2,706,491	0	2,778,420
	Performance Cash	0	0	1,006,482	0	1,704,166
	Restricted Stock	0	0	1,517,768	0	3,555,471
	Restricted Cash	0	0	548,000	0	1,200,000
	<b>Benefits:</b>					
	Med/Dental/Vision	0	46,683	0	0	62,089
401(k) Match	0	8,700	0	0	8,700	
<b>Def Comp<sup>(2)</sup></b>						
<b>Christopher Carroll</b>	Severance	0	700,000	0	0	2,380,750
	Annual Bonus	0	546,000	938,537	0	546,000
	<b>Long Term Incentive:</b>					
	Performance Shares	0	0	780,009	0	957,169
	Performance Cash	0	0	308,627	0	587,500
	Restricted Stock	0	0	2,786,402	0	3,691,377
	<b>Benefits:</b>					
	Med/Dental/Vision	0	30,883	0	0	61,609
401(k) Match	0	13,050	0	0	13,050	
<b>Def Comp<sup>(2)</sup></b>						

(1) The payment Mr. Roth is entitled to receive under the SERIP is described in detail on page 53, under the heading "Pension Arrangements – The Interpublic Senior Executive Retirement Income Plan". The payment Mr. Krakowsky is entitled to receive under his ESBA is described in detail on page 53, under the heading "Pension Arrangements – Executive Special Benefit Agreement".

- (2) The payments each named executive officer is entitled to receive under the CAP is set forth on page 55 in the Non-Qualified Deferred Compensation table under the column heading "Aggregate Balance at last FYE."

Each of the named executive officers other than Mr. Roth is entitled to the following additional amounts under the CAP in the event such named executive officer is terminated pursuant to either (i) a Qualifying Termination or (ii) a Qualifying Termination following a Change of Control.

Name	Qualifying Termination (\$)	Qualifying Termination following a Change of control (\$)
Mr. Krakowsky	378,182	378,182
Ms. Johnson	111,377	175,074
Mr. Bonzani	63,438	118,440
Mr. Carroll	75,594	153,218

- (3) Some benefit payments shown in the table below may be reduced if necessary to avoid adverse tax consequences to the executive under Section 280G of the Internal Revenue Code.

## CEO PAY RATIO

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the 2021 annual total compensation of our CEO and the median of the annual total compensation of our employees (other than the CEO).

For 2021, our last completed fiscal year:

- The annual total compensation of our CEO was \$17,371,647; and
- The median of the annual total compensation of our employees (other than our CEO) was \$59,814.

Based on this information, for 2021, we estimate the ratio of the annual total compensation of our CEO to the median of the annual total compensation of all employees to be 290:1.

As permitted by SEC rules, we used the median employee identified in 2020 for purposes of calculating our 2021 pay ratio. We believe our use of last year's median employee is appropriate because no change has occurred in our employee population or our employee compensation arrangements that we reasonably believe would result in a significant change to our pay ratio disclosure.

We identified our median employee for the 2020 pay ratio analysis using the methodology and the material assumptions, adjustments, and estimates described below.

- We determined that, as of October 1, 2020, our employee population of full-time, part-time and temporary employees consisted of over 51,000 individuals working at

our parent company and worldwide-consolidated subsidiaries.

- To identify the "median employee" from our employee population, we first determined the amount of each employee's "earnings" for the period January 1, 2020 through October 1, 2020. For this purpose, earnings refers to the employee's base salary and bonus, if any, paid during the foregoing period. Base salary earnings for any full-time and part-time employees who were hired after January 1, 2020 were annualized to October 1, 2020 (to reflect 9 months of earnings). Earnings of employees outside of the U.S. were converted to U.S. dollars using the Company's October 2020 monthly currency exchange rates.
- We then identified our median employee from our employee population by arraying and sorting the employees by the foregoing earnings measure and choosing the employee ranked in the middle of the population.
- The annual total compensation for our CEO represents the amount reported for our CEO in the "Total" column of our 2021 Summary Compensation Table included on page 45 of this Proxy Statement.
- The annual total compensation of our median employee was calculated based on the same methodology to determine our named executive officers' compensation disclosed in our 2021 Summary Compensation Table.

## OUTSTANDING SHARES AND OWNERSHIP OF COMMON STOCK

### Outstanding Shares

The outstanding capital stock of Interpublic at the close of business on April 1, 2022, the record date for the Annual Meeting, consisted of 393,535,691 shares of Common Stock. Only the holders of Common Stock on the record date are entitled to vote at the Annual Meeting. Each share of Common Stock is entitled to one vote on each matter that is submitted to a vote of stockholders at the meeting.

### Share Ownership of Certain Beneficial Owners

The following table sets forth information concerning direct and indirect beneficial ownership of Common Stock as of December 31, 2021 by persons known to Interpublic to have beneficial ownership of more than 5% of the Common Stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership of Common Stock <sup>(1)</sup>	Percent of Class
The Vanguard Group <sup>(2)</sup> 100 Vanguard Blvd. Malvern, PA 19355	46,632,558	11.84%
BlackRock, Inc. <sup>(3)</sup> 55 East 52 <sup>nd</sup> Street New York, NY 10055	40,390,818	10.3%
FMR LLC <sup>(4)</sup> 245 Summer Street Boston, MA 02210	38,965,789	9.895%
State Street Corporation <sup>(5)</sup> State Street Financial Center 1 Lincoln Street Boston, MA 02111	21,854,725	5.55%

- (1) The rules of the SEC deem a person to be the beneficial owner of a security (for purposes of proxy statement disclosure) if that person has or shares either or both voting or dispositive power with respect to such security. Additionally, a security is deemed to be beneficially owned by a person who has the right to acquire beneficial ownership of the security within 60 days.
- (2) This disclosure is based on a Schedule 13G/A filed by The Vanguard Group, Inc. with the SEC on February 10, 2022, in which it reported that it is an investment manager that has shared voting power with respect to 630,048 shares of Common Stock, sole dispositive power with respect to 45,003,044 shares of Common Stock and shared dispositive power with respect to 1,629,514 shares of Common Stock.
- (3) This disclosure is based on a Schedule 13G/A filed by BlackRock, Inc. with the SEC on January 27, 2022, in which it reported that it is a holding company of a group of investment management companies that in the aggregate have sole voting power with respect to 35,697,228 shares of Common Stock and sole dispositive power with respect to 40,390,818 shares of Common Stock.
- (4) This disclosure is based on a Schedule 13G/A filed by FMR, LLC with the SEC on February 9, 2022, in which it reported that it is a holding company of a group of investment management companies that in the aggregate have sole voting power with respect to 3,045,437 shares of Common Stock and sole dispositive power with respect to 38,965,789 shares of Common Stock.
- (5) This disclosure is based on a Schedule 13G filed by State Street Corporation with the SEC on February 11, 2022, in which it reported that it is a holding company of a group of investment management companies that in the aggregate have shared voting power with respect to 19,357,605 shares of Common Stock and shared dispositive power with respect to 21,776,352 shares of Common Stock.

## Share Ownership of Management

The following table sets forth information concerning the direct and indirect beneficial ownership of the Common Stock as of April 1, 2022 by each director, each current named executive officer and all directors and executive officers of Interpublic as a group:

Name of Beneficial Owner	Common Stock Ownership	Options Exercisable Within 60 Days	Total <sup>(1)(2)</sup>
Andrew Bonzani	117,103	0	117,103
Christopher Carroll	56,981	0	56,981
Jocelyn Carter-Miller	37,950	0	37,950
Mary J. Steele Guilfoile	102,340	0	102,340
Dawn Hudson	44,492	0	44,492
Ellen Johnson	124,625	0	124,625
Philippe Krakowsky	541,426	0	541,426
Jonathan F. Miller	60,890	0	60,890
Patrick Q. Moore	35,388	0	35,388
Linda S. Sanford	24,624	0	24,624
David M. Thomas	131,971	0	131,971
E. Lee Wyatt Jr.	35,388	0	35,388
All directors and executive officers as a group (12 persons)	1,313,178	0	1,313,178

- (1) The rules of the SEC deem a person to be the beneficial owner of a security (for purposes of proxy statement disclosure) if that person has or shares either or both voting or dispositive power with respect to such security. Additionally, a security is deemed to be beneficially owned by a person who has the right to acquire beneficial ownership thereof within 60 days, for example through the exercise of a stock option that is exercisable or that will become exercisable within 60 days. Common Stock ownership set forth in this table includes unvested shares of restricted stock award units and restricted stock awarded under the 2019 PIP and the 2014 PIP due to the right of the persons identified to exercise voting power with respect to the shares. Except as otherwise indicated, each person has sole voting and sole dispositive power over the shares indicated as beneficially owned.
- (2) No individual identified in the table had beneficial ownership of more than 1% of the outstanding shares of Common Stock as of April 1, 2022. Interpublic's directors and executive officers as a group had beneficial ownership of less than 1% of the outstanding shares of Common Stock.

No executive officer or director of Interpublic has pledged any shares of Common Stock as security.

## Delinquent Section 16(a) Reports

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires Interpublic's directors and executive officers and persons who beneficially own more than 10 percent of any class of its equity securities to file with the SEC an initial report of beneficial ownership and subsequent reports of changes in beneficial ownership of Interpublic's equity securities.

Based solely on our review of the copies of such reports furnished to us by the Company's directors and executive officers for the year ended December 31, 2021, and on the written representations made by such persons that no other reports were required, we believe that each of Interpublic's directors and executive officers timely filed all required reports.

## ITEM 4 STOCKHOLDER PROPOSAL

Kenneth Steiner, 14 Stoner Ave., 2M, Great Neck, NY 11021, has submitted the following proposal for consideration at the Annual Meeting. His stockholdings will be provided promptly upon request.



The text of the proposal is as follows:

### Proposal 4 – Independent Board Chairman

The shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as follows:

Selection of the Chairman of the Board. The Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer.

Whenever possible, the Chairman of the Board shall be an Independent Director.

The Board has the discretion to select a Temporary Chairman of the Board who is not an Independent Director to serve while the Board is seeking an Independent Chairman of the Board. The Chairman shall not be a former CEO of the company.

This policy is not intended to violate any employment contract but recognizes that the Board has broad power to renegotiate an employment contract.

This proposal topic won 52% support at Boeing and 54% support at Baxter International in 2020. Boeing then adopted this proposal topic in 2020. The roles of Chairman and CEO are fundamentally different and should be held by 2 directors, a CEO and a Chairman

who is completely independent of the CEO and our company. With the current policy of allowing a CEO to serve as Chair this means giving up a substantial check and balance safeguard that can only occur with an independent Board Chairman.

Our Lead Director, Mr. David Thomas, with 18-years long tenure, violates an important attribute of a Lead Director — independence. As director tenure goes up director independence goes down. Mr. Thomas received the second most negative votes at the 2021 annual meeting. Mr. Thomas came in second to Mr. Patrick Moore who received 48 million negative votes.

A lead director is no substitute for an independent board chairman. A lead director cannot call a special shareholder meeting and cannot even call a special meeting of the board. A lead director can delegate most of the lead director duties to the CEO office and then simply rubber-stamp it. There is no way shareholders can be sure of what goes on.

The lack of an enduring policy for an independent Board Chairman policy is an unfortunate way to discourage promising new outside ideas and an unfortunate way to encourage the CEO to pursue pet projects that would not stand up to effective oversight.

Please vote yes:

### Independent Board Chairman – Proposal 4

#### MANAGEMENT STATEMENT IN OPPOSITION

The Board has carefully considered the proposal and recommends that stockholders vote AGAINST the proposal for the following reasons:

#### The Chairman of the Board is currently independent

The Company currently has an independent Chairman of the Board. As part of the Company's leadership transition plan, starting January 2021, the Board separated the CEO and

Chairman roles, appointing Philippe Krakowsky as CEO and Michael Roth as Executive Chairman. Additionally, the Board made a determination that an independent Chair would be the most appropriate Board leadership structure following Mr. Roth's retirement and appointed David Thomas, our independent presiding director, to serve as the independent Chairman, effective January 2022. Mr. Thomas is well versed in the complexity of our business, having served as Presiding Director since 2013.

### **Board flexibility in determining leadership is in the best interests of the Company and its stockholders**

The Board believes that the best leadership structure may vary as circumstances warrant and as such its ability to maintain appropriate flexibility in determining the appropriate leadership at a given time is crucial in maximizing the Company's success. In accordance with the Company's Corporate Governance Guidelines, the Board may allocate the responsibilities of the offices of Chairman and CEO in any way it considers is in the best interests of the Company. Given the constantly evolving environment in which we operate, the Board values having such flexibility to select the structure of leadership best suited to meet the needs of the Company and its stockholders.

The proposal seeks to eliminate the flexibility of the Board to make such determinations and would effectively deprive the Board of the ability to evaluate the particular needs of the Company and the specific qualifications of the individual in question. Given the presence of the independence safeguards and overall governance structure noted above, the Board believes that such a mandate would be both unnecessary and detrimental to the interests of stockholders.

### **The Guidelines provide for the election of a Lead Independent Director if the positions of Chairman and CEO are combined.**

The Board firmly supports having an independent Director in a Board leadership position at all times. As such, Interpublic's Corporate Governance Guidelines provides that, if the roles of Chairman and CEO are combined, the Board will designate a presiding director from among the independent directors. The duties of the presiding independent director and the non-executive chair include, but are not limited to, the following functions:

- convening and chairing meetings and executive sessions of the Non-Management Directors,
- coordinating feedback to the Chief Executive Officer on behalf of the Non-Management Directors on business issues and management,
- coordinating and developing with the Chief Executive Officer the agendas and presentations for meetings of the Board,
- as appropriate, being available for direct communication with stockholders who request such a communication, and
- perform such other duties and responsibilities as the Board may determine from time to time.

The Board believes that the Company's balanced and flexible corporate governance structure, including the requirement to elect an independent presiding director, if the Chairman and CEO roles are combined, with clearly-delineated and comprehensive duties, makes it unnecessary and ill-advised to have an absolute requirement that the Chairman be an independent director.

### **Our governance structure fosters board independence**

The Board believes that the independence of its committees and other robust corporate governance practices ensure independent oversight of our key issues relating to strategy, risk and integrity.

For example:

- 8 out of 9 directors, or 89%, are independent.
- Each of the Audit, the Compensation and Leadership Talent and the Corporate Governance and Social Responsibility Committees is required to be composed solely of independent directors. This means that the oversight of key matters, such as the integrity of financial statements, CEO performance, executive compensation, the nomination of directors and evaluation of the Board and its committees, is entrusted exclusively to independent directors.
- The Board and its committees meet regularly in executive session without management, have complete access to management and have the authority to retain independent advisors, as they deem appropriate.
- All independent directors play a role in overseeing the CEO's performance, with the Board routinely discussing this subject in executive session without the CEO present.
- The Board continually reviews its policies and committee charters to ensure that they are appropriate and reflect high standards.

### **Prior Submissions on this topic**

This matter has previously been voted on by our stockholders, at the 2016, 2018 and 2019 annual meetings and only received the support of 19%, 19% and 21% of our stockholders, respectively, demonstrating clear approval of our corporate governance framework and Board leadership structure.

### **Vote Required**

The affirmative vote of the majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting is required to approve this proposal.

## INFORMATION FOR STOCKHOLDERS THAT HOLD INTERPUBLIC COMMON STOCK THROUGH A BANK OR BROKER

Under SEC rules, brokers and banks that hold stock for the account of their customers are permitted to elect to deliver a single Annual Report and Proxy Statement (as well as other stockholder communications from the issuer) to two or more stockholders that share the same address. If you and other residents at your mailing address own shares of Common Stock through a broker or bank, you may have received a notice notifying you that your household will be sent only one copy of Interpublic's proxy materials. If you did not notify your broker or bank of your objection, you may have been deemed to have consented to the arrangement. If you would prefer in the future to receive a separate copy of Interpublic's Annual Reports and Proxy Statements, you may revoke your consent at any time by notifying Interpublic by letter addressed to The Interpublic Group of

Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP & Secretary or by calling Corporate Communications at (212) 704-1200. Your notification should include the name of your brokerage firm or bank and your account number.

If your household received only single copy of the 2021 Annual Report or this Proxy Statement and you would like to receive a separate copy, please contact Interpublic at the above address or telephone number. If you hold your shares of Common Stock through a broker or bank and are receiving multiple copies of our Annual Reports and Proxy Statements at your address and would like to receive only one copy for your household, please contact your broker or bank.

## INFORMATION FOR PARTICIPANTS IN THE INTERPUBLIC GROUP OF COMPANIES, INC. SAVINGS PLAN

Participants in The Interpublic Group of Companies, Inc., Savings Plan (the "Plan") may vote the number of shares of Common Stock equivalent to the interest in Common Stock credited to their accounts under the Plan as of the record date. Participants may vote by instructions given to Great-West Trust Company, the trustee of the Plan (the "Trustee"), pursuant to the proxy card being mailed with this Proxy Statement to Plan participants. The Trustee will vote shares in accordance with duly executed instructions if received on or before May 25, 2022.

If the Trustee does not receive timely instructions, the shares of Common Stock equivalent to the interest in Interpublic's Common Stock credited to that participant's account, will not be voted by the Trustee. The Trustee will vote any shares of Common Stock held by the Plan that are not specifically allocated to any individual Plan participant (known as the suspense account) in the same proportion that the Trustee votes the Common Stock for which it receives timely instructions from Plan participants.

The Board of Directors is not aware of any other matters which may be brought before the Annual Meeting. If other matters not now known come before the Annual Meeting, the persons named in the accompanying form of proxy or their substitutes will vote such proxy in accordance with their best judgment.

By Order of the Board of Directors,



Robert Dobson  
*Senior Vice President, Associate General  
Counsel & Secretary*

April 14, 2022

## APPENDIX A RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

**THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES**  
**U.S. GAAP RECONCILIATION OF NON-GAAP ADJUSTED RESULTS**  
**(Amounts in Millions)**  
**(UNAUDITED)**

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2021	2020	2021	2020
<b>Net Revenue</b>	<b>\$2,548.9</b>	<b>\$2,284.4</b>	<b>\$9,107.9</b>	<b>\$8,064.5</b>
<b>Non-GAAP Reconciliation:</b>				
<b>Net Income Available to IPG Common Stockholders</b>	<b>\$ 357.9</b>	<b>\$ 112.3</b>	<b>\$ 952.8</b>	<b>\$ 351.1</b>
Add Back:				
Provision for Income Taxes	67.4	58.1	251.8	8.0
Subtract:				
Total (Expenses) and Other Income	(24.0)	(49.8)	(214.1)	(227.1)
Equity in Net Income of Unconsolidated Affiliates	2.1	1.5	2.5	0.9
Net Income Attributable to Noncontrolling Interests	(10.1)	(4.7)	(20.0)	(3.1)
<b>Operating Income</b>	<b>457.3</b>	<b>223.4</b>	<b>1,436.2</b>	<b>588.4</b>
Add Back:				
Amortization of Acquired Intangibles	21.5	21.5	86.2	85.9
<b>Adjusted EBITA</b>	<b>478.8</b>	<b>244.9</b>	<b>1,522.4</b>	<b>674.3</b>
<i>Adjusted EBITA Margin on Net Revenue %</i>	<b>18.8%</b>	<b>10.7%</b>	<b>16.7%</b>	<b>8.4%</b>
Restructuring Charges <sup>1</sup>	13.0	253.9	10.6	413.8
<b>Adjusted EBITA before Restructuring Charges</b>	<b>\$ 491.8</b>	<b>\$ 498.8</b>	<b>\$1,533.0</b>	<b>\$1,088.1</b>
<i>Adjusted EBITA before Restructuring Charges Margin on Net Revenue %</i>	<b>19.3%</b>	<b>21.8%</b>	<b>16.8%</b>	<b>13.5%</b>

<sup>1</sup> Restructuring charges of \$13.0 million and \$10.6 million in the fourth quarter and year ended December 31, 2021, respectively, were related to adjustments to our restructuring actions taken in 2020, which were designed to reduce our operating expenses structurally and permanently relative to revenue and to accelerate the transformation of our business.

Note: Management believes the resulting comparisons provide useful supplemental data that, while not a substitute for GAAP measures, allow for greater transparency in the review of our financial and operational performance.

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