INTERPUBLIC GROUP OF COMPANIES, INC.
Form DEF 14A
April 08, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material under Rule 14a-12

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Name of the Registrant as Specified In Its Charter

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

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¨ Fee paid previously with preliminary materials.

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The Interpublic Group of Companies, Inc.

909 Third Avenue, New York, NY 10022

April 8, 2016

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of The Interpublic Group of Companies, Inc., to be held at 9:30 A.M. Eastern Time, on Thursday, May 19, 2016. The meeting will be held at the Paley Center for Media, 25 West 52 Street, New York, NY 10019.

This year, we are pleased to once again use the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials on the Internet. As a result, we are mailing to many of our shareholders a notice of the on-line availability of our proxy materials instead of paper copies of this proxy statement and our 2015 Annual Report. The notice contains instructions on how to access those documents online. The notice also contains instructions on how shareholders receiving the notice can request a paper copy of our proxy materials, including this proxy statement, our 2015 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 Shareholders 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,

Michael I. Roth

Chairman of the Board

and Chief Executive Officer

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The Interpublic Group of Companies, Inc.

909 Third Avenue, New York, NY 10022

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Time and Date: 9:30 a.m., local time, on Thursday, May 19, 2016

Place: The Paley Center for Media , 25 West 52 Street, New York, NY 10019

Items of Business:

1. To elect the ten 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 2016;

3. To hold an advisory vote on named executive officer compensation;

4. To adopt The Interpublic Group of Companies, Inc. Employee Stock Purchase Plan (2016);

5. To vote on two shareholder proposals described in the proxy statement if properly presented at the meeting; and

6. Transaction of such other business as may properly come before the meeting.

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

The close of business on March 24, 2016 has been established as the record date for the determination of shareholders entitled to notice of and to vote at this meeting and any adjournment thereof.

Shareholders will need to present a valid photo identification to be admitted to the Annual Meeting. Please note that the use of photographic and recording devices is prohibited at the meeting.

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to be held on May 19, 2016.

Interpublic s 2016 Proxy Statement and 2015 Annual Report are available electronically at http://www.interpublic.com.

By Order of the Board of Directors,

Andrew Bonzani

Senior Vice President, General Counsel and Secretary

Your vote is important! Whether or not you plan to attend the meeting in person, 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 and vote in person.

Dated: April 8, 2016

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THE INTERPUBLIC GROUP OF COMPANIES, INC.

Proxy Statement

INTRODUCTION

The Board of Directors of The Interpublic Group of Companies, Inc. (Interpublic, IPG, the Company, us, we or providing this Proxy Statement in connection with the Annual Meeting of Shareholders, which will be held in the Paley Center for Media , 25 West 52 Street, New York, NY, at 9:30 a.m., Eastern Time, on Thursday,

May 19, 2016. Interpublic s principal executive office is located at 909 Third Avenue, New York, NY 10022. The proxy materials are first being sent to shareholders beginning on or about April 8, 2016.

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

Why Did I Receive a Notice in the Mail Regarding the Internet Availability of the Proxy Materials Instead of a Paper Copy of the Proxy Materials?

Again this year, we are taking advantage of the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our shareholders of record a notice of the Internet availability of the proxy materials in lieu of a paper copy of the proxy materials. All shareholders receiving this Notice of Availability may access the proxy materials over the Internet or request a paper copy of the proxy materials by mail. In addition, the Notice of Availability 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 of Availability 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 shareholder on March 24, 2016, the record date for the Annual Meeting. On March 24, 2016, approximately 403,761,277 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 shares indirectly through a broker, bank or other intermediary, these materials are being sent to you by or on behalf of that entity.

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 1-866-540-5760. 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 19, 2016.

By Internet. You can also vote on the internet. The website address for Internet voting is http://www.proxyvoting.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 19, 2016.

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 18, 2016.

By Attending the Annual Meeting. If you attend the Annual Meeting, you can vote your shares in person by written ballot. You must present a valid photo identification for admission to the Annual Meeting. Please refer to the instructions set forth on the proxy card.

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Frequently Asked Questions

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 attend the Annual Meeting and vote in person, you will need to contact your broker, bank or other intermediary in advance of the meeting to obtain a legal proxy to permit you to vote by written ballot at the Annual 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 at the meeting, either in person or by proxy.

How are Votes Counted?

For all matters being submitted to a vote of shareholders, 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 shareholders 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 the 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 the 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 2016;

FOR the advisory vote to approve named executive officer compensation;

FOR the adoption of The Interpublic Group of Companies, Inc. Employee Stock Purchase Plan (2016); and

AGAINST both shareholder proposals.

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 shareholders 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
Adoption of the Employee Stock Purchase Plan (2016)	Majority of	Yes	No

Shareholder Proposals*	Majority of shares present and entitled to vote	Yes	No

* Advisory and non-binding

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Frequently Asked Questions

How Can I Revoke My Proxy or Change My Vote?

You can revoke your proxy or change your vote by:

Holders of Record

Sending written notice of revocation to the SVP, General Counsel & Secretary of Interpublic prior to the Annual Meeting;

Submitting a later dated proxy by mail or, prior to 1 a.m., EDT, on May 19, 2016, by telephone or Internet; or

Attending the Annual Meeting and voting in person by written ballot.

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 2016 Annual Meeting.

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, officer 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 2017 proxy materials?

Shareholder proposals submitted for inclusion in Interpublic s proxy statement and form of proxy for the 2017 Annual Meeting of Shareholders scheduled to be held on May 18, 2017, should be addressed to: The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: SVP, General Counsel & Secretary, and must be received by Interpublic by December 09, 2016, in order to be considered for inclusion. Such proposals must comply with all applicable Securities and Exchange Commission (SEC) regulations.

How do I submit an item of business for consideration at the 2017 Annual Meeting?

A shareholder wishing to introduce an item of business (including the nomination of any person for election as a director of Interpublic) for consideration by shareholders at the 2017 Annual Meeting, other than a shareholder 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 18, 2017, and no earlier than January 19, 2017, accompanied by the information required by Section 2.13(a)(2).

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At the Annual Meeting, ten directors are to be elected, each for a one-year term. The directors so elected will hold office until the Annual Meeting of Shareholders to be held in 2017 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 shareholder, 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, if any, nominee 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 Committee and approved and nominated for re-election by the Board of Directors.

The Board of Directors recommends that shareholders vote FOR each of the nominees.

Nominees for Director

The following information on each Director nominee is as of March 24, 2016, and has been provided or confirmed to Interpublic by the nominee.

JOCELYN CARTER-MILLER
Director Since: 2007

Age: 58
Public Directorships:

The Principal Financial Group, Inc.

Netgear, Inc.

Interpublic Committees:

Audit

Corporate Governance (Chair)

Executive

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.

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.

DEBORAH G. ELLINGER **Age:** 57
Director Since: 2015 **Public Directorships:**

iRobot, Inc.

Interpublic Committees:

Compensation and Leadership Talent **Former Public Directorships:**

Finance National Life Group

Sealy, Inc.

DEBORAH G. ELLINGER is the former Chief Executive Officer of The Princeton Review, a test preparation and college admission services company, where she served in that role from 2012 until 2014. Ms. Ellinger previously served as President of Restoration Hardware from 2008 to 2009. Prior to that, she was the Chief Executive Officer of Wellness Pet Food from 2004 to 2008. Ms. Ellinger also served as Executive Vice President, Business Development and Strategy at CVS Pharmacy from 2001 to 2003, Senior Vice President, Strategic Planning and Business Development at Staples from 1999 to 2001 and was a partner at The Boston Consulting Group. Ms. Ellinger began her career with Mellon Financial Corporation. Ms. Ellinger also served as a director of National Life Group from 2007 until 2014, and as a director of Sealy, Inc. from 2010 to 2013. She is qualified as a Barrister-at-Law in London, as a member of the Inner Temple. Ms. Ellinger holds an M.A. and B.A. in Law and Mathematics from the University of Cambridge. Ms. Ellinger is a member of the Board of Directors of iRobot Corporation.

Qualifications: With her experience as a CEO and executive of several large, consumer-focused companies across a wide variety of industries, Ms. Ellinger brings to the Board significant organizational and operational management skills, combined with extensive experience in international, consumer oriented businesses vital to a large public company in the marketing and advertising space. Her executive business development positions at both Staples and CVS Pharmacy also provides the Board with valuable insight and expertise in its oversight of the Company s business strategy.

H. JOHN GREENIAUS **Age:** 71
Director Since: 2001 **Former Public Directorships:**

Nabisco Inc.

Interpublic Committees: Penzoil Inc.

Compensation and Leadership Talent Primedia Inc.

True North Communications Inc.

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Item 1. Election of Directors

H. JOHN GREENIAUS retired as Chairman and Chief Executive Officer of Nabisco Inc. in 1997 having served in that position between 1993 and 1997. Mr. Greeniaus was named President and CEO of Nabisco in 1989 following KKR s leveraged buyout of the company and served in that position until 1993. Prior to that time, he held various marketing and general management positions with Nabisco in Canada, Europe and the U.S. Mr. Greeniaus began his career with Procter & Gamble in Canada and subsequently he worked at J. Walter Thompson and PepsiCo before joining Standard Brands, a Nabisco predecessor, in 1977.

Qualifications: Mr. Greeniaus provides insight into the challenges and issues facing a global enterprise from his experience as the former Chairman and Chief Executive Officer of Nabisco as well as his time managing Nabisco s European operations. His experience at PepsiCo, where he served as Vice President of Marketing, and his time at J. Walter Thompson allow him to offer valuable perspectives on issues relevant to a marketing services company. Mr. Greeniaus prior directorships at other public companies across a variety of industries give him the expertise to provide valuable contributions on accounting and corporate governance matters.

MARY J. STEELE GUILFOILE
Director Since: 2007

Age: 62
Former Public Directorships:

Viasys Healthcare, Inc. (now part of Becton, Dickinson and Company)

Interpublic Committees:

Audit (Chair)

Corporate Governance

Executive

Public Directorships:

Valley National Bancorp
C.H. Robinson Worldwide, 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.

DAWN HUDSON
Director Since: 2011

Age: 58
Former Public Directorships:

Allergan, Inc.

Lowe s Companies, Inc.

P.F. Chang s China Bistro, Inc.

Interpublic Committees:

Audit

Finance

Public Directorships:

NVIDIA Corporation

Amplify Snack Brands, Inc.

DAWN HUDSON has served as Chief Marketing Officer for the National Football League (the NFL) since October 2014. Previously, she served from 2009 to 2014 as vice chairman 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 thirteen years of experience on various public company boards is a valuable resource on corporate governance matters.

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Item 1. Election of Directors

WILLIAM T. KERR **Age:** 74
Director Since: 2006

Interpublic Committees:

Audit

Compensation and Leadership Talent (Chair)

Executive

Former Public Directorships:

Arbitron Inc.

Maytag Corporation

Meredith Corporation

Principal Financial Group

Storage Technology Corporation

Whirlpool Corporation

Public Directorships:

Global Partner Acquisition Corp.

WILLIAM T. KERR is the Chairman of Global Partner Acquisition Corp., a special purpose acquisition company, and began serving in that role in August 2015. Previously, Mr. Kerr served as President and Chief Executive Officer of Arbitron Inc., a media and marketing research firm, from 2010 to 2013. He served as Chairman of the Board of Meredith Corporation from 2006 to 2010 and was Chairman and Chief Executive Officer of Meredith from 1998 to 2006. He was President and Chief Executive Officer of Meredith Corporation from 1997 to 1998. Mr. Kerr served as President and Chief Operating Officer for Meredith Corporation from 1994 through 1997 and as Executive Vice President of Meredith Corporation and President of its Magazine Group from 1991 through 1994. Prior to that time, Mr. Kerr served as Vice President of The New York Times Company and President of its magazine group, a position he held since 1984.

Qualifications: Mr. Kerr s general business background and knowledge in the fields of marketing research and media make a valuable contribution to the Board. In his role as Chairman of Global Partner Acquisition, as well as his previous leadership and executive experience at both Arbitron and at Meredith Corporation, a diversified media company, Mr. Kerr provides to the Board the perspective and insights of an organizational leader who has managed issues similar to those faced by Interpublic.

HENRY S. MILLER **Age:** 70
Director Since: 2015

Interpublic Committees:

Corporate Governance

Former Public Directorships:

Ally Financial Inc.

Finance

Public Directorships:

American International Group, Inc.

HENRY S. MILLER has been Chairman of Marblegate Asset Management, LLC, a privately owned asset management firm, since 2009. Mr. Miller was co-founder, Chairman and a Managing Director of Miller Buckfire & Co., LLC, an investment bank, from 2002 to 2011 and Chief Executive Officer from 2002 to 2009. Prior to founding Miller Buckfire &

Co., LLC, Mr. Miller was Vice Chairman and a Managing Director at Dresdner Kleinwort Wasserstein and its predecessor company Wasserstein Perella & Co., where he served as the global head of the firm s financial restructuring group.

Qualifications: Mr. Miller s expertise and knowledge as a financial industry executive contributes an important perspective to the Board on the Company s business strategy and financial control matters.

JONATHAN F. MILLER **Age:** 59

Director Since: 2015

Former Public Directorships:

Houghton Mifflin Harcourt Company

Interpublic Committees:

Live Nation Entertainment, Inc.

Corporate Governance

RTL Group SA

Finance

Shutterstock, Inc.

Public Directorships:

Akamai Technologies Inc.

AMC Networks Inc.

j2 Global, Inc.

TripAdvisor, Inc.

JONATHAN F. MILLER was the Chairman and Chief Executive of News Corporation s digital media group and 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 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, American Online, Inc. and USA Networks Information, provides the Board with a broad and valuable perspective and expertise on the complex media and advertising landscape.

MICHAEL I. ROTH **Age:** 70
Director Since: 2002

Public Directorships:

Interpublic Committees:

Pitney Bowes Inc.

Executive (Chair)

Ryman Hospitality Properties Inc.

MICHAEL I. ROTH became Chairman of the Board and Chief Executive Officer of Interpublic in January 2005. Prior to that time Mr. Roth served as Chairman of the Board of Interpublic from July 2004 to January 2005 and has been a director of Interpublic since 2002. Mr. Roth served as Chairman and Chief Executive Officer of The MONY Group Inc. from February 1994 to June 2004.

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Item 1. Election of Directors

Qualifications: Mr. Roth s leadership and perspective as Interpublic s Chief Executive Officer gives him an intimate knowledge of the Company s operations and his role as Chairman of the Board is aided by his successful tenure as Chairman and Chief Executive Officer of The MONY Group. Mr. Roth s other directorships, and his accounting, tax and legal background, as a certified public accountant and holding an L.L.M. degree from New York University Law School, also adds significant value to his overall contributions as a member of the Board and in his role as Chairman.

DAVID M. THOMAS
Director Since: 2004

Age: 66

Public Directorships:

Fortune Brands Home & Security, Inc. (Non-executive Chairman)

Interpublic Committees:

Compensation and Leadership Talent

Finance (Chair)

Executive

Former Public Directorships:

IMS Health Inc.

The MONY Group, Inc.

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 role as Presiding Director. 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.

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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 shareholders. 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, and the charters of each of our board committees, and the codes 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, General Counsel & Secretary. These documents provide the framework for our governance at the board level. Our directors understand that they serve you as shareholders 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 charters and practices to assure that they are appropriate and reflect high standards.

INTERPUBLIC GOVERNANCE HIGHLIGHTS

Key Governance Principles	All directors are elected annually. In uncontested director elections, each director is elected by a majority of shares present and entitled to vote. 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 shareholders. 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 shareholders the election of new directors to add a fresh perspective and ensure adequate succession planning. No member of the Audit Committee may serve on the audit committees of more than two other public companies.
Board Independence	9 of the 10 director nominees are independent. Our CEO is the only member of management who serves as a director. Our Audit, Compensation and Leadership Talent, Corporate Governance, and Finance committees are comprised solely of independent directors. The committee chairs play a key role in shaping the agendas and information presented to their committees. The Board and the Committees have the authority to hire independent advisors, as they deem appropriate.
Presiding Director	The independent directors annually elect an independent Presiding Director. The Presiding Director chairs regularly scheduled executive sessions.

	The Presiding Director, together with the Chairman, plays a key role in forming the agendas and information presented to the Board. The Presiding Director has additional duties and responsibilities set forth on page 14.
Board Oversight of Risk and Strategy	Enterprise-wide risk management is overseen by our Audit Committee, which reports on such matters to the Board. Our Compensation Committee reviews compensation practices to ensure that they do not encourage imprudent risk taking. Our Board directly oversees and advises management on development and execution of corporate strategy.
Shareholder Rights	No poison pill or similar shareholder rights plan. No supermajority voting requirements.

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Our Corporate Governance Framework

	Shareholders holding 25% or more of the Company s common stock have the right to require that we hold a special shareholders meeting to consider matters that are the proper subject of shareholder action. Regular outreach and engagement with shareholders.
Compensation Governance	A significant percentage of the compensation paid to our named executive officers (NEOs) is performance-based and exposed to fluctuations in the price of our common stock (page 24). Robust stock ownership guidelines for our NEOs, directors and other senior executives (pages 15 and 37). The Compensation and Leadership Talent Committee engages an independent consultant on executive compensation matters.
Succession Planning	CEO and management succession planning is one of the board s highest priorities Our board devotes significant attention to identifying and developing talented senior leaders.

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 ten directors, one of whom, Michael I. Roth, is an employee of Interpublic (referred to in this Proxy Statement as the Management Director) and nine of whom are not employees of Interpublic or its subsidiaries (referred to in this Proxy Statement as Non-Management Directors). At its meeting held on March 23, 2016, the Corporate Governance Committee 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 2015, with Mr. Thomas in his role of the Presiding Director serving as the chairperson of the sessions.

Director Selection Process

The Corporate Governance Committee is charged with the responsibilities described below under the heading

One of the Committee s responsibilities is to identify and recommend to the Board candidates for election as directors. The Committee, together with the Presiding Director, considers candidates suggested by its members, other directors, senior management and shareholders as necessary in anticipation of upcoming director elections or due to Board vacancies. The 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 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 2016 annual meeting were evaluated and recommended to the Board for nomination by the Corporate Governance Committee, and nominated by the Board for election.

All director candidates, including those recommended by shareholders, are evaluated on the same basis. Candidates are considered in light of the entirety of their credentials, including:

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;

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- Their potential contribution to the diversity and culture of the Board;
- Their educational background;
- Their independence from management under NYSE Listing Standards and Interpublic s Corporate Governance Guidelines;
- 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.

In determining the needs of the Board and Interpublic, the Committee considers the qualifications of sitting directors and consults with the Presiding Director, other members of the Board (including as part of the Board s annual self-evaluation), the CEO and 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 and questioning in meetings of the Board and its various committees, as well as in less formal contacts with management.

Director candidates, other than sitting directors, are interviewed by members of the Committee and by other directors, the CEO and other key management personnel, and the results of those interviews are considered by the Committee in its deliberations. The 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.

Shareholders wishing to recommend a director candidate to the Committee for its consideration should write to the 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 2017. 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. The Board seeks opportunities to provide potential leaders with exposure and visibility to Board members through formal presentations and by holding a number of Board and committee meetings throughout the year 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, General Counsel & Secretary.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

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

c/o SVP, General Counsel & 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 Presiding Director (whose responsibilities are described below) or the appropriate committee chairperson.

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Our Corporate Governance Framework

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 prepare 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 11 meetings in 2015 and committees of the Board held a total of 27 meetings. During 2015, each director attended 75% or more of the total number of meetings of the Board of Directors and committees on which he or she served.

Attendance at Annual Meeting of Shareholders

Interpublic does not have a specific policy for attendance by directors at the Annual Meeting of Shareholders. However, each current director attended the 2015 Annual Meeting.

Board Structure and Committees

The standing committees of the Board consist of the Audit Committee, the Compensation and Leadership Talent Committee, the Corporate Governance Committee, the Executive Committee and the Finance Committee. The activities of the Audit Committee, Compensation and Leadership Talent Committee, the Corporate Governance Committee and the Finance Committee 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, General Counsel & 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.

Committees of the Board of Directors

The following table shows the directors who are currently members or chairman of each of the standing Board committees and the number of meetings each committee held in 2015.

Name		Audit	Compensation and Leadership Talent	Corporate Governance	Executive	Finance
Carter-Miller	**I**			**C**		
Ellinger	**I**					

Greeniaus	**I**					
Guilfoile	**I**	**C**				
Hudson	**I**					
Kerr	**I**		**C**			
H. Miller	**I**					
J. Miller	**I**					
Roth	¿				**C**	
Thomas	**PD I**					**C**
Number of Meetings in 2015	9	7	6	0	5	

¿Chairman of the Board **C** Committee Chair Member **I** Independent Director **PD** Presiding Director

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Our Corporate Governance Framework

Audit Committee

Roles and Responsibilities:

Reviews the annual financial information to be provided to shareholders and filed with the SEC;

Reviews the system of internal controls established by management;

Reviews financial reporting policies, procedures and internal controls;

Reviews and oversees the internal and external audit processes;

Responsible for the selection, compensation, retention and oversight of Interpublic s registered independent public accounting firm;

Responsible for the other activities described in greater detail in the Audit Committee Report on page 19;

Responsible for other activities described in greater detail under the heading:

The Board s Role in Risk Oversight on page 14; and

Transactions with Related Persons on page 14.

Committee Members:

Carter-Miller (F, I)

Guilfoile (C, F, I)

Hudson (F, I)

Kerr (F, I)

Number of meetings during 2015: 9

Independence and Financial Literacy

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.

The Board has determined that each member of the Audit Committee qualifies as an audit committee financial expert as defined by the SEC rules.

Compensation and Leadership Talent Committee

Roles and Responsibilities:

Reviews and adopts the executive compensation philosophy for the Company;

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;

Reviews and recommends to the Board, the compensation of the CEO;

In consultation with the CEO, approves the compensation of the executive officers, other than the CEO, and approves the compensation of other senior executives of the Company and its subsidiaries;

Oversees and administers the Company s equity performance incentive plans;

Establishes the performance measures and goals and verifies the achievement of performance goals under performance-based incentive compensation and equity plans; and

Committee Members:

Ellinger (I)

Greeniaus (I)

Kerr (C, I)

Thomas (I)

Number of meetings during 2015: 7

Reviews the Company s share ownership guidelines for selected senior executives.

The Compensation Committee s primary processes for establishing and overseeing executive compensation are described in the Compensation Discussion & Analysis under the heading Compensation Philosophy and Basic Principles on page 33.

Independence

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.

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 Listed Company Rules and applicable SEC rules and regulations

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Our Corporate Governance Framework

Corporate Governance Committee

Roles and Responsibilities:

Oversees corporate governance issues and makes recommendations to the Board;

Identifies, evaluates, and recommends candidates for nomination to the Board and the appointment of Board committee members;

Reviews and makes recommendations to the Board regarding director independence;

Reviews and advises management on the Company s social responsibility initiatives;

Oversees and recommends to the Board the CEO succession planning;

Oversees the annual self-evaluation process of the Board and Committees; and

Responsible for approving the compensation paid to the Board and committee members.

Committee Members:

Carter-Miller (C, I)

Guilfoile (I)

H. Miller (I)

J. Miller (I)

Number of meetings during 2015: 6

Independence

Each member of the Corporate Governance Committee is independent in accordance with the standards set forth in Interpublic s Corporate Governance Guidelines and the NYSE Listing Standards.

Executive Committee

Roles and Responsibilities:	**Committee Members:**
Acts on the Board s behalf between Board meetings.	Carter-Miller (I) Guilfoile (I) Kerr (I) Roth (C) Thomas (I) **Number of meetings during 2015:** 0

Finance Committee

Roles and Responsibilities:	**Committee Members:**
Reviews and recommends to the Board annual financial plan and annual capital plan, as well as the Company s financial forecast and long-term performance targets goals; Reviews and recommends to the Board global financial policies and practices and reviews and analyzes financial matters, acquisitions and divestiture transactions; and Reviews and recommends to the Board the dividend and share repurchase policies to the Board, as well as the Company s capital and debt structure.	Ellinger (I) Hudson (I) H. Miller (I) J. Miller (I) D. Thomas (C, I) **Number of meetings during 2015:** 5

Independence

Each member of the Finance Committee is independent in accordance with the standards set forth in Interpublic s Corporate Governance Guidelines and the NYSE Listing Standards.

C = Committee Chair

I = Determined by the Board to be independent under the NYSE Listed Company Rules and applicable SEC rules and regulations

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Our Corporate Governance Framework

BOARD LEADERSHIP STRUCTURE

The Board continually examines its policies to ensure that Interpublic s corporate governance and Board structure are designed to maximize the Company s effectiveness. Currently, the Board believes that Interpublic s Chief Executive Officer is best situated to serve as Chairman because he is the director most familiar with the operations of the Company, and most capable of determining the strategic and operational priorities of Interpublic and leading discussions with the Board. To ensure a proper level of independent board oversight, the Board has also designated a Presiding Director, who has the duties described below. 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.

Interpublic s Board structure allows for independent directors to bring experience, oversight and expertise from outside Interpublic and other industries, while the Chief Executive Officer brings a company-specific knowledge base and expertise. The Board believes that the combined role of Chairman and Chief Executive Officer promotes more effective

strategy development and execution and enhances the information flow between management and the Board, which are essential to effective governance, and coupled with the appointment of a Presiding Director, provides the most efficient and effective leadership structure for Interpublic, and accordingly is in the best interests of Interpublic and our shareholders.

Presiding Director

The Presiding Director of the Board helps to coordinate communications between the Board and management of Interpublic. In this role, the Presiding Director, convenes and chairs meetings and executive sessions of the Non-Management Directors, coordinates feedback to the Chairman and Chief Executive Officer on behalf of the Non-Management Directors on business issues and management, and coordinates and develops with the Chairman of the Board and Chief Executive Officer the agendas and presentations for meetings of the Board. Mr. Thomas currently serves as the Presiding Director.

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;

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);

Corporate Governance Committee management and oversight of potential risks associated with potential issues of independence of any directors and potential conflicts of interest;

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 or not 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 shareholders. 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 he or she or any of his or her immediate family members is the Related 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

Since January 1, 2015, there have been no transactions involving a Related Person identified in the responses to the annual questionnaire sent to each director and executive officer of Interpublic or that otherwise are known to the Audit Committee or Interpublic.

DIRECTOR SHARE OWNERSHIP GUIDELINES

The Board has adopted Common Stock ownership guidelines for Non-Management Directors which set the minimum ownership expectations for Non-Management Directors. On February 18, 2016, the Board approved a change to the guidelines, from a fixed dollar value of $300,000 to a multiple of five times the annual cash retainer paid to directors. After giving effect to this change, the minimum share ownership requirement is now equal to $500,000, an increase of $200,000 from the prior guideline. Non-Management Directors elected after 2011 have five years from their initial election to meet this guideline. Outstanding shares of restricted stock are included in a Director s share ownership, but Common Stock underlying unexercised stock options is not included. The

Company believes that the equity component of director compensation serves to further align the Non-Management Directors with the interests of our shareholders. For information about share ownership of our Non-Management Directors, see Non-Management Director Compensation on page 16 and Share Ownership of Management on page 59. For a discussion of the share ownership guidelines applicable to Interpublic s executives, see Compensation Discussion & Analysis Share Ownership Guidelines on page 37. All Non-Management Directors had met or exceeded these guidelines, with the exception of Ms. Ellinger and Messrs. H. Miller and J. Miller, each of whom joined the Board on March 1, 2015.

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Annual Board/Committee Retainer Fees

During 2015, each Non-Management Director received as cash compensation for services rendered an annual retainer of $100,000. No additional compensation was paid for attendance at Board or committee meetings.

For 2015, the Chairpersons of the Audit Committee, Compensation Committee and Finance Committee each received an additional annual retainer of $20,000 and the Chairperson of the Corporate Governance Committee received an additional annual retainer of $15,000 per year.

Presiding Director Retainer Fees

For 2015, the Presiding Director received a retainer of $25,000. This retainer was in addition to the retainers Mr. Thomas received for service as a Non-Management Director and for serving as the Chairperson of the Corporate Governance Committee.

Non-Management Directors Plan

Each Non-Management Director in 2015 also received, as consideration for services rendered as a member of the Board, an award of restricted shares of Common Stock having a market value of $150,000 on the date of grant (the Restricted Shares) under the 2009 Interpublic Non-Management Directors Stock Incentive Plan, as amended which was approved by the shareholders in 2009 (the 2009 Directors Plan).

Under the terms of the 2009 Director Plan, 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 that 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.

On April 30, 2015, in accordance with the 2009 Directors Plan, Mss. Carter-Miller, Ellinger, Guilfoile and Hudson and Messrs. Greeniaus, Kerr, H. Miller, J. Miller and Thomas each received a grant of 7,175 Restricted Shares.

Changes to Board Compensation in 2016

Effective on January 1, 2016, the Board approved certain changes to the overall compensation of the Board, as recommended by the Corporate Governance Committee. After giving effect to such increases:

- The annual grant of restricted shares of common stock of the Corporation was increased to $200,000;

- The annual retainer for the following Committee Chairs were increased to $30,000 for the Chair of the Audit Committee, $25,000 for the chair of the Compensation and Leadership Talent Committee and $20,000 for the chair of the Corporate Governance Committee; and

The Presiding Director retainer was increased to $75,000.

Deferred Compensation

Mr. Goldstein and Ms. Considine, each of whom retired from the Board effective March 1, 2015, each had an agreement with Interpublic under which each deferred all director fees for service before 2007. In 2015, the amounts deferred earned interest credits at an annual rate of 0.21%. This rate did not constitute above-market or preferential earnings on deferred compensation as defined by SEC rules. The total amounts deferred, plus all accrued interest, was paid to them in a lump-sum in 2015 following their retirement from the Board.

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.

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Non-Management Director Compensation

Director Summary Compensation Table

The following table shows the compensation paid to Non-Management Directors for 2015.[1]

Name	Fees Earned or Paid in Cash ($) (4)	Stock Awards ($) (5)	All Other Compensation ($) (6)	Total ($)
Jocelyn Carter-Miller	112,500	150,000	7,100	269,600
Deborah Ellinger (2)	83,333	150,000	15,750	249,083
H. John Greeniaus	100,000	150,000	20,000	270,000
Mary J. Steele Guilfoile	120,000	150,000	11,500	281,500
Dawn Hudson	100,000	150,000	18,932	268,932
William T. Kerr	120,000	150,000	12,500	282,500
Henry S. Miller (2)	83,333	150,000	20,000	253,333
Jonathan F. Miller (2)	83,333	150,000	12,200	245,533
David M. Thomas	144,166	150,000	20,000	314,166
Jill M. Considine (3)	25,000	0	195,184	220,184
Richard A. Goldstein (3)	25,000	0	175,434	200,434

(1) Michael Roth, Interpublic s Chairman of the Board and Chief Executive Officer, is not included in this table because he is an employee of Interpublic and receives no compensation for his services as director. Mr. Roth s compensation as an employee of Interpublic is shown in the Summary Compensation Table on page 40, and the sections that follow the Summary Compensation Table.

(2) Ms. Ellinger and Messrs. H. Miller and J. Miller were elected to the Board on March 1, 2015, and accordingly, their annual retainer fees were prorated for their period of service.

(3) Ms. Considine and Mr. Goldstein both retired from the Board effective March 1, 2015.

(4) Consists of annual retainer fees, Committee chairmanship retainer fees and, for Mr. Thomas, the retainer fee for service as the Presiding Director.

(5)

Consists of the grant date fair value of the restricted stock awards granted on April 30, 2015, 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 11 to Interpublic s audited financial statements included in Interpublic s Form 10-K for the year ended December 31, 2015 (the 2015 Form 10-K).

(6) For each director other than Ms. Considine and Mr. Goldstein, the amount shown consists entirely of, and for Ms. Considine includes $19,750 in, matching charitable contributions made by Interpublic under the Charitable Matching Program.

For Ms. Considine the amount shown includes, and for Mr. Goldstein the amount shown consists entirely of, a cash payment of $175,434 in exchange for the surrender of 7,867 restricted shares awarded on May 30, 2014, calculated based on the closing price of the Common Stock on February 27, 2015, the last business day each served as a director, which under the terms of the award would have been forfeited due to termination of their service as a director prior to the first anniversary of the award.

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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 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 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 shareholders 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 2016. 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 2014 and 2015.

Worldwide Fees (in Millions) Fee Category	2014 ($)	% of Total	2015 ($)	% of Total
Audit Fees (A)	27.40	83.8	26.29	84.9
Audit Related Fees (B)	2.18	6.7	1.55	5.0
Tax Fees (C)	3.09	9.5	3.05	9.9
All Other Fees (D)	0.01	0.0	0.06	0.2
Total Fees	32.68	100.0	30.95	100.0

(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, compliance audits and reviews, attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards.

(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 the performance of studies related to information technology and human resources and financial diligence for potential acquisitions.

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 2016

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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 by rules of the SEC.

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, 2015, 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 Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board (the PCAOB); and

Received the written disclosures and the letter from PricewaterhouseCoopers required by Rule 3526, Communication with Audit Committees Concerning Independence, 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 s 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, 2015.

THE AUDIT COMMITTEE

Mary J. Steele Guilfoile, Chairman

Jocelyn Carter-Miller

Dawn Hudson

William T. Kerr

February 17, 2016

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In accordance with a federal securities law requirement, enacted as part of the recent 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 shareholders 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 21 to 57 of this Proxy Statement. In addition to complying with this legal requirement, the Board recognizes that providing shareholders 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 shareholders held in May 2015, a substantial majority of the Company s shareholders voted on an advisory basis to approve the compensation received by our named executive officers in fiscal 2014. The Compensation Committee believes this reflects shareholders 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 shareholders 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.

We encourage you to carefully review the Compensation Discussion & Analysis beginning on page 21 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 2015. 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 following resolution 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 21 to 57 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.

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

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This section of our Proxy Statement provides:

An overview of our compensation philosophy and our executive compensation programs, which are designed to reward our senior leaders for effectively building long-term shareholder value.

Details on how we pay our Named Executive Officers , as well as the factors weighed by the Compensation and Leadership Talent Committee of our Board of Directors (the C&LT Committee or Committee) in arriving at specific compensation policies and decisions involving executive pay in 2015.

Our 2015 Named Executive Officers (NEOs):

MICHAEL ROTH	Chairman & Chief Executive Officer
FRANK MERGENTHALER	EVP, Chief Financial Officer
PHILIPPE KRAKOWSKY	EVP, Chief Strategy & Talent Officer
ANDREW BONZANI	SVP, General Counsel & Secretary
CHRISTOPHER CARROLL	SVP, Controller & Chief Accounting Officer

OVERVIEW OF EXECUTIVE COMPENSATION PROGRAMS

PRIMARY COMPENSATION ELEMENTS

			Long-term Incentives		
			Performance-based	Performance-based	
Pay Element	**Salary**	**Annual Incentive**	**Cash**	**Shares**	**Restricted Shares**
RECIPIENT	All Named Executive Officers				
FIXED OR VARIABLE COMPENSATION	Fixed	Variable			
DURATION OF PERFORMANCE	Short-term Emphasis		Long-term Emphasis		

PERFORMANCE PERIOD	Ongoing	1 year	2 years	3 years	3 years
FORM OF DELIVERY	Cash			Equity	
HOW PAYMENT IS DETERMINED	C&LT Committee; Chairman & CEO recommendations considered for other NEO s	Formulaic (80%); C&LT Committee assesses achievement of key strategic objectives (20%)	Formulaic; C&LT Committee verifies performance (performance-based shares also depend on stock price on vest date)		Formulaic; depends on stock price on vest date

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 measure up to our targets. This correlation between our performance and pay aligns our NEOs with the interests of our shareholders. The strong and positive alignment of our pay with operating results has been demonstrated by the vote for recommendation from shareholder advisory firms on every say-on-pay vote we have submitted to shareholders.

The incentives provided to our NEOs are performance-based and are predominantly earned based on achieving corporate financial goals. However, one notable exception is that a portion of their long-term incentive (1/4) is linked directly to shareholder interests and

awarded in restricted shares that ultimately earn value based on the performance of our stock price.

In 2014, in addition to the use of organic revenue growth and operating income before incentives as financial metrics for determining the final earned value of our performance-based long-term incentive awards, a relative total shareholder return (TSR) modifier was added to the performance-based shares granted to our NEOs. Furthermore, for 2015 we introduced a modifier to the annual incentive plan as well. This modifier is based on IPG s Salary and Related Salaries (SRS) ratio which is a measurement of the relationship between compensation and revenue, and has been introduced to enhance focus on driving improvement to this key metric.

Approximately 90% of the target total 2015 compensation (excluding benefits) for the Chairman & CEO was variable/performance-based pay, while on average variable/performance-based pay represented 71% of target total compensation (excluding benefits) for all other NEOs.

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Compensation Discussion & Analysis

Our programs require significant executive share ownership. We adopted share ownership guidelines (SOGs) in 2007. Our CEO s ownership guideline is 6x base salary; all other NEOs have guidelines set at 2x base salary, thereby ensuring further alignment with shareholders. All NEOs are in compliance with average ownership at the end of 2015 at over 275% of the established ownership guideline. Beginning in 2013, the Company added a new stock holding requirement to the SOG such that executives who have not met their established guideline level in the time allotted are required to hold all net after-tax shares delivered from equity vestings until such time as requirements are met.

Our incentive plans include appropriate safeguards. We prohibit our NEOs and other senior executives from engaging in any transaction involving derivatives designed to hedge against the risk associated with ownership of IPG shares. Our Performance Incentive Plan, approved in 2014, prohibits the re-pricing of stock options without shareholder approval and does not allow for the granting of reload stock options which provide for the grant of additional stock options upon the exercise of previously granted stock options. In addition, we have an active clawback policy under which compensation can be recovered in the event of a significant restatement of our financial results due to fraud or misconduct.

We appropriately limit guaranteed compensation. As indicated above, the majority of our compensation is performance based. As shown on page 40 of the Summary Compensation Table, we do not provide company-paid perquisites to our most senior executives. We also do not provide for any cash severance payments that exceed 2.99 times the sum of base salary and target annual incentive. Dividends cannot be earned on unvested performance shares.

In 2014, shareholders approved the 2014 Performance Incentive Plan (the 2014 PIP) which included

modifications to the treatment of annual and long-term incentives upon a change of control. For annual incentives, the 2009 PIP allowed for the payment of full target annual incentive amounts in the event of a change of control at any point in the year. Under the 2014 PIP, pro-rata target annual incentive amounts would be paid if the change of control occurs in the first quarter; full target annual incentive amounts would be provided if the change of control occurs after the first quarter, For long-term incentives, to better align with current market norms and the best interest of shareholders, for all awards granted in 2014 and future years, IPG moved from so-called single-trigger awards that vested upon

a change of control regardless of whether the employee is terminated to a double-trigger that only accelerates vesting if there is a termination following a change of control.

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 of control exceed certain limits. If IPG were to experience a change of 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.

These practices were validated at our annual meeting of shareholders in May 2015 when a substantial number of votes (93%) were cast in favor of our 2014 executive compensation pay practices, and have been further enhanced with the structural changes implemented for 2015.

We believe that our existing programs continue to ensure our executive compensation programs are aligned with best practices in corporate governance and promote a strong relationship between pay and performance.

2015 BUSINESS HIGHLIGHTS

In 2015, IPG completed another very successful year, which saw us accomplish significant milestones in terms of our performance in the marketplace, as well as our financial results. We continued to demonstrate the effectiveness of our global offerings, across the full spectrum of advertising, media and marketing services, with particular emphasis on our creative and digital capabilities; we further strengthened our position as the destination of choice for the industry s top talent; and we built on our capital return programs while earning an enhanced credit rating.

The quality of our offerings is at its highest level in many years. This was evident in the level of recognition received across the portfolio in the form of awards from industry

press, as well as performance in the most important creative and effectiveness competitions in every marketing discipline. The competitiveness of our agencies was also reflected in IPG s strong new business performance throughout the year.

Highlights of our performance included strong performance at our global networks, dynamic growth from our digital specialist agencies and within the embedded digital capabilities across the portfolio, as well as continued strong performance in emerging international markets, on top of outstanding growth in recent years. Our focus on delivering open architecture solutions that integrate the best of our talent across the organization by means of customized client teams was once again a meaningful contributor to our results.

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Compensation Discussion & Analysis

CONTINUED REVENUE GROWTH AND OPERATING MARGIN PERFORMANCE

At the outset of the year, the Company communicated targets to the financial community of between 3% and 4% organic revenue growth, which we believed would represent competitive performance, as well as 80 to 100 basis points of margin improvement from the previous year s

operating margin of 10.5%. The reported 2015 top-line result of 6.1% organic growth outperformed our target range, and represents an industry-leading result, which is the fifth time in the past six years we posted a level of performance that was competitive or better on this key metric. Organic revenue growth for the past three years was as follows:

Reported operating margin of 11.5% for the year was at the high end of the range communicated to investors. Coupled with the 120 basis points of margin improvement in 2014

(excluding our Q4 2013 restructuring charge of $60.6 million), this puts IPG solidly on track toward achieving our long-standing objective of delivering peer-level margins.

INVESTMENT GRADE RATING AND RETURN OF CAPITAL TO SHAREHOLDERS

During 2015, we also built on our record of continued progress in the operating and financial management of our Company. Improvements in operating margin were driven by leverage on both our Salaries & Related and Office & General Expenses. We also continued to strengthen our

capital structure and achieved an upgrade from S&P that brought our credit rating to investment grade status at all three of the credit rating agencies. Our return of capital programs continued to positively impact results, with a total of approximately $2.5 billion in dividends and share repurchases since these programs began in 2011.

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Compensation Discussion & Analysis

INDUSTRY LEADING SHARE PERFORMANCE AND TSR

The impact of these initiatives and, our strong operating performance, were evident in our outstanding share performance. Our total shareholder return (TSR) was 14.6% in 2015, which outperformed the average of our core

competitive peer group (OMC, WPP, PUB) and was significantly in excess of the overall market (TSR for the S&P 500 was 1.4%). Our record of comprehensive relative TSR outperformance for periods ended December 31, 2015 now extends back for eight years.

ALIGNING PAY WITH PERFORMANCE

For 2015, approximately 90% of the target total compensation (excluding benefits) for the Chairman & CEO was variable/performance-based pay, while on average performance-based pay represented 71% of target total compensation (excluding benefits) for all other NEOs. For our

NEOs, 100% of the annual incentives and 75% of long-term incentives could be earned only if corporate financial performance goals were met. The remaining 25% of their long-term incentive target was tied directly to shareholder interests and granted in restricted shares tied to our stock price performance.

CHANGES IN TARGET COMPENSATION IN 2015

Name	Year	Base Salary earned in 2015 $	Target AI %	Target AI $	Annual LTI Value at Target $	Total Annual Target Comp. $	Difference in Total Annual Target Comp. $
Michael Roth	2015	$ 1,500,000	200%	$ 3,000,000	$ 9,800,000	$ 14,300,000	$ 1,300,000
	2014	$ 1,400,000	200%	$ 2,800,000	$ 8,800,000	$ 13,000,000	
Frank Mergenthaler	2015	$ 1,000,000	125%	$ 1,250,000	$ 2,500,000	$ 4,750,000	$ 0
	2014	$ 1,000,000	125%	$ 1,250,000	$ 2,500,000	$ 4,750,000	
Philippe Krakowsky	2015	$ 900,000	125%	$ 1,125,000	$ 2,250,000	$ 4,275,000	$ 325,000
	2014	$ 800,000	125%	$ 1,000,000	$ 2,150,000	$ 3,950,000	

Andrew Bonzani	2015	$ 700,000	75%	$ 525,000	$ 1,000,000	$ 2,225,000	$ 0
	2014	$ 700,000	75%	$ 525,000	$ 1,000,000	$ 2,225,000	
Christopher Carroll	2015	$ 582,063	60%	$ 349,238	$ 500,000	$ 1,431,301	$ 27,125
	2014	$ 565,110	60%	$ 339,066	$ 500,000	$ 1,404,176	

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Compensation Discussion & Analysis

2015 COMPENSATION ENHANCEMENTS & LINK TO STRATEGY

Pay Element	Description	Recent Enhancements	Link To Business & Talent Strategies
BASE SALARY (see page 25)	Fixed cash compensation recognizing individual performance, time in role, scope of responsibility, leadership skills and experience Reviewed annually and adjusted when appropriate	As reflected on the previous page, increases were made to the Chairman & CEO s salary in 2015 as well as two other NEOs (detailed further on pages 25 and 26)	Competitive base salaries help attract and retain key executive talent Material adjustments are based on performance and are not guaranteed
ANNUAL INCENTIVES (see page 26)	Performance-based cash compensation dependent on performance against annually established financial targets and individual performance	No changes were made to annual incentive targets as a % of base salary for the NEOs in 2015 ***New in 2015:*** Beginning with the 2015 annual incentive, a modifier was added to enhance focus on driving improvement to our Salary and Related Salaries (SRS) ratio (detailed on page 26)	This plan rewards performance that grows annual organic revenue, increases profitability and involves the achievement of high priority strategic objectives, all of which we believe ultimately drive increased long-term shareholder value
LONG-TERM INCENTIVES (see page 29)	Performance-based cash and stock compensation based on 2- and 3-year performance against established financial targets All awards vest on the 3rd anniversary of the grant date; subject to continued employment	In 2015, increases were made to the Chairman & CEO s long-term incentive target as well as for one other NEO (further detailed on page 24) For 2015, long-term incentive awards were granted to our NEOs in February; targets values were broken down and granted as follows (detailed	Like our annual incentives, our long-term incentives encourange senior leaders to focus on delivering in our key financial metrics, but do not encourage or allow for excessive or unnecessary risk-taking in achieving this aim The long-term plan also ensures that executives have

	further on page 29): ¡ Performance-based shares: 50% ¡ Performance-based cash: 25% ¡ Restricted shares: 25% ***New in 2016***: beginning with the February 2016 long-term incentive awards, the maximum payout for performance-based awards granted to NEOs has been reduced from 300% to 200%	compensation that is at risk for longer periods of time and is subject to forfeiture in the event that they terminate their employment The Plan also motivates executives to remain with the Company for long and productive careers built on expertise

BASE SALARY

Base Salary is central to attract and retain key talent, including our NEOs. 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 executive s base salary, the

Committee takes into consideration market pay for comparable executives at peer companies as well as the individual s performance and experience. The Committee made the following decisions about base pay for the NEOs in 2015:

Mr. Roth received an increase from $1,400,000 to $1,500,000 effective January 1, 2015

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Compensation Discussion & Analysis

Mr. Krakowsky received an increase from $800,000 to $900,000 effective January 1, 2015

Mr. Carroll received a merit increase of 4% effective April 1, 2015; his salary increased from $565,110 to $587,714

ANNUAL INCENTIVES

2015 ANNUAL INCENTIVE AWARD AMOUNTS

Name	Base Salary earned in 2015	Target Annual Incentive as a % of Base Salary	Target Annual Incentive $	Financial High Priority Performance 80%	Objectives 20%	Final Annual Incentive Amount Earned
MICHAEL ROTH	$ 1,500,000	200%	$ 3,000,000	128.3%	170%	$ 4,100,000
FRANK MERGENTHALER	$ 1,000,000	125%	$ 1,250,000	128.3%	187%	$ 1,750,000
PHILIPPE KRAKOWSKY	$ 900,000	125%	$ 1,125,000	128.3%	131%	$ 1,450,000
ANDREW BONZANI	$ 700,000	75%	$ 525,000	128.3%	153%	$ 700,000
CHRISTOPHER CARROLL	$ 582,063	60%	$ 349,238	128.3%	145%	$ 460,000

PERFORMANCE METRICS

In 2015, 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 (HPOs). The chart below details the performance metrics and weightings applied to annual incentive awards for all IPG NEOs in 2015:

Financial Metric	Description	Weighting
ORGANIC REVENUE GROWTH % (OG)	- Measures ability to drive revenue growth from existing operations, exclusive of acquisitions, divestitures and currency effects - Reflects the competiveness of our offerings and is defined as the percentage change in IPG s total gross revenue as compared to the prior year, excluding the impact of foreign currency rate fluctuations and the net effect of acquisitions and divestitures	20%
OPERATING INCOME	- Measures business efficiency and profitability and is defined as Operating Income before expenses related to the Annual and Long-term Incentive Plans, and before any restructuring and asset	60%

BEFORE INCENTIVES MARGIN % (OIBI)	impairment charges divided by gross revenue	
SRS Ratio Modifier	*- Measurement of the relationship between salary and related costs (excluding severance and incentive compensation) and revenue*	*can reduce OIBI Margin metric by 0% to - 15%*
HIGH PRIORITY OBJECTIVES (HPO)	- Consist of quantitative and/or qualitative objectives specific to the individual	20%

A change in the annual incentive design was approved for the 2015 incentive cycle; specifically in regards to the financial measures used to calculate awards. The first measure, Organic Revenue Growth (OG), remained unchanged from previous years. The second measure Operating Income Before Incentives (OIBI) Margin had changed to include a modifier to enhance focus on driving improvement to our Salary and Related Salaries (SRS) ratio, a measurement of the relationship between compensation and revenue. If the target SRS ratio is not achieved a modifier will be applied to dollars earned from the Operating income Before Incentives Margin metric; this modifier can only

reduce payments. OG, OIBI Margin and SRS targets are set early each year, as part of the Company s annual budgeting process.

High Priority Objectives (HPOs) are also set early in the year, and may consist of quantitative and/or qualitative objectives specific to the individual. HPOs include goals tied to the Company s overall, or an operating unit s, strategic priorities and typically include talent management, diversity and inclusion and cross-agency collaboration. For quantitative HPOs, specific objectives are established. For qualitative HPOs, specific accomplishments or expectations are defined and the Committee exercises judgment in assessing performance.

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Compensation Discussion & Analysis

With all HPOs, performance is assessed after considering written assessments submitted to the Committee for both the Company as a whole and its principal operating units. Results are then ranked as poor, fair, good, excellent and spectacular, and a rating between 0% to 200%, respectively, of the target is assigned.

2015 FINANCIAL PERFORMANCE VERSUS GOALS

Financial Goals	2015 Target	2015 Actual
ORGANIC REVENUE GROWTH % (OG)	3.0%	6.1%
OPERATING INCOME BEFORE INCENTIVES MARGIN % (OIBI)	14.8%	15.2%

These results were factored into the formulaic calculation for the financial performance portion of the award and resulted in a combined rating of 128.3% reflecting the weightings of the plan design.

2015 HPO PERFORMANCE VERSUS GOALS

For the corporate NEOs other than Mr. Roth, each executive s HPO rating was based on the Committee and Chairman & CEO s assessment and the Committee s approval of the executive officer s achievement of the established key strategic objectives. Mr. Roth s assessment rating was based on an assessment by the full Board of Directors of his achievement of the established key strategic objectives. There were no material adjustments made to actual financial performance in determining these ratings.

Mr. Roth

Mr. Roth received an HPO rating of 170%, reflecting his financial and strategic leadership that resulted in: the Company s highly competitive professional offerings across the portfolio and industry-leading topline growth; further improvement in the Company s margins and financial position; strong total shareholder return. Key accomplishments included:

Continued enhancement of the Company s ability to meet the evolving needs of clients, particularly in the delivery of integrated open architecture solutions, which were instrumental in strong performance in the pursuit of new business and retention/growth of existing clients.

Successfully represented the Company to all key stakeholders, including major multinational clients, prospective clients, as well as current and prospective senior-level employees. Outstanding performance in interactions with the broader financial community.

Led range of financial initiatives that drove margin improvement, built on success in managing capital structure, ensured strong linkage between strategic plan and M&A activity, and continued robust return of capital programs.

Further improvement to management processes that more closely link strategy, operations and accountability. Continued to bring high level of focus to development of
potential successors from within current senior management ranks and promoting best practices in corporate governance.

Continued to demonstrate strong personal engagement in and commitment to the Company s full range of diversity and inclusion efforts; the Company continued to show year-on-year progress across all dimensions of diversity in 2015.

Mr. Mergenthaler

Mr. Mergenthaler received an HPO rating of 187%, reflecting his leadership that resulted in: continued improvement in the Company s operating results and key financial metrics, as well as its strong capital structure; enhancement of its marketing services offerings within CMG, the Company s major marketing services division, which continued to take share in the market; outstanding outreach and communication with investor community; significant shareholder value creation. Key accomplishments included:

Drove continued improvement in financial systems, which led to operating margin improvement driven by high levels of revenue conversion and leverage across Company s cost base. Played primary role in management efforts that improved Company s financial strength. Continued to drive Company s robust capital return programs.

Played lead role in the Company s outreach to the investor community, which was instrumental in continued strength of the Company s financial reputation and resulted in furthering support from analysts and investors during the course of the year.

Increased involvement in operating management led to continued improvement in the offerings and performance at CMG.

Continued strong involvement and leadership in diversity and inclusion activity, as Chairperson of the Corporate Diversity Council and an executive sponsor of MERGE (IPG Multicultural Employee Resource Groups for Excellence).

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Compensation Discussion & Analysis

Mr. Krakowsky

Mr. Krakowsky received an HPO rating of 131%, reflecting his leadership role in: building a portfolio of offerings that is highly competitive, particularly in growth areas such as digital/emerging media; a range of strategic, operational, talent and client matters; significant shareholder value creation. Key accomplishments included:

- Further engagement with operating unit leadership in strategic and leadership development, so as to ensure the competitiveness of the Company s offerings, as evident in industry-leading organic growth and the continued evolution of our digital capabilities to meet the needs of the marketplace.

- Activation and involvement of highly successful IPG-wide teams on a number of major clients and new business opportunities, matching talent to client needs, notably in the media services sector.

- Continued to enhance talent management and compensation processes to link operating strategy and global client needs, increasingly making the Company an employer of choice relative to its competitive set.

- Continued strong involvement and leadership in diversity and inclusion activity, including full engagement with operating unit leadership and linking of compensation to their results, as well as active participation in the Corporate Diversity Council.

Mr. Bonzani

Mr. Bonzani received a HPO rating of 153%, reflecting his leadership in the enhancement of the Company s legal department, his stewardship of multiple board functions and his increased involvement in operating matters. Key accomplishments included:

- Close support of executive management in efforts to bolster agency leadership and attract key hires.

- Notable success in a number of significant litigations and investigations.

- Further restructuring of key legal coverage areas, including greater focus on regulatory compliance, privacy and further enhancements of the policies that have long made us the industry leader in terms of transparency.

- Active support of the Company s diversity and inclusion initiatives, including ongoing role as one of two Executive Sponsors of the Women s Leadership Network and as a member of the Corporate Diversity Council.

Mr. Carroll

Mr. Carroll received an HPO rating of 145%, reflecting his leadership of the controller s organization and successful implementation of a number of major finance optimization initiatives. Key accomplishments included:

Improvements to the closing process that resulted in enhanced speed and efficiency and saw qualitative deficiency analysis decrease by 50%, ending the year with the lowest number of open remediation issues ever (down ten-fold from 2014).

Continued progress in implementation of multi-year finance optimization plan: consolidation of the back office operations of an additional 11 agencies in two major markets (Germany and India); retirement of 10 legacy systems; over 7,600 users added to Vantage/SAP platform.

Training of over 600 agency finance personnel on Sarbanes Oxley/business control improvements.

Active support of the Company s diversity and inclusion initiatives, including recruitment of diverse candidates for key senior finance posts.

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Compensation Discussion & Analysis

LONG-TERM INCENTIVES

2015 TARGET LONG-TERM INCENTIVE OPPORTUNITIES

Total long-term incentive expected dollar value guidelines are set for each of the NEOs. For 2015, the Committee set the following long-term incentive expected dollar value guidelines:

Name	Total Target LTI Award Value (value of A+B+C)	Performance Shares [1] 1/2 of Total Target (A)	Performance Cash 1/4 of Total Target (B)	Restricted Shares 1/4 of Total Target (C)
MICHAEL ROTH	$9,800,000	$ 4,900,000 (218,457 target shares)	$ 2,450,000	$ 2,450,000 (109,228 shares)
FRANK MERGENTHALER	$2,500,000	$ 1,250,000 (55,728 target shares)	$ 625,000	$ 625,000 (27,864 shares)
PHILIPPE KRAKOWSKY	$2,250,000	$ 1,125,000 (50,156 target shares)	$ 562,500	$ 562,500 (25,078 shares)
ANDREW BONZANI	$1,000,000	$ 500,000 (22,291 target shares)	$ 250,000	$ 250,000 (11,145 shares)
CHRISTOPHER CARROLL	$500,000	$ 250,000 (11,145 target shares)	$ 125,000	$ 125,000 (5,572 shares)

1. The number of target shares was determined by dividing the target value by the average of the high and low stock price on the date of grant ($22.43 on February 27, 2015) 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 the awards do not pay any dividends or dividend equivalents while the awards are outstanding.

In 2015, as in prior years, annual 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.

At its February meeting, the Committee determined the long-term incentive target awards under the Performance Incentive Plan, defined as a dollar expected value, for the Chairman & CEO and, after considering recommendations

from the Chairman & CEO approved the long-term incentive targets for the other NEOs. The Chairman & CEO s long-term incentives were discussed and approved by the full Board.

The determination of the annual long-term incentive award is assessed as part the total compensation review for senior executives and, as in the case of setting salaries, takes into consideration the independent consultant s competitive review and other factors such as each executive s total compensation, pay history, absolute and relative performance, and expected future performance.

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The table below reflects the long-term incentive design for all IPG NEOs in 2015. Each of the long-term incentive 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	Performance Shares	Performance Cash	Restricted Shares
% OF TOTAL TARGET LTI VALUE	1/2	1/4	1/4
VESTING DATE	3rd Anniversary of Grant Date		
PERFORMANCE PERIOD	3 Years (2015 - 2017)	2 Years (2015 - 2016)	n.a.
FINANCIAL METRICS	OG % (30%) OIBI Margin % (70%)		n.a.
RELATIVE TOTAL SHAREHOLDER RETURN (TSR) MODIFIER	+/-10% applied to the performance rating derived from actual performance versus financial metrics above	n.a.	n.a.

PAYOUT RANGE	0% -300% * *Performance shares can be modified up to a maximum of 330% if a +10% Relative TSR Modifier (mentioned above) is applied to a maximum rating of 300%*	# of shares earned is fixed at the time of grant; equal to the # of shares granted

1. Total Shareholder Return is a metric that assesses share performance over a defined period of time which reflects the change in stock price plus an assumed reinvestment of dividends into additional shares of stock. For the 2015 performance-based share awards, the modifier will be based on IPG s TSR over a three-year period compared to a group of peer companies. TSR will be based on 30-trading day average opening and closing prices; calculated as (Closing Price + Reinvested Dividends)/Opening Price 1. For purposes of this award the opening price will be the 30-trading days prior to January 1, 2015 and the closing price will be the 30-trading days up to and including December 31, 2017.

RESTRICTED SHARES

Restricted shares serve primarily as a retention vehicle, with ability to motivate executives to improve stock price. The sale or transfer of the these shares is restricted until the third anniversary of the date of grant. Dividend equivalents are accrued on all outstanding shares on a quarterly basis. The shares and dividend equivalents are subject to forfeiture if the executive leaves Interpublic before the restrictions expire. The Company believes that these vesting provisions promote a long-term focus and provide a strong retention incentive. The number of target shares was determined by dividing the target value by the average of the high and low stock price on the date of grant ($22.43 on February 27, 2015) and rounding down to the nearest whole share.

PERFORMANCE-BASED SHARES

Performance Period and Vesting

Similar to 2014, 2015 performance-based share awards for NEOs are based on a longer-term financial performance forecast of three years. In 2015, performance share awards

were granted for the performance period beginning on January 1, 2015 and ending on December 31, 2017. Vesting will occur on February 28, 2018, provided that the executive remains employed at that time.

Three year cumulative financial objectives are set at the start of each performance period. The Company does not disclose the multiple-year performance goals for its long-term performance plans at any time during the performance cycle, as these data points are not publicly disclosed and would provide insights to competitors that could harm our business. When they were established at its February 2015 meeting, the Committee considered the performance targets for the 2015-2017 performance cycle difficult to attain, while appropriate for the current economic environment.

Performance Metrics

Performance-based share awards granted to NEOs in 2015 continue to be tied to the Cumulative OG (30%) and OIBI Margin (70%) of IPG. In addition, a Relative TSR Modifier is incorporated into this award. This Relative TSR Modifier may

provide as much as a 10% upward or downward adjustment to the performance rating determined based on OG and OIBI Margin. The amount of the adjustment is based on how well IPG s 3-year Total Shareholder Return compares to that of its 2015 Compensation Peer Group (detailed on page 35) at the end of the performance period.

For purposes of calculating the Relative TSR Modifier, TSR will be based on 30-trading day average opening and closing prices; calculated as (Closing Price + Reinvested Dividends)/Opening Price 1. For purposes of this award the opening price will be the average of closing prices for the 30-trading days prior to January 1, 2015 and the closing price will be the average closing price for the 30-trading days up to and including December 31, 2017.

Potential Payouts

Under the terms of the awards, the actual value, if any, that the executive would receive at the end of the performance period and subsequent vesting period depends on the extent to which the cumulative performance objectives are achieved at the end of the performance period. Based on year-over-year comparisons, Management and the Committee deem these financial performance targets as relatively difficult to achieve or predict.

In 2015, the final value of the awards before applying the Relative TSR modifier may vary from 0% to 300% of the target amount, based on IPG s multi-year performance against financial objectives. The Relative TSR modifier can then adjust this rating upwards or downwards by up to 10%. It is important to note that beginning with LTI granted in 2016, the maximum value of the performance-based share awards for our NEOs before applying the TSR modifier was reduced to 200%.

PERFORMANCE-BASED CASH

Performance Period and Vesting

The 2015 Performance Cash awards are subject to evaluation of financial performance over a two-year performance period, with vesting occurring on the third anniversary of the grant date. In 2015, performance cash awards were granted for the performance period January 1, 2015 through December 31, 2016 with a subsequent additional vesting period of January 1, 2017 to February 28, 2018.

Performance Metrics

For the NEOs 30% of the target award value for performance cash awards was tied to IPG s cumulative organic revenue growth (OG) and 70% was tied to operating income before incentives (OIBI) margin targets.

Two year cumulative financial objectives are set at the start of each performance period. The Company does not disclose the

multiple-year performance goals for its long-term performance plans at any time during the performance cycle, as these data points are not publicly disclosed and would provide insights to competitors that could harm our business. When they were established at its February 2015 meeting, the Committee considered the performance targets for the 2015-2016 performance cycle difficult to attain, while appropriate for the current economic environment.

Potential Payouts

Under the terms of the awards, the actual value, if any, that the executive would receive at the end of the performance period and subsequent vesting period depends on the extent to which the cumulative performance objectives are achieved at the end of the performance period. Based on year-over-year comparisons, Management and the Committee deem these financial performance targets as relatively difficult to achieve or predict.

For awards issued in 2015, the final value may vary from 0% to 300% of the target amount, based on IPG s multi-year performance against financial objectives. It is important to note that beginning with LTI granted in 2016, the maximum value of the performance-based cash awards for our NEOs was reduced to 200%.

2013-2014 PERFORMANCE PLAN PAYOUTS

On February 28, 2013, the Committee granted performance share awards and performance cash awards, both under the 2009 Performance Incentive Plan (the 2009 PIP), one-third of which were delivered to NEOs as performance shares with the other two-thirds to be delivered as performance cash (with exception to the Chairman & CEO who received one-third in each performance shares, performance cash and stock options). In addition, 50% of the performance cash awards are settled in cash with the remaining 50% to be settled in shares of IPG. The performance cycle for these awards began on January 1, 2013 and ended on December 31, 2014. However, by design, all of the performance awards were subject to an additional vesting period which ended on February 28, 2016.

The final award values were determined in February 2015 based on IPG s cumulative performance against financial objectives over the two year performance period. The final number of shares for the performance share award and the final value for performance cash awards for each of the NEOs were settled in February 2016, after the additional vesting period ended. The final award values were determined in February 2015 based on IPG s cumulative performance against financial objectives over the two year performance period. The final number of shares for the performance share award and the final value for performance cash awards for each of the NEOs were settled in February 2016, after the additional vesting period ended.

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2013-2014 Financial Performance Versus Goals

Financial Goals	2013-14 Target	2013-14 Actual
ORGANIC REVENUE GROWTH % (OG)	2.7%	4.3%
OPERATING INCOME BEFORE INCENTIVES MARGIN % (OIBI)	14.2%	13.0%

Based on these results, each of the NEOs earned a performance rating of 105.2% of target.

2013-2014 Award Amounts Earned

2013 - 2014 Performance Awards Performance							
		Shares		Performance Cash			
Name	% of Target Achieved	Target (#)	Actual (#)	Target ($)	Actual ($)	Cash Paid	Shares Delivered
MICHAEL ROTH	105.20%	203,602	214,189	$ 2,600,000	$ 2,735,200	$ 1,367,600	63,466
FRANK MERGENTHALER	105.20%	61,341	64,530	$ 1,566,667	$ 1,648,133	$ 824,066	38,230
PHILIPPE KRAKOWSKY	105.20%	52,205	54,919	$ 1,333,333	$ 1,402,666	$ 701,333	32,536
ANDREW BONZANI	105.20%	19,577	20,595	$ 500,000	$ 526,000	$ 263,000	12,201
CHRISTOPHER CARROLL	105.20%	13,051	13,729	$ 333,333	$ 350,666	$ 175,333	8,134

In addition to the awards above, in 2013, Mssrs. Mergenthaler and Krakowsky received an additional award of performance-based shares in light of the direct operational oversight they took on in that year for portions of the portfolio. The Company does not disclose the multiple-year performance goals and actuals for its long-term performance plans tied to the portions of the portfolio, as these data points are not publicly disclosed and would provide insights to competitors that could harm our business. When they were established at its March 2013 meeting, the Committee considered the performance targets for the 2013-14 performance cycle difficult to attain, while appropriate for the current economic environment. This award resulted in 21,730 shares for Mr. Mergenthaler and 6,906 shares for Mr. Krakowsky which vested on February 28, 2016.

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Compensation Discussion & Analysis

COMPENSATION PHILOSOPHY AND BASIC PRINCIPLES

OUR EXECUTIVE 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 shareholder value

Aligns with the interests of our shareholders

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 Company s 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 executive 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 per executive per year, 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 can be responsive to unique market requirements and that provide 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 will be required to meet stock ownership guidelines.

When warranted, policies will be vigorously enforced.

The communication and implementation of our compensation programs will be clear, specific and transparent.

HOW COMPENSATION DECISIONS ARE MADE

ROLE OF THE COMPENSATION AND LEADERSHIP TALENT COMMITTEE

The 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, the Committee is responsible for formulating the compensation recommendations for our Chairman & CEO and approving all compensation recommendations for select senior executives including the NEOs. Following review and discussion, the

Committee submits its recommendations for compensation for the Chairman & CEO to the non-employee members of our Board for approval. The Committee is supported in its work by the EVP, Chief Strategy and Talent Officer, his staff, and an independent executive compensation consultant as described below.

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

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Compensation Discussion & Analysis

ROLE OF EXECUTIVE OFFICERS AND MANAGEMENT IN COMPENSATION DECISIONS

The Committee makes all pay decisions related to the NEOs. The Chairman & CEO does not participate in the Committee s deliberations or decisions with regard to his own compensation.

At the Committee s request, the Chairman & CEO presents 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 Chairman & CEO s pay recommendations for such executives are informed by his assessments of individual contributions to the Company s financial performance, achievement of specified performance or strategic objectives, Talent Review results, as well as competitive pay data and other factors. These recommendations are then considered by the Committee with the assistance of its independent consultant.

The Chairman & CEO, the EVP, Chief Strategy and Talent Officer, the SVP, General Counsel & Secretary, and the Vice President of Global Executive Compensation & Benefits all attend Committee meetings, but are not present for the Committee s executive sessions, or for any discussion of their own compensation. Other senior executives, as appropriate to the topic, may be asked to attend Committee meetings to provide relevant information or advice, but they also do not attend executive sessions, or any discussion of their own compensation.

ROLE OF INDEPENDENT CONSULTANT

In 2015, the 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-employee director compensation practices, including the competitiveness of pay levels, executive compensation design issues, market trends, and technical considerations.

At no time during 2015, nor at any other time, has the Committee directed Meridian to perform its services in any particular manner, or using any particular methodology.

The Committee has the final authority to hire and terminate the consultant, and the Committee evaluates the consultant annually. Pursuant to SEC rules, the Committee annually assesses the independence of Meridian and in 2015 the Committee again concluded that no conflict of interest exists that would prevent Meridian from independently representing 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 Committee Chair. Meridian meets with the Committee Chair and the Committee outside the presence of management.

ROLE OF SHAREHOLDER SAY-ON-PAY VOTES

We provide our shareholders with the opportunity to cast an annual advisory vote on executive compensation (a say-on-pay proposal). At our annual meeting of shareholders held in May 2015, a substantial majority of the votes (93%) cast on the say-on-pay proposal at that meeting were voted in favor of the proposal. The Committee believes this affirms shareholders support of our approach to executive compensation in 2014 and the structural changes that were approved for 2015. The Committee welcomes feedback and dialogue with shareholders 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.

SETTING COMPENSATION FOR THE NAMED EXECUTIVE OFFICERS

The 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 Committee annually conducts a review of the competitive market compensation level for each NEO. This review is performed by the independent consultant 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 Committee also takes into account internal equity. The Company has established comparability guidelines based on an executive s purview with regard to revenue, operating income and headcount responsibility, geographic scope, and job complexity.

Individual Performance and Talent Assessment: The Committee s consideration is also informed by the Company s Talent Review process. The Committee participates in this annual review with the full membership 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 the IPG CEO position. 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.

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USE OF COMPETITIVE DATA FOR COMPENSATION REVIEWS

The Market for Talent

In order to ensure 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. The Committee continued to evaluate the compensation of our executives against this same peer group in 2014 and 2015 based on its belief that this peer group continued to be appropriate.

In December 2014, Meridian Compensation Partners conducted its annual market review to assess the competitiveness of each NEOs target total compensation (consisting of base salary, target annual incentive and target long-term incentives). Compensation data were analyzed for comparable positions at the 2014 Compensation Peer Group (detailed below) as well as size-relevant data from several published survey sources. Meridian compares each of IPG s covered positions to comparable positions at peer companies and within the published survey sources based

on title and described roles and responsibilities. Retirement benefits are reviewed independently, with the last review conducted in 2011.

Using the size-adjusted data, the 2014 study concluded that executives in aggregate, were positioned near the median of the market for total compensation. The Committee utilized this information, as well as other incumbent specific factors, to determine whether any pay adjustments were warranted for 2015.

No changes to the peer group were made in 2014. The peer group included:

2014 Peer Group		
Activision Blizzard, Inc.	Gannett Co., Inc.	Sirius XM Holdings Inc.
AOL Inc.	Havas	Thomson-Reuters Corporation
Cablevision Systems Corporation	IAC/InterActivCorp	Time Warner Inc.
CBS Corporation	Liberty Interactive Corporation	Viacom Inc.

Discovery Communications, Inc.	News Corporation	WPP plc
Dun & Bradstreet, Inc.	Nielsen Holdings N.V.	Yahoo! Inc.
eBay Inc.	Omnicom Group Inc.	
Electronic Arts Inc.	Publicis Groupe	

The median revenue in 2014 for these peer companies was approximately $6.3b as compared to IPG s 2014 revenue of $7.5b.

Note: While several modifications were made to IPG s peer groups in 2013, no changes were recommended in 2014 as the group continued to contain a good representation of IPG s industry competitors and size-relevant, talent-focused comparators. A few changes to our Peer Group were however made as part of the 2015 annual review of compensation due to recent Mergers and Acquisition activity: AOL was acquired by Verizon and has therefore been removed; Time Inc. has been added and Gannett Co. Inc. completed a spin-off resulting in 2 business Gannett (Publishing) and Tegna (broadcasting/digitial), both of which have been added. This adjusted peer group was approved by the Compensation & Leadership Talent Committee in October 2015.

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 also allows after-tax contributions up to limits prescribed by federal tax laws. The match applies to the total amount contributed on both a before- and after-tax basis.

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From time to time, the Company may provide an additional performance-based matching contribution to the 401(k) plan based on the Committee s assessment of the Company s annual performance, including the Company s operating margin for its consolidated U.S. businesses relative to pre-set targets. The objective of this feature is to induce greater participation in the 401(k) savings plan and to allow all U.S. employees to benefit from the Company s strong performance. For 2015, the Committee approved an additional matching contribution equal to 8% of participant matched contributions.

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 48. Messrs. Roth, Mergenthaler, Krakowsky and Carroll participate in CAP at the levels described on page 48.

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 is the only NEO, who participates in the SERIP, and Mr. Roth 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 47.

The ESBA also provides a defined annual annuity to selected executives for a 15-year period following retirement upon satisfying specific vesting provisions. This type of agreement is frozen to new participants; participation is limited to a select group of very senior executives and requires Committee approval. 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, see Pension Arrangements Executive Special Benefit Arrangement on page 47.

Benefits Review And Decision Process

As part of its competitive pay review, the independent consultant periodically provides the Committee with a comparison of IPG s benefits programs to those of a sample of competing companies. This 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 50, 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 Committee, and the Management Human Resources Committee (the MHRC) consisting of IPG s Chairman & CEO, the EVP, CFO, the EVP, Chief Strategy and Talent Officer, and the SVP, General Counsel & Secretary to which the Committee delegates certain responsibilities, consider the appropriateness of CAP and SERIP participation and benefits although all such decisions for NEOs are made solely by the Compensation

Committee. In making recommendations to the 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 value of the individual s 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.

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 50 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.

Under the 2014 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 full accelerated payout at target of their annual incentives. Upon a change of control, the vesting of long-term incentives would remain in tact unless there is 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.

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SHARE OWNERSHIP GUIDELINES

More closely align the financial interests of executives and non-employee directors with the Company s shareholders.

Communicate the commitment and personal investment of executives and directors in the Company.

Persons subject to the guidelines are also prohibited from engaging in any transaction involving derivatives that is designed to hedge against the market risk associated with ownership of IPG shares.

The share ownership guidelines are expressed as multiples of base salary. The multiple for the Chairman & CEO was increased from five times base salary to six times base salary in October 2012. Executives in the program have five years from 2008 (or from the date at which he or she joins the Company or is promoted into a position in which the guidelines apply) to reach the established guideline level. Beginning in 2013, those executives who have not met their established guideline level in the time allotted will be required to hold all net after-tax shares delivered from equity vestings until requirements are met.

Name	Share Ownership Guideline as % of base salary	2015 Compliance With Share Ownership Guidelines
MICHAEL ROTH	6x	Yes
FRANK MERGENTHALER	2x	Yes
PHILIPPE KRAKOWSKY	2x	Yes
ANDREW BONZANI	2x	Yes
CHRISTOPHER CARROLL	2x	Yes

The Committee regularly reviews the levels of stock ownership against the stock ownership guideline levels applicable to the NEOs and other senior executives. As of

December 31, 2015, all NEOs had met or exceeded these guidelines (average ownership of over 275% of target).

TAX AND ACCOUNTING IMPLICATIONS

DEDUCTIBILITY OF EXECUTIVE COMPENSATION

Section 162(m) of the U.S. Internal Revenue Code (the Code) prohibits the Company from taking a tax deduction for compensation paid in excess of $1,000,000 to a NEO (other than the principal financial officer). However, performance-based compensation, as defined in the tax law, is fully deductible if the plan under which the compensation is paid has been approved by shareholders and meets other requirements. The Company s policy is to qualify the compensation paid under its incentive compensation programs as tax deductible to the extent feasible and consistent with its overall compensation objectives.

As part of its responsibility, the Committee reviews and considers the deductibility of executive compensation. The Company believes that compensation paid in 2015 under its executive incentive plans is deductible for federal income tax purposes, except as indicated below. In certain situations, the Committee may approve compensation that is not deductible in order to ensure competitive levels of total compensation for its NEOs. In this regard, for 2015, with respect to each NEO who is covered by Section 162(m) of the Code, to the extent that the sum of the executive s base

salary, the fair market value of restricted stock awards that vested during the year and the additional bonus awards exceeded $1,000,000, the excess was not deductible for federal income tax purposes.

Beginning in 2015, the annual and long-term incentive plans include a pool funding to ensure awards to NEOs meet the requirements for tax deductibility under Section 162(m) of the Tax Code. The maximum pool that can be used to pay annual and long-term incentives to NEOs is equal to 8% of IPG s Operating Income during the applicable performance period. The amounts awarded for 2015 annual incentive awards are well below this cap (the first set of long-term incentives granted under this pool will not vest until February 28, 2018).

The Company has guidelines for reviewing the impact of the accounting and tax treatment of various forms of compensation covered by the 2014 PIP. The guidelines identify specific responsibilities and actions required by the Human Resources, Accounting and Tax departments for all group and individual actions. These guidelines are designed to ensure that accounting and tax treatment of the awards granted under the plan are properly addressed.

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NON-QUALIFIED DEFERRED COMPENSATION

Effective since January 1, 2005, most of the Company s deferred compensation and nonqualified retirement benefit arrangements, including most of the Company s severance arrangements; have been 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 the new requirements.

ACCOUNTING FOR STOCK-BASED COMPENSATION

Beginning on January 1, 2006, the Company began accounting 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.

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 2015, the Company reviewed its risk assessment process and the resulting analysis with the 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 under which, in the event of a significant restatement of financial results due to fraud or misconduct, it will review payments made to senior executives on the basis of having met or exceeded specific performance targets during the restatement period. If any bonuses paid based on such performance targets would have been lower had they been calculated based on such restated results, the Board of Directors will, to the full extent permitted by governing law, seek to recoup for the benefit of the Company all such bonuses to senior

executives 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. 2009

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.

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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 2016 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, 2015.

William T. Kerr, Chair

Deborah G. Ellinger

H. John Greeniaus

David M. Thomas

March 23, 2016

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Summary Compensation Table

The following table sets forth information concerning the compensation paid by Interpublic and its subsidiaries to (i) Mr. Roth, who served as the Interpublic s principal executive officer during 2015, (ii) Mr. Mergenthaler, who served as the principal financial officer in 2015 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 2015, 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, 2015 (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 50 under the heading Employment Agreements.

ame and Principal Position	Year	Salary ($)	Stock Awards ($) (1)	Option Awards ($) (2)	Non-Equity Incentive Plan Compensation ($) (3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) (4)	All Other Compen-sation ($) (5)	Total ($)
ichael I. Roth	2015	1,500,000	7,104,293	0	5,467,600	0	386,209	14,458,102
hairman of the Board	2014	1,400,000	6,379,150	0	4,705,334	31,118	383,737	12,899,339
d Chief Executive Officer	2013	1,400,000	3,723,896	2,598,416	3,654,666	0	381,847	11,758,825
rank Mergenthaler	2015	1,000,000	1,812,296	0	2,574,067	0	217,209	5,603,572
xecutive Vice President	2014	1,000,000	1,812,240	0	2,332,000	0	212,237	5,356,477
d Chief Financial Officer	2013	1,000,000	1,746,668	0	1,952,667	0	211,847	4,911,182
hilippe Krakowsky	2015	900,000	1,631,092	0	2,151,333	0	86,737	4,769,162
xecutive Vice President	2014	800,000	1,558,523	0	1,902,667	240,404	66,701	4,568,295
hief Strategy and Talent Officer	2013	800,000	1,474,618	0	1,506,800	0	66,212	3,847,630
ndrew Bonzani	2015	700,000	724,901	0	963,000	0	23,762	2,411,663
enior Vice President	2014	700,000	724,889	0	855,200	0	15,035	2,295,124
eneral Counsel and Secretary	2013	600,000	483,066	0	425,000	0	14,605	1,522,671
hristopher Carroll	2015	582,063	362,428	0	635,333	0	66,972	1,646,795
enior Vice President	2014	565,110	362,445	0	576,400	0	62,221	1,566,176
ontroller and Chief ccounting Officer	2013	559,676	604,595	0	480,600	0	62,387	1,707,258

(1) 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 10 to Interpublic s audited financial statements included in the 2015 Form 10-K. The grant date fair values of the performance share awards and the performance cash 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 (i) performance share awards and (ii) the portion of performance cash awards to be settled in shares of Common Stock, in each case assuming achievement of the target performance level and maximum performance level.

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Executive Compensation

For 2015, the amounts shown in the Summary Compensation Table consists solely of the grant date fair value of each executive s performance share award for the three-year performance period ending on December 31, 2017. These awards will vest on February 28, 2018 to the extent the performance criteria established for the awards are satisfied.

	2015 Performance Share Awards	
	Target	Maximum
Name	($)	($)
Mr. Roth	4,654,309	15,359,220
Mr. Mergenthaler	1,187,306	3,918,110
Mr. Krakowsky	1,068,593	3,526,357
Mr. Bonzani	474,918	1,567,229
Mr. Carroll	237,448	783,578

For 2014, the amounts shown in the Summary Compensation Table consists solely of the grant date fair value of each executive s performance share award for the three-year performance period ending on December 31, 2016. These awards will vest on February 28, 2017 to the extent the performance criteria established for the awards are satisfied.

	2014 Performance Share Awards	
	Target	Maximum
Name	($)	($)
Mr. Roth	4,179,151	13,791,198
Mr. Mergenthaler	1,187,253	3,917,935
Mr. Krakowsky	1,021,030	3,369,399
Mr. Bonzani	474,894	1,567,150
Mr. Carroll	237,447	783,575

For 2013, the amounts shown in the Summary Compensation Table consist of the grant date fair value of each executive s (i) performance share award for the two-year performance period ended on December 31, 2014, (ii) the portion (fifty percent) of the executive s performance cash award for the two-year performance period ended on December 31, 2014 that is to be settled in shares of Common Stock and (iii) for Mr. Carroll, the portion of (fifty percent -$282,555) of the executive s performance cash award for the three-year performance period ended on December 31, 2015 that is to be settled in shares of Common Stock. These awards as shown in the table below vested on February 28, 2016, other than the award to Mr. Carroll in the target amount of $282,555 which will vest on April 30, 2016 to the extent the performance criteria established for the award is satisfied.

	2013 Performance Share Awards		2013 Performance Cash Awards *(Common Stock Settlement Portion)*	
Name	**Target**	**Maximum**	**Target**	**Maximum**
Mr. Roth	$ 2,423,895	$ 7,271,687	$ 1,300,000	$ 3,900,000
Mr. Mergenthaler	$ 963,334	$ 2,890,003	$ 783,333	$ 2,350,000
Mr. Krakowsky	$ 807,949	$ 2,423,848	$ 666,667	$ 2,000,001
Mr. Bonzani	$ 233,066	$ 699,197	$ 250,000	$ 750,000
Mr. Carroll	$ 155,373	$ 466,119	$ 166,667	$ 500,000
Mr. Carroll			$ 282,555	$ 339,066

(2) The amount shown is the grant date fair value of an option award made to Mr. Roth in 2012, 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 10 to Interpublic s audited financial statements included in the 2015 Form 10-K.

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Executive Compensation

(3) The amounts shown for each of 2015, 2014 and 2013 for each named executive officer are the sum of the payments made in respect of the executive s (i) annual non-equity compensation award and (ii) performance cash awards for the (A) 2013-2014 performance period, which vested on February 28, 2016 (B) 2012-2013 performance period, which vested on February 28, 2015 and (C) 2011-2012 performance period, which vested on February 28, 2014, in the respective amounts shown in the following table. Mr. Bonzani did not receive a performance cash award for the 2011-2012 performance.

	2015 Non-Equity Incentive Plan Compensation		2014 Non-Equity Incentive Plan Compensation		2013 Non-Equity Incentive Plan Compensation	
		2013 Performance		2012 Performance		2011 Performance
Name	Annual Incentive Award	Cash Award	Annual Incentive Award	Cash Award	Annual Incentive Award	Cash Award
Mr. Roth	4,100,000	1,367,600	3,800,000	905,334	$ 2,600,000	$ 1,054,666
Mr. Mergenthaler	1,750,000	824,067	1,750,000	582,000	$ 1,350,000	$ 602,667
Mr. Krakowsky	1,450,000	701,333	1,450,000	452,667	$ 1,100,000	$ 406,800
Mr. Bonzani	700,000	263,000	700,000	155,200	$ 425,000	
Mr. Carroll	460,000	175,333	460,000	116,400	$ 345,000	$ 135,600

(4) 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 47 under the heading Pension Arrangements The Interpublic Senior Executive Retirement Income Plan.

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 47, under the heading Pension Arrangements Executive Special Benefit Agreement.

In 2015, due to the increase in the discount rate from 2014 (4.15%) to 2015 (4.80%) as of December 31, 2015, the actuarial present value of the benefits (i) Mr. Roth is entitled to receive under the SERIP decreased by $49,888 and (ii) Mr. Krakowsky is entitled to receive under the ESBA decreased by $72,476.

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

While each of the named executive officers, other than Mr. Bonzani, participate in deferred compensation arrangements, as described in greater detail beginning on page 48, under the heading Nonqualified Deferred

Compensation Arrangements, none received earnings on deferred compensation that was above-market or preferential as defined by SEC rules.

(5) The table below shows the components of the amounts shown in this column for 2015.

Name	Annual Dollar Credits under the Capital Accumulation Plan ($) [a]	Matching contributions under the Interpublic Savings Plan ($)	Premiums paid by Interpublic on group life insurance ($)	Perquisites and Other Personal Benefits ($) [b]	Total All Other Compensation ($)
Mr. Roth	350,000	13,212	261	22,736	$ 386,209
Mr. Mergenthaler	200,000	13,212	261	3,736	$ 217,209
Mr. Krakowsky	50,000	13,212	261	23,264	$ 86,737
Mr. Bonzani	0	9,237	261	14,264	$ 23,762
Mr. Carroll	50,000	12,447	261	4,264	$ 66,972

(a) The Capital Accumulation Plan is described in greater detail on page 48 under the heading Nonqualified Deferred Compensation Arrangements The Interpublic Capital Accumulation Plan.

(b) The 2015 Perquisites and Other Personal Benefits table below lists the type and amount of each perquisite received by the named executive officers in 2015.

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Executive Compensation

2015 Perquisites and Other Personal Benefits

The following table describes the amount of each perquisite and other personal benefit received by each of the named executive officer in 2015.

Name	Executive Dental Plan Coverage ($)	Charitable Matching Program [(a)] ($)
Mr. Roth	2,736	20,000
Mr. Mergenthaler	2,736	1,000
Mr. Krakowsky	3,264	20,000
Mr. Bonzani	3,264	11,000
Mr. Carroll	3,264	1,000

(a) The Charitable Matching Program is described in greater detail on page 16 under the heading Non-Management Director Compensation.

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Executive Compensation

GRANTS OF PLAN-BASED AWARDS

The following table provides information on grants of equity and non-equity plan based awards made in 2015 to the named executive officers. The awards are described in greater detail in the Compensation Discussion & Analysis, beginning on page 21.

			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	Gr Da Fair V Stock Opt Awa
	Grant Date	Approval Date	Thres-hold ($)	Target ($)	Maximum ($)	Thres-hold (/#)	Target (/#)	Maximum (/#)	(#)	(#)	($)
th	3/31/2015	3/25/2015(1)	0	3,000,000	6,000,000						
	2/27/2015	2/18/2015(2)	0	2,450,000	7,350,000						
	2/27/2015	2/18/2015(3)					218,457	720,908			4,65
	2/27/2015	2/18/2015(4)							109,228		2,44
genthaler	3/31/2015	3/25/2015(1)	0	1,250,000	2,500,000						
	2/27/2015	2/18/2015(2)	0	625,000	1,875,000						
	2/27/2015	2/18/2015(3)					55,728	183,902			1,18
	2/27/2015	2/18/2015(4)							27,864		62
kowsky	3/31/2015	3/25/2015(1)	0	1,125,000	2,250,000						
	2/27/2015	2/18/2015(2)	0	562,500	1,687,500						
	2/27/2015	2/18/2015(3)					50,156	165,514			1,06
	2/27/2015	2/18/2015(4)							25,078		56
zani	3/31/2015	3/25/2015(1)	0	525,000	1,050,000						
	2/27/2015	2/18/2015(2)	0	250,000	750,000						
	2/27/2015	2/18/2015(3)					22,291	73,560			47
	2/27/2015	2/18/2015(4)							11,145		24
roll	3/31/2015	3/25/2015(1)	0	349,238	698,476						
	2/27/2015	2/18/2015(2)	0	125,000	375,000						
	2/27/2015	2/18/2015(3)					11,145	36,778			23
	2/27/2015	2/18/2015(4)							5,572		12

(1) Reflects the potential payout in cash that the executive was entitled to earn for calendar year 2015 pursuant to an annual incentive award made in 2015 under the 2014 PIP as described in greater detail on page 26, 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 2015 under the 2014 PIP. As described in greater detail on page 29, under the heading Compensation Discussion & Analysis Long-term Incentives, 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 300% 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 2015 under the 2014 PIP. As described in greater detail on page 29, under the heading Compensation Discussion & Analysis Long-term Incentives, 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 300% of the target amount. The Relative TSR modifier can then adjust this rating upwards or downwards by up to 10%. 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 award grants made under the 2014 PIP. These shares are credited with quarterly cash dividends, when and as declared by the Board of Directors on the Common Stock. 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.

(5) Reflects the grant date fair value of the equity award 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 10 to Interpublic s audited financial statements included in the 2015 Form 10-K.

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Executive Compensation

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, 2015.

	Option Awards (1)				Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#) (2)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($) (7)	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 ($) (11)
Mr. Roth	414,492	213,527	12.7700	2/28/2023	109,228(3)	2,542,827	720,908(8)	16,782,741
	546,448		11.7200	2/28/2022	124,540(4)	2,899,291	821,964(9)	19,135,322
	492,866		12.9350	2/28/2021	214,189(5)	4,986,320		
	431,594		8.4500	3/31/2020	58,745(6)	1,367,584		
	500,000		4.1400	3/31/2019				
	500,000		9.9125	5/30/2018				
	500,000		11.7000	5/31/2017				
	500,000		8.6550	6/15/2016				
Mr. Mergenthaler	84,981		9.9125	5/30/2018	27,864(3)	648,673	183,902(8)	4,281,248
	102,188		11.7000	5/31/2017	35,380(4)	823,646	233,511(9)	5,436,143
	115,540		8.6550	6/15/2016	86,260(5)	2,008,133		
					35,398(6)	824,065		
Mr. Krakowsky	59,487		9.9125	5/30/2018	25,078(3)	583,815	165,514(8)	3,853,185
	51,094		11.7000	5/31/2017	30,427(4)	708,340	200,818(9)	4,675,047
					61,825(5)	1,439,286		
					30,125(6)	701,310		
Mr. Bonzani					11,145(3)	259,455	73,560(8)	1,712,484
					14,152(4)	329,459	93,403(9)	2,174,426
					20,595(5)	479,452		
					11,297(6)	262,994		

Mr. Carroll			5,572[3]	129,716	36,778[8]	856,203
			7,076[4]	164,729	46,701[9]	1,087,213
			13,729[5]	319,611	14,564[10]	339,066
			7,530[6]	175,322		

(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 for the grant date.

(2) The unexercisable stock options shown for Mr. Roth vested on February 28, 2016.

(3) Reflects the number of shares under restricted stock award grants (Restricted Stock Awards) made under the 2009 PIP that will vest on February 27, 2018. All Restricted Stock Awards are credited with quarterly dividends, when and as declared by the Board of Directors, on the Common Stock. All Restricted Stock Awards, and any dividends paid on the restricted stock, 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 Awards made under the 2009 PIP that will vest on February 28, 2017.

(5) Represents the number of unvested shares of Common Stock that the named executive officer has earned under performance share awards granted in 2013, for which the performance ended on December 31, 2014. The award remained subject to forfeiture had the employment of the award recipient terminated prior to the February 28, 2016 vesting date, which did not occur.

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Executive Compensation

(6) Represents the stock settlement portion of a performance cash award granted in 2013, for which the performance ended on December 31, 2014. The award remained subject to forfeiture had the employment of the award recipient terminated prior to the February 28, 2016 vesting date, which did not occur. The number of shares shown in the table was calculated by dividing the dollar amount earned by closing price of the Common Stock ($23.28), as reported by the NYSE on December 31, 2015. The number of shares issued was determined by dividing the dollar amount earned by the market price of the Common Stock on the vesting date.

(7) 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 ($23.28), as reported by the NYSE on December 31, 2015.

(8) Represents the maximum number of shares of Common Stock that the named executive officer would receive under a performance share award granted in 2015, for which the performance period will end on December 31, 2017. Any shares earned will remain subject to forfeiture if the employment of the award recipient terminates prior to February 28, 2018.

(9) Represents the maximum number of shares of Common Stock that the named executive officer would receive under a performance share award granted in 2014, for which the performance period will end on December 31, 2016. Any shares earned will remain subject to forfeiture if the employment of the award recipient terminates prior to February 28, 2017.

(10) Represents a performance cash award granted to Mr. Carroll, for which the performance ended on December 31, 2015. The award remains subject to forfeiture if the employment of Mr. Carroll terminates prior to the April 30, 2016 vesting date. The number of shares shown in the table was calculated by dividing the dollar amount earned by closing price of the Common Stock ($23.28), as reported by the NYSE on December 31, 2015. The number of shares issued will be determined by dividing the dollar amount earned by the market price of the Common Stock on the vesting date.

(11) 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 ($23.28), as reported by the NYSE on December 31, 2015.

Option Exercises and Stock Vested

The following table provides information for 2015 on the number of shares of Common Stock acquired upon (i) the exercise of stock options and (ii) the vesting of (a) performance share awards and (b) the portion (fifty percent) of the executive s performance cash award settled in shares of Common Stock.

	Option Awards[1]		Stock Awards[2]	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
Mr. Roth	50,000	514,985	194,855	4,370,598
Mr. Mergenthaler	201,775	2,027,507	75,605	1,695,820
Mr. Krakowsky	90,705	1,134,830	58,804	1,318,974
Mr. Bonzani			20,160	452,189
Mr. Carroll	75,000	1,371,902	15,120	339,142

(1) Represents the number of stock options exercised in 2015. 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) The value realized on the vesting of performance share awards and the Common Stock portion (fifty percent) of the executive s performance cash award settled in Common Stock is equal to the product of (A) the number of shares vested multiplied by (B) the average of the high and low price of the Common Stock, as reported by the NYSE, on the February 28, 2015 vesting date ($22.435).

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Executive Compensation

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. If he retires, resigns or is terminated from employment with Interpublic on or after his 55th birthday, but prior to his 60th birthday, he will receive between $171,500 and $230,300 per year for 15 years, depending upon his age at the time of his termination. If his employment terminates (other than by reason of death) prior to his 55th birthday, he would receive $50,000 per year for eight years.

If Mr. Krakowsky has a Qualifying Termination (as defined under the heading Severance and Change of Control Benefits on page 53), 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 and Mr. Krakowsky s age as of December 31st of the year in which the Change of Control occurs is 58 or older, 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 ESBAs, 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 Mr. Roth 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.

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Executive Compensation

Pension Benefits

The following table provides information on pension benefits held by the named executive officers as of December 31, 2015.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit ($) [1][2]	Payments During Last Fiscal Year ($)
Mr. Roth	SERIP	N/A	1,006,784	0
Mr. Mergenthaler				
Mr. Krakowsky	ESBA	13	1,811,068	0
Mr. Bonzani				
Mr. Carroll				

(1) The calculation of the present value of accumulated benefit assumes a discount rate of 4.80 percent. 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 47 under the heading Executive Special Benefit Agreement.

NONQUALIFIED DEFERRED COMPENSATION ARRANGEMENTS

The Interpublic Capital Accumulation Plan

Interpublic maintains a Capital Accumulation Plan (the CAP) under which senior management employees of Interpublic and its subsidiaries selected by the Management Human Resources Committee (the MHRC) are entitled to receive deferred compensation benefits. Under 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 he had continued working for Interpublic until the due date for his 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 his account (based on the credit amount in effect at time of the Qualifying Termination) if he had continued working for Interpublic until the end of his severance period.

Each named executive officer, other than Mr. Bonzani, is a participant in the CAP and for 2015 received the following annual dollar credit:

Name	Annual Dollar Credit	
Mr. Roth	$	350,000
Mr. Mergenthaler	$	200,000
Mr. Krakowsky	$	50,000
Mr. Carroll	$	50,000

For 2015, each participant received an interest credit equal to 2.172% of his account balance as of December 31, 2015 (determined before the 2015 dollar credit was added). Each named executive officer s CAP account balance is fully vested.

In general, each named executive officer s vested account balance is payable in a lump sum two years after the termination of his 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.

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Executive Compensation

Nonqualified Deferred Compensation

The following table provides information on non-qualified deferred compensation arrangements for the named executive officers as of December 31, 2015, which consist exclusively of benefits under the CAP.

Name	Executive contributions in last FY ($)	Registrant contributions in last FY ($) (1)	Aggregate earnings in last FY ($) (2)	Aggregate withdrawals/ distributions ($)	Aggregate balance at last FYE ($) (3)
Mr. Roth	0	350,000	75,463	0	3,899,832
Mr. Mergenthaler	0	200,000	41,180	0	2,137,120
Mr. Krakowsky	0	50,000	10,926	0	563,967
Mr. Bonzani					
Mr. Carroll	0	50,000	10,926	0	563,967

(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, 2015 and are included in the All Other Compensation column for 2015 of the Summary Compensation Table on page 40.

(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 2015, 2014 or 2013 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 2014 and 2013 on page 40:

Name	2014	2013
Mr. Roth	350,000	350,000
Mr. Mergenthaler	200,000	200,000
Mr. Krakowsky	50,000	50,000
Mr. Carroll	50,000	50,000

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Executive Compensation

EMPLOYMENT AGREEMENTS, TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL ARRANGEMENTS

Employment Agreements

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, his 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 executive officer to receive an annual bonus target bonus, with the actual award ranging between 0% and 200% of the target depending on Interpublic financial performance, his 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 executive officer for 2015.

Name	Salary $	Annual Incentive Target %	Long-Term Incentive Targ $
Michael I. Roth	$ 1,500,000	200	9,800,000
Frank Mergenthaler	1,000,000	125	2,500,000
Philippe Krakowsky	900,000	125	2,250,000
Andrew Bonzani	700,000	75	1,000,000
Chris Carroll	587,714	60	500,000

Michael I. Roth Employment Agreement

Mr. Roth s employment agreement also provides that he is 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. Roth s employment is terminated involuntarily without Cause (as defined under the heading Severance and Change of Control Benefits below), his employment agreement provides for salary continuation for 12 months from the date notice of his termination is provided, at the rate in effect before his termination. If Mr. Roth 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. Roth in connection with his new employment for service before the end of the severance period.

After an involuntary termination without Cause, Mr. Roth will also 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. The subsidy for medical, dental and vision benefits would end if Mr. Roth accepts employment with another employer offering similar benefits. Mr. Roth may terminate his employment at any time by giving notice to Interpublic at least three months in advance.

Frank Mergenthaler Employment Agreement

Mr. Mergenthaler s employment agreement also provides that he is entitled to (i) participate in the CAP, with a current annual dollar credit of $200,000, and (ii) 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 of Mr. Mergenthaler s employment, his employment agreement provides for a lump-sum payment equal to the sum of (i) one year s base salary at the rate in effect before his termination, (ii) his target bonus for the year of termination, plus (iii) a pro-rated portion of his target bonus for the year in which the termination occurs and (iv) any other awards and benefits to which he is entitled in accordance with their

terms. In addition, if Mr. Mergenthaler or any of his dependents elects continuation health coverage under COBRA, his employment agreement provides for a lump sum payment equal to the sum of the premiums for the first year of such COBRA coverage. Mr. Mergenthaler may terminate his employment at any time by giving notice to Interpublic at least six months in advance.

Philippe Krakowsky Employment Agreement

Mr. Krakowsky s employment agreement also provides that he is entitled to (i) participate in Interpublic s Capital Accumulation Plan, with an annual dollar credit of $50,000 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 12 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 restricted stock and options until the end of the severance period, (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 until the end of the severance period 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.

Andrew Bonzani Employment Agreement

Mr. Bonzani s agreement also provides that he is 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 is entitled to participate in (i) Interpublic s Capital Accumulation Plan, with an annual dollar credit of $50,000, and (ii) 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
Michael I. Roth	24 months
Frank Mergenthaler	18 months
Philippe Krakowsky	18 months
Andrew Bonzani	18 months
Chris Carroll	12 months

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Executive Compensation

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 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
Michael I. Roth	3	36 months
Frank Mergenthaler	2	24 months
Philippe Krakowsky	2	24 months
Andrew Bonzani	2	24 months
Chris Carroll	2	24 months

In addition, under the agreement the named executive officer s benefit under the CAP will be subject to the following adjustments: (i) annual dollar credits will be added for his severance period as if his severance were paid in semi-monthly installments over his severance period (rather than in a lump sum); (ii) he 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 his severance were paid in monthly installments over his 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.

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Executive Compensation

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 his employment terminated as of December 31, 2015 under the following circumstances:

Triggering Event [1]	Description
Termination for Cause or Voluntary Termination Without Good Reason	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 his 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.
	In general, an executive would have Good Reason to terminate his 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 he 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.
Qualifying Termination	An involuntary termination of the executive s employment without Cause or a resignation by the executive for Good Reason.
Change of Control	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.
Qualifying Termination following a Change of Control	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. A Qualifying Termination of an executive employment within two years after a Change of Control.
Death or Disability	Disability is determined in accordance with our policies and procedures based on the facts and circumstances presented.

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Executive Compensation

KEYS TO TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL PAYMENTS

Payment	Description
Severance	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. Roth, Krakowsky and Carroll, severance benefits following a resignation for Good Reason are payable exclusively under the ESP.
	In the event of a Qualifying Termination following a Change of Control, the severance amount shown for each of the named executive officers is provided for under the terms of the executive s Change of Control Agreement.
Bonus	Mr. Mergenthaler s employment agreement provides for a bonus payment in the event of a Qualifying Termination, other than following a Change of Control.
	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.
	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.
	In the event of a Change of Control, each named executive officer is entitled to a bonus payment under the 2009 PIP at the executive s target level (without regard to whether his employment terminates).
	In the event of a termination of employment due to death or disability, the bonus amount shown for each of the named executive officers is payable under the 2014 PIP, 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

Long-Term Incentives

rest of the performance period. In the case of disability, achievement is measured based on actual performance through the end of the performance period.

Under the Interpublic s Performance Incentive Plans:

In the event of termination due to death or disability:

- Restricted stock vests on a pro-rata basis; and

- 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.

- Stock options:

o Fully vest in the event of death; and

o Vest on a pro-rata basis in the event of disability, unless employment terminates within 12 months of the grant date (in which case the entire grant is forfeited).

Interpublic s Performance Incentive Plans provide in the event of a Change of Control:

For awards granted prior to 2014, whether or not accompanied by a termination of the executive s employment:

- Stock options and restricted stock fully vest; and

- Performance shares and performance cash fully vest at the target performance level.

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Executive Compensation

Payment	Description
	For awards granted in 2014 and thereafter, in the event of a Qualifying Termination following a Change of Control: - An executive will be entitled to payments for the following awards, each valued as of the date of the Change of Control: o Stock options and restricted stock; and o Performance shares and performance cash at the target performance level 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 and options will continue to vest during his severance period.
Pension/Deferred Compensation	Notwithstanding the foregoing, the Compensation & Leadership Talent Committee has discretion to accelerate vesting of any award granted under the 2009 PIP, if the named executive officer s employment terminates at least 12 months after the date of grant. 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, 2015. 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, 2015. 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.

The amounts shown as payable under Mr. Krakowsky s ESBA, other than in the event of death, reflect amounts accrued as of December 31, 2015, 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.

Welfare Benefits

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.

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.

Messrs. Roth s, Mergenthaler s, and Krakowsky s 401(k) benefit, and Mr. Krakowsky s life insurance premium benefit, are provided under their respective employment agreements.

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Executive Compensation

ESTIMATED TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL PAYMENTS

The following table shows amounts each named executive officer would be entitled to receive had the employment of such executive officer terminated on December 31, 2015, by reason of the listed triggering events.

Name		Termination for Cause or Voluntary Termination Without Good Reason ($)	Qualifying Termination ($)	Death ($)	Disability ($)	Qualifying Termina following a Change of Control ($) [5][6]
Mr. Roth	Severance	0	3,000,000	0	0	12,600,000
	Bonus	0	0	4,100,000	4,100,000	3,000,000
Long Term Incentive :	Stock Options [4]	0	0	2,244,169	1,877,182	3,555,217
	Performance Shares	0	0	10,747,235	10,747,235	15,624,116
	Performance Cash	0	0	5,128,110	5,128,110	7,250,000
	Restricted Stock	0	0	1,771,757	1,771,757	5,442,119
Benefits :	Med/Dental/Vision	0	39,262	0	0	58,893
	401(k) Match	0	11,925	0	0	11,925
Pension [1] / Def Comp [3]						
Mr. Mergenthaler	Severance	0	1,500,000	0	0	4,500,000
	Annual Bonus	0	2,500,000	1,750,000	1,750,000	1,250,000
Long Term Incentive:	Performance Shares	0	0	3,134,123	3,134,123	4,372,682
	Performance Cash	0	0	2,279,505	2,279,505	2,816,667
	Restricted Stock	0	0	503,330	503,330	1,472,320
Benefits :	Med/Dental/Vision	0	40,948	0	0	54,596
	401(k) Match	0	11,925	0	0	11,925
Def Comp [3]						
Mr. Krakowsky	Severance	0	1,350,000	0	0	3,600,000
	Annual Bonus	0	1,125,000	1,450,000	1,450,000	1,125,000
Long Term Incentive:	Performance Shares	0	0	1,837,432	1,837,432	2,948,901
	Performance Cash	0	0	1,946,465	1,946,465	2,433,333
	Restricted Stock	0	0			
Benefits :	Med/Dental/Vision	0	39,687	0	0	52,915
	401(k) Match	0	11,925	0	0	11,925
	Life Insurance	0	1,345	0	0	1,345
Pension [2] / Def Comp [3]						

Mr. Bonzani	Severance	0	1,050,000	0	0	2,450,000
	Annual Bonus	0	0	700,000	700,000	525,000
Long Term Incentive:	Performance Shares	0	0	1,138,934	1,138,934	1,633,604
	Performance Cash	0	0	785,957	785,957	1,000,000
	Restricted Stock	0	0	201,332	201,332	588,914
Benefits :	Med/Dental/Vision	0	34,951	0	0	46,601
	401(k) Match	0	7,950	0	0	7,950
Mr. Carroll	Severance	0	587,714	0	0	1,808,352
	Annual Bonus	0	352,628	460,000	460,000	352,628
	Stock Options [4]	0	0	0	0	0
Long Term Incentive :	Performance Shares	0	0	644,925	644,925	892,741
	Performance Cash	0	0	1,200,673	1,200,673	1,148,443
	Restricted Stock	0	0	100,666	100,666	294,445
Benefits :	Med/Dental/Vision	0	40,984	0	0	54,644
	401(k) Match	0	11,256	0	0	11,256
Def Comp [3]						

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Executive Compensation

(1) The payment Mr. Roth is entitled to receive under the SERIP is described in detail on page 47, under the heading Pension Benefits The Interpublic Senior Executive Retirement Income Plan .

(2) The payment Mr. Krakowsky is entitled to receive under his ESBA is described in detail on page 47, under the heading Pension Benefits Executive Special Benefit Agreement .

(3) The payments each named executive officer is entitled to receive under the CAP, other than Mr. Bonzani who is not a participant under the CAP, is set forth on page 48 in the Non-Qualified Deferred Compensation table under the column heading Aggregate Balance FYE

Each of the named executive officers 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 ($)	Qualifying Termination following a Change of control ($)
Michael I. Roth	878,850	1,332,643
Frank Mergenthaler	272,303	498,189
Philippe Krakowsky	69,050	125,851
Chris Carroll	62,249	125,851

(4) Represents the aggregate amount of the difference between the closing price of the Common Stock on December 31, 2015 ($23.28) and exercise price of all unvested stock options having an exercise price that is less than $23.28 (the In-the-Money Value) that would vest by reason of the triggering event.

(5) 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.

(6) As a result of the shift to a double-trigger payment of the Long-Term Incentive awards beginning with awards made in 2015, the payments shown in this column under and Long-Term Incentive for the Performance Share Awards and Performance Cash Awards would be paid to the executive as follows:

Name		Change of Control ($)	Qualifying Termination following a Change of Control ($)
Michael I. Roth	Performance Shares	4,739,855	10,884,261
	Performance Cash	2,600,000	4,650,000
Frank Mergenthaler	Performance Shares	1,428,018	4,372,682
	Performance Cash	1,566,667	2,816,667
Philippe Krakowsky	Performance Shares	364,588	2,584,313
	Performance Cash	1,333,333	1,100,000
Andrew Bonzani	Performance Shares	455,753	1,177,851
	Performance Cash	500,000	500,000
Chris Carroll	Performance Shares	303,827	588,914
	Performance Cash	898,443	250,000

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OUTSTANDING SHARES

The outstanding capital stock of Interpublic at the close of business on March 24, 2016, the record date for the Annual Meeting consisted of 403,761,277 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 shareholders 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, 2015 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[1]	Percent of Class
The Vanguard Group, Inc. [2] 100 Vanguard Blvd. Malvern, PA 19355	34,707,199	8.54%
BlackRock, Inc. [3] 40 East 52nd Street New York, NY 10022	26,459,156	6.50%

(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 filed by The Vanguard Group, Inc. (Vanguard) with the SEC on February 10, 2016, in which Vanguard reported that it is an investment manager that has sole voting power with respect to 760,067 shares of Common Stock, shared voting power with respect to 39,200 shares of Common Stock sole dispositive power with respect to 33,903,276 shares of Common Stock and shared dispositive power with respect to 803,923 shares of Common Stock.

(3) This disclosure is based on a Schedule 13G filed by BlackRock, Inc. with the SEC on January 26, 2016, 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 22,463,614 shares of Common Stock and sole dispositive

power with respect to 26,459,156 shares of Common Stock.

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Outstanding Shares and Ownership 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 March 24, 2016 by each director, each executive officer named in the Summary Compensation Table, and all directors and executive officers of Interpublic as a group:

Name of Beneficial Owner	Common Stock Ownership	Options Exercisable Within 60 Days	Total [1][2]
Andrew Bonzani	68,391	0	68,391
Christopher Carroll	59,285	0	59,285
Jocelyn Carter-Miller	32,832	0	32,832
Deborah Ellinger	7,175	0	7,175
H. John Greeniaus	248,163	0	248,163
Mary J. Steele Guilfoile	79,027	0	79,027
Dawn Hudson	35,016	0	35,016
William T. Kerr	120,276	0	120,276
Philippe Krakowsky	235,112	59,487	294,599
Frank Mergenthaler	375,690	187,169	562,859
Henry S. Miller	12,175	0	12,175
Jonathan F. Miller	7,175	0	7,175
Michael I. Roth	1,115,986	4,098,927	5,214,913
David M. Thomas	92,396	0	92,396
All directors and executive officers as a group (16 persons)	2,583,444	4,486,091	7,069,535

(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 awarded under the 2014 PIP, 2009 PIP and the 2009 Directors Plan 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) Other than Mr. Roth, who beneficially owned 1.29%, no individual identified in the table had beneficial ownership of more than 1% of the outstanding shares of Common Stock as of March 24, 2016. Interpublic s directors and executive officers as a group had beneficial ownership of 1.75% of the outstanding shares of Common Stock.

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

Section 16(a) Beneficial Ownership Reporting Compliance

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, 2015, 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.

Interpublic is not aware of any person or entity that is the beneficial owner of more than 10 percent of any class of its equity securities.

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At the 2005 Annual Meeting, the stockholders approved the adoption of the Employee Stock Purchase Plan (2006) of the Company (the 2006 Plan). Under the 2006 Plan, employees of the Company and its subsidiaries, including officers and those directors who were employees of the Company were entitled to purchase shares of Interpublic Common Stock at a 10% discount to the lower of the average market price on:

the first business day of each quarter, and

the last business day of the quarter.

On December 10, 2015, the Company s Board of Directors approved the establishment of The Interpublic Group of Companies, Inc. Employee Stock Purchase Plan (2016) (the 2016 Plan) to replace the 2006 Plan, which by its terms expired on December 31, 2015 with approximately 12 million of the 15 million shares reserved under the 2006 Plan not issued. The issuance of any shares under the 2016 Plan remains subject to the approval of the 2016 Plan by the shareholders.

Description of the 2016 Plan

The following description of the 2016 Plan is qualified in its entirety by reference to the text thereof set forth in Appendix A.

Under the Plan, the Company, beginning January 1, 2016, may make offerings of shares of Interpublic Common Stock. An aggregate of 10,000,000 shares will be reserved for issuance under the Plan.

The initial purchase of shares for any offerings that began prior to the 2016 Annual meeting shall be made shortly after June 30, 2016, subject to the approval by the shareholders of the 2016 Plan, at a price per share equal to 90% of the lesser of the average market price of a share on the first business day of 2016 or the average market price of a share on June 30, 2016, and without commission. An employee may not purchase more than 1,800 shares under the initial offering.

Each subsequent offering is expected to be approximately three months in duration, and one offering period may not overlap with another offering period under the Plan. An employee may not purchase more than 900 shares under any three-month offering.

An eligible employee may participate in an offering by authorizing payroll deductions of up to 10% of compensation during the offering period. Participants in the 2016 Plan will be offered Common Stock of the Company at a price per share equal to 90% of the lesser of the average market price of a share on the first business day of the

offering period or the average market price of a share on the last business day of the offering period, and without commission. All employees of the Company and certain of its subsidiaries will be eligible to participate in the 2016 Plan in accordance with and subject to such limitations, conditions, and other rules as may be prescribed from time to time by the Committee administering the 2016 Plan, which rules must be consistent with the terms of the 2016 Plan

and the requirements of the Internal Revenue Code. No employee is entitled to purchase shares under the 2016 Plan if, after giving effect to a purchase right, the employee owns or is entitled to acquire 5% or more of the total combined voting power or value of all classes of stock of the Company and its subsidiaries. No employee is permitted to accrue the right to purchase stock under the 2016 Plan or any other stock purchase plan of the Company or its subsidiaries at a rate exceeding $25,000 worth of Interpublic Common Stock in any calendar year (measured as of dates specified in the plan document).

The Board of Directors may at any time, or from time to time, amend the 2016 Plan in any respect, except that shareholder approval is required for any amendment (i) to increase or decrease the number of shares of Interpublic Common Stock reserved for issuance under the 2016 Plan or (ii) decrease the purchase price per share of the Interpublic Common Stock sold under the 2016 Plan.

The 2016 Plan will terminate on December 31, 2025, or, if earlier, when all of the shares authorized for issuance under the 2016 Plan are sold or the Board of Directors in its discretion determines to terminate the 2016 Plan.

Management estimates that approximately 17,000 employees of the Company and its subsidiaries will be eligible to participate in the 2016 Plan. The benefits to be received from the 2016 Plan will depend on the extent to which employees elect to participate and, therefore, are not determinable.

U.S. Federal Income Tax Consequences

The 2016 Plan is intended to qualify as an employee stock purchase plan within the meaning of Section 423 of the Internal Revenue Code. For U.S. federal income tax purposes, an employee does not realize income when the employee purchases shares under the Plan. If an employee disposes of shares purchased in an offering under the Plan more than two years after the date of the offering and more than one year after the date of purchase (the holding periods), the employee will realize ordinary income in the year of the disposition equal to the lesser of (a) the excess of the amount realized on the disposition over the purchase price

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Item 4. Adoption of the Interpublic Group of Companies Employee Stock Purchase Plan (2016)

or (b) 10% of the value of the shares on the date of the offering. Any additional gain that the employee realizes will be capital gain. If the employee waits to dispose of the shares until after the holding periods expire, the Company and its subsidiaries will not be entitled to a deduction in connection with the employee s purchase or disposition of the shares. If the employee disposes of the shares before the holding periods expire, the employee will realize ordinary income in the year of the disposition equal to the excess of the fair market value of the shares on the date of purchase

over the price that the employee paid for the shares; any additional gain that the employee realizes will be capital gain, and the Company or a subsidiary generally will be entitled to deduct an amount equal to the ordinary income realized by the employee.

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

The Board of Directors recommends a vote FOR the approval of the Interpublic Group of Companies, Inc. Employee Stock Purchase Plan (2016)

Equity Compensation Plan Information

The following table provides information regarding the shares of Common Stock issuable under our equity compensation plans as of December 31, 2015.

Plan Category	Number of Shares of Common Stock to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) [1, 2, 3, 4, 5]	Weighted-Average Exercise Price of Outstanding Stock Options (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c) [4]
Equity Compensation Plans Approved by Security Holders	16,488,074	$ 9.63	26,445,118
Equity Compensation Plans Not Approved by Security Holders			None

1 Included a total of 6,044,322 outstanding stock options granted under the 2006 Performance Incentive Plan and 2009 Performance Incentive Plan (the 2009 Plan). These options are the only instruments taken into account in computing the weighted-average exercise price in column (b) of this table.

2 Included a total of 7,124,163 shares of Common Stock representing the target number of shares issuable under the 2009 Plan and the 2014 Performance Incentive Plan (the 2014 Plan) following the completion of the 2013-2015 performance period, the 2014-2016 performance period and the 2015-2017 performance period respectively.

3 Excluded a total of 1,989,655 in restricted stock awards made under the 2009 and 2014 Performance Incentive Plans.

4 Included a total of 129,293 shares of Common Stock issuable pursuant to restricted share units and performance-based awards (Share Unit Awards) granted under the 2009 and 2014 Plans, which may be settled in shares of Common Stock or cash. Each Share Unit Award settled in cash will increase the number of shares of Common Stock available for future issuance shown in column (c).

5 There also are outstanding restricted cash awards (Performance Cash Awards), half of which, upon vesting, would be settled in shares of Common Stock and half of which would be settled in cash. As of December 31, 2015 based on the closing stock price of $23.28 on that date, 1,200,641 shares of Common Stock would have been issuable upon the settlement of these awards. These shares are not included in the table above.

6 Included (i) 26,074,434 shares of Common Stock available for issuance under the 2014 Performance Incentive Plan, and (ii) 370,684 shares of Common Stock available for issuance under the 2009 Directors Plan.

SHAREHOLDER PROPOSALS

The following two proposals were submitted by shareholders of the Company. If the shareholder proponent, or a representative who is qualified under state law, is

present in person at the meeting and submits such proposal for a vote, then the proposal will be voted on at the Annual Meeting of Shareholders.

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Kenneth Steiner, 14 Stoner Avenue, 2M, Great Neck, NY 11021, has submitted the following proposal for consideration at the Annual Meeting:

Proposal 5 Shareholder Proxy Access

RESOLVED: RESOLVED:

Shareholders ask our board of directors to adopt, and present for shareholder approval, a proxy access bylaw as follows:

Require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or an unrestricted number of shareholders forming a group (the Nominator) that meets the criteria established below.

Allow shareholders to vote on such nominee on the Company s proxy card.

The number of shareholder-nominated candidates appearing in proxy materials should not exceed one quarter of the directors then serving or two, whichever is greater. This bylaw should supplement existing rights under Company bylaws, providing that a Nominator must:

a) have beneficially owned 3% or more of the Company s outstanding common stock, including recallable loaned stock, continuously for at least three years before submitting the nomination;

b) give the Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission (SEC) rules about (i) the nominee, including consent to being named in proxy materials and to serving as director if

elected; and (ii) the Nominator, including proof it owns the required shares (the Disclosure); and

c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator s communications with the Company shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company s proxy materials; and (iii) to the best of its knowledge, the required shares were acquired in the ordinary course of business, not to change or influence control at the Company.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the Statement). The Board should adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and applicable federal regulations, and the priority given to multiple nominations exceeding the one-quarter limit. No additional restrictions that do not apply to other board nominees should be placed on these nominations or re-nominations.

Supporting Statement

Proxy access would benefit both the markets and corporate boardrooms, with little cost or disruption, raising US market capitalization by up to $140 billion. This is according to a cost-benefit analysis by the Chartered Financial Analyst Institute, *Proxy Access in the United States: Revisiting the Proposed SEC Rule.*

Please vote to enhance shareholder value:

Shareholder Proxy Access Proposal 5

MANAGEMENT STATEMENT IN OPPOSITION

The Board is aware of the popularity of proxy access shareholder proposals and the actions by other well-recognized companies in adopting proxy access. As set out below in detail, the Board is committed to high standards of governance and continually examines its corporate governance practices. The Board believes that its current corporate governance system provides for an appropriate and productive level of corporate oversight and that the adoption of a proxy access bylaw as envisioned by the proponent above would not at this time be a productive means to provide shareholders greater involvement in the Company s corporate governance. The Board therefore recommends a vote against this proposal.

We have an established record of strong governance practices, exceptional performance and strong support from our shareholders.

Our commitment to rigorous corporate governance practices is well established and discussed throughout this proxy statement, as described under Our Corporate Governance Framework on page 8 of this proxy statement. As evidence of this commitment, as of the printing of this proxy statement and throughout 2014 and 2015, Interpublic has maintained a governance rating of 1 from Institutional Shareholder Services (ISS), which is the highest ranking possible.

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Item 5. Shareholder Proposal

The Board s governance leadership is further evidenced by its commitment to having a diverse and inclusive Board, which reflects the commitment of Interpublic in its own efforts of having an inclusive and diverse working environment, as highlighted on our website page: http://www.interpublic.com/diversity. Of special note is the fact that Interpublic is one of only a handful of companies in the Fortune 500 with a 40% female board composition.

We are also well aware of the importance of continually re-assessing our mix of skills and our governance structures. In 2015, the Board undertook a number of significant changes, adding three new members, managing the departure of two longstanding directors and restructuring its Committee composition and structure. These changes evidence a Board willing to engage and change when appropriate, without the need for a proxy access structure that operates in a mechanical and rote manner.

Our shareholders have also expressed continued confidence in the Board and such framework by electing the members of the Board with over 90% average support at each annual meeting in the last five years. This support for the Board and its oversight of the Company has similarly been expressed through the support of shareholders voting in favor of our executive compensation programs, which has exceeded 90% since 2011, the first year such vote was taken.

Additionally, our exceptional financial and operational performance in 2015, as discussed above under Compensation Discussion & Analysis 2015 Business Highlights, and the total shareholder returns (TSR) of the Company for the last three and five year periods demonstrate the Board s commitment to act in the best interests of shareholders and to maximize shareholder value. We believe that the strength of the Board and our corporate governance practices have contributed to the strong returns shareholders have enjoyed.

We continually engage with our shareholders.

Interpublic has an active and ongoing shareholder outreach program through which senior management regularly solicit shareholders views on a number of matters including corporate strategy, governance policies and executive compensation.

The Board believes the Company s existing policies and procedures therefore ensure board accountability to shareholders, while striking an appropriate balance that also enables the Board to oversee the Company s business and affairs effectively and efficiently in order to serve the long-term benefit of shareholders. These structures are designed to foster responsiveness to shareholders while allowing the board to devote the time and attention necessary to oversee the execution of the Company s strategy.

The proposal would interfere with effective corporate governance and operation of the Company s Business

If implemented, proxy access may prove to be disruptive and not in the best interests of the Company and its shareholders for many reasons, including the following:

Board Disruption The Board is united by a common purpose to maximize long-term shareholder value and strives to promote corporate policies that it believes to be in the best interests of the Company and all its shareholders. Proxy access could create a politicized environment among directors and between management and the Board, particularly if shareholder-nominated directors were focused on pursuing special interests. Indeed, a private interest-driven shareholder that disagrees with a particular course of action may only need to express their intent to propose a slate of

competing director nominees to disrupt a board s governance process, even when directors believe the action would be in the best interest of the Company. A Board not distracted by frequent electoral challenge or members representing special-interest shareholders can more effectively balance competing shareholder interests and properly maintain a focus on long-term growth.

Increasing Likelihood of Special Interest Directors. Proxy access could allow an individual shareholder (or minority group of shareholders) with narrowly tailored special interests or short term goals, and who are not required to hold their shares for any period of time following the submission of nominees, to use proxy access to promote an agenda which favors the interests of the minority rather than the long-term interests of all shareholders. Moreover, proxy-access places no prohibition on nominating shareholders from separately compensating their director nominees on an ongoing basis, virtually assuring that the primary focus of such nominees would be to implement the narrowly tailored interests of such shareholder groups.

Disruption to Business. An election contest is a disruptive event for a company, causing the Company to incur substantial additional costs and diverts substantial amounts of management s time and attention from the operation of the business.

Additionally, and as noted in the Risk Factors section of our 2015 Annual Report, the Company operates in a highly competitive industry where attracting and retaining talent are key drivers to the success of our business. Consequently, proxy access, if utilized or even threatened by special interest shareholders, presents a heightened risk of disrupting the business of the Company by creating the possible uncertainty among its personnel about the long-term strategic direction of the organization, which competitors can take advantage of, further increasing the risk of losing key talent to competitors which may have an material adverse impact to our business.

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Item 5. Shareholder Proposal

Expense and Distraction. Proxy access sets up a procedure that facilitates proxy contests and contested elections that can be expensive and disruptive, and creates an uneven playing field in which the Company bears substantial expense while the shareholder and its director nominee need expend little resources to promote its candidacy. The United States Court of Appeals for the District of Columbia overturned the SEC s proxy access rule in 2011 precisely because it determined that the SEC had not adequately assessed the expense and distraction proxy contests would entail. As discussed above, contested elections would serve to divert key Company resources and the time and attention of management and the Board away from the Company s strategic initiatives and operational goals. In the absence of proxy access, however, the playing field is leveled, as the shareholder nominee would similarly need to undertake the expense of soliciting proxies on the nominee s behalf. The desire to avoid this expense has sometimes been cited as a reason for proxy access, but there is no reason why a shareholder or groups of shareholders holding 3% of the outstanding shares of the Company (which at the closing share price on the record date would constitute over $260

million worth of shares) should not, if they have a legitimate interest in sitting on the Board, bear the expense of soliciting proxies. History has shown that the associated expense that challengers must bear serves as an important filter to limit such challenges to instances where there are significant enough underlying governance issues to warrant the challenge. The proxy access proposal would eliminate any such constraint.

Bypasses Current Processes. Proxy access would bypass the Board s current process for identifying, screening and selecting directors who meet the Board s independence requirements, eligibility requirements and experience profiles. To function optimally, any board should be comprised of directors with the set of complementary skills and experiences needed to provide the appropriate oversight role for their company in light of the Company s strategic priorities and the scope and complexity of the Company s business. The proposal undermines the role of the independent Corporate Governance Committee that is responsible for the critical role of selecting director

nominees to be voted on at each annual meeting. When reviewing and recommending director nominees, members of the Corporate Governance Committee seek those who have the skills and qualifications to enhance the effectiveness of the Board, are free from conflicts of interest and will represent the interests of all shareholders, not just those with special interests.

In addition, as noted above, the goal of having a diverse and inclusive Board is a chief concern for the Company and the Board. Shareholders submitting candidates through proxy access would likely fail to take into account these important considerations and objectives, which we consider important drivers to our continued financial performance. The Corporate Governance Committee considers potential nominees identified by shareholders using the same criteria it uses for nominees identified by other methods. Proxy access would bypass this process by placing directly into nomination candidates who may fail to meet the independence or other qualifications established by the Board or who may fail to contribute to the mix of needed perspectives. Furthermore, there is no limit on the ability of shareholders to advance additional candidates in subsequent years. This lack of an important safeguard against abuse of the proxy access mechanism is not in the best interest of our shareholders and could cause abrupt and damaging changes in the Board.

The Board continually examines corporate governance practices to ensure leading practices, including proxy access.

The Board believes that its current corporate governance system provides for an appropriate and productive level of corporate oversight, and provides the greatest opportunity for the Board to consider the long-term benefits to

shareholders of the Company s direction without the distraction of contested elections. Notwithstanding the foregoing, as with other issues of corporate governance and the rights of shareholders, the Board continually examines and remains focused on ensuring that the Company s corporate governance policies that provides appropriate and productive shareholder representation are in keeping with best practices.

The Board of Directors recommends a vote AGAINST the shareholder proposal regarding proxy access.

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William Steiner, 112 Abbottsford Gate, Piermont, NY 10968, has submitted the following proposal for consideration at the Annual Meeting:

Proposal 6 Independent Board Chairman

Shareholders request our Board of Directors to adopt as policy, and amend our governing documents as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. The Board would have the discretion to phase in this policy for the next CEO transition, implemented so it does not violate any existing agreement. If the Board determines that a Chair who was independent when selected is no longer independent, the Board shall select a new Chair who satisfies the requirements of the policy within a reasonable amount of time. Compliance with this policy is waived if no independent director is available and willing to serve as Chair. This proposal requests that all the necessary steps be taken to accomplish the above.

Supporting Statement

According to Institutional Shareholder Services 53% of the Standard & Poors 1,500 firms separate these 2 positions 2015 Board Practices, April 12, 2015. This proposal topic won 50%-plus support at 5 major U.S. companies in 2013 including 73%-support at Netflix. Shareholders of our company previously gave an impressive 47% vote of support for this topic.

It is the responsibility of the Board of Directors to protect shareholders long-term interests by providing independent oversight of management. By setting agendas, priorities and procedures, the Chairman is critical in shaping the work of the Board.

A board of directors is less likely to provide rigorous independent oversight of management if the Chairman is also the CEO, as is the case with our Company. Having a

board chairman who is independent of management is a practice that will promote greater management accountability to shareholders and lead to a more objective evaluation of management.

According to the Millstein Center for Corporate Governance and Performance (Yale School of Management), The independent chair curbs conflicts of interest, promotes oversight of risk, manages the relationship between the board and CEO, serves as a conduit for regular communication with shareowners, and is a logical next step in the development of an independent board.

An NACD Blue Ribbon Commission on Directors Professionalism recommended that an independent director should be charged with organizing the board s evaluation of the CEO and provide ongoing feedback; chairing executive sessions of the board; setting the agenda and leading the board in anticipating and responding to crises. A blue-ribbon report from The Conference Board also supported this position.

A number of institutional investors said that a strong, objective board leader can best provide the necessary oversight of management. Thus, the California Public Employees Retirement System s Global Principles of Accountable Corporate Governance recommends that a company s board should be chaired by an independent director, as does the Council of Institutional Investors.

An independent director serving as chairman can help ensure the functioning of an effective board.

Please vote to enhance shareholder value:

Independent Board Chairman Proposal 6

MANAGEMENT STATEMENT IN OPPOSITION

Prior Submissions on this topic and Proponent s false statement

While the proponent is correct that this matter has previously been voted on by our shareholders, at both the 2006 and 2007 Annual Meetings, the proposal, in fact, only received the support of 12% and 15% of our shareholders, respectively, demonstrating clear approval of our Board leadership structure.

The Board s existing leadership structure is effective and appropriately flexible

The Board has determined that currently having the combined role of board chair and chief executive officer (CEO) provides Interpublic with the most efficient and effective leadership model and serves a number of important goals. The CEO facilitates the flow of information between management and the Board and is best able to keep the Board informed about the advertising and marketing services industry and the global operations of Interpublic and its subsidiaries, regularly consulting with board members in a timely manner about important issues facing Interpublic. The Board also believes that the current

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Item 6. Shareholder Proposal

structure provides focused leadership for the Company, helps ensure accountability for the Company s performance and promotes a clear, unified vision for our Company by assuring that the strategies adopted by the Board will be well positioned for execution by management. The Board regards this leadership structure as a key driver to the Company s success in returning value to its shareholders.

The Board has a strong, independent lead director

The Board s presiding director is appointed by and from among the independent board members and has specific authority that ensures objective, independent oversight of management s strategic decisions, risk management, succession planning, and executive performance and compensation. The authority and responsibilities of the lead director are outlined in the Company s Governance Guidelines, which are available at http://www.interpublic.com.

As noted on pages 8 and 14 of this proxy statement, the Presiding Director:

- serves as liaison between the chairman and the independent directors;
- is authorized to call a meeting of the independent directors at any time;
- is authorized to call a meeting of the full board at any time;
- chairs executive sessions of the independent directors on at least a quarterly basis;
- coordinates and approves board meeting agendas and meeting schedules to ensure that topics of importance are being addressed by management; and
- has direct input in and discusses proposed changes to committee assignments with each director.

Our existing governance structure fosters board independence

The Board believes the Company s corporate governance practices, beyond those allowing for a strong lead director, make it unnecessary to require an independent chairman.

For example:

- 9 out of 10 directors, or 90%, are independent.

Each of the Audit, the Compensation and Leadership Talent, the Corporate Governance and the Finance 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.

Interpublic s ISS corporate governance ranking among the best

As of the printing of this proxy statement and throughout 2014 and 2015, Interpublic has maintained a governance rating of 1 from Institutional Shareholder Services (ISS), which is the highest ranking possible.

Restricting the Board discretion would be detrimental to the interests of shareholders

The Board believes strongly that it should have the discretion of deciding if and when Interpublic is best served by a chairman who acts in a dual role as chief executive officer. The proposal seeks to eliminate the flexibility of the Board to make such determinations. 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 shareholders. The members of the Board have experience with and knowledge of the challenges and opportunities the Company faces at any given time, and are therefore in the best position to choose the leadership structure that is most appropriate for the situation. Rigid application of the proposal would deprive the board of the ability to evaluate the particular needs of Interpublic and the specific qualifications of the individual in question.

The Board of Directors recommends a vote AGAINST the shareholder proposal regarding independent board chairman.

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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 shareholder communications from the issuer) to two or more shareholders 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, General Counsel & 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 2015 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.

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 JPMorgan Chase Bank, N.A. (JPMorgan), the trustee of the Plan, pursuant to the proxy card being mailed with this Proxy Statement to Plan participants. JPMorgan will vote shares in accordance with duly executed instructions if received on or

before May 18, 2016. If JPMorgan 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 JPMorgan. JPMorgan 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 JPMorgan 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 meeting. If other matters not now known come before the 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,

Andrew Bonzani

Senior Vice President, General Counsel & Secretary

April 8, 2016

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APPENDIX A

THE INTERPUBLIC GROUP OF COMPANIES, INC.

EMPLOYEE STOCK PURCHASE PLAN (2016)

The purpose of the Plan is to provide employees an opportunity to purchase shares of IPG stock through offerings to be made from time to time during the ten-year period commencing January 1, 2016. 10,000,000 shares in the aggregate are reserved for this purpose.

1. *Administration*: The Plan shall be administered by the Committee. The Committee shall have authority to adopt rules and regulations for the administration of the Plan; its interpretations and decisions with regard thereto shall be final and conclusive.

2. *Eligibility*: All employees of the Corporation and any subsidiaries designated by the Committee shall be eligible to participate in the Plan. In addition, employees of any subsidiary designated by the MHRC or General Counsel of the Corporation (each as described in Section 17) shall be eligible to participate in the Plan, provided that the MHRC or General Counsel has determined that extending eligibility to such subsidiary will not have an MFI. In each case, participation in the Plan shall be subject to such rules as the Committee may prescribe from time to time, which rules, however, shall neither permit nor deny participation in the Plan contrary to the requirements of the Code and the regulations promulgated thereunder. Unless the Committee determines otherwise, the following employees shall not be eligible to participate in an offering:

    a. employees who have not been employed by the Corporation for the full 60-day period preceding the Date of Offering,

    b. employees whose customary employment on the Date of Offering is 20 hours or less per week, and

    c. employees whose customary employment on the Date of Offering is for not more than 5 months in any calendar year.

Notwithstanding the foregoing, no employee may be granted an option to purchase IPG stock under an offering if, immediately after the option is granted, such employee owns 5% or more of the total combined voting power or value of all classes of stock of the Corporation or its subsidiaries. For purposes of the preceding sentence, the rules of Section 424(d) of the Code shall apply in determining the stock ownership of an individual, and stock that an employee may purchase under outstanding options shall be treated as stock owned by the employee.

3. *Offerings*: The Corporation shall make one or more offerings to eligible employees to purchase IPG stock under the Plan.

a. *Initial Purchase Period*. The first offering under the Plan shall begin on January 1, 2016. The initial Purchase Period shall be the six month period beginning on January 1, 2016, and ending on June 30, 2016.

b. *Subsequent Purchase Periods*. Each offering after the initial Purchase Period shall begin on the Date of Offering specified by the Committee, which shall be no earlier than July 1, 2016, and shall continue for a period of approximately three months. The terms and conditions of each such offering shall specify the number of shares of IPG stock that may be purchased thereunder. The Purchase Period for one offering shall not overlap with the Purchase Period for any other offering.

An eligible employee s participation in the Initial Offering and any subsequent offering shall be based on the Compensation that such eligible employee receives during the Purchase Period for such offering (or during the portion of such Purchase Period in which the eligible employee elects to participate).

4. *Participation*: An employee who is eligible to participate in an offering may elect, in a manner approved by the Committee, to participate in such offering. Such election shall authorize a regular payroll deduction from the employee s Compensation and shall specify the date on which such deduction is to commence, which may not be retroactive.

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5. *Deductions*: The Corporation shall maintain payroll deduction accounts for all participating employees. An eligible employee may authorize a payroll deduction, with respect to an offering, of up to a maximum of 10% of the Compensation he receives during the Purchase Period for such offering (or during the portion of such Purchase Period in which the eligible employee elects to participate).

No employee may be granted an option that permits his rights to purchase stock under the Plan, or any other stock purchase plan of the Corporation or its subsidiaries, to accrue (within the meaning of Section 423(b)(8) of the Code and the regulations there under) at a rate that exceeds $25,000 of the fair market value of stock (determined at the date of the offering) for each calendar year in which the option is outstanding at any time.

6. *Deduction Changes*:

   a. An eligible employee may elect, in a manner approved by the Committee, to increase or decrease his payroll deduction. The change shall not become effective before the next pay period after the employee makes such election. During a Purchase Period, an eligible employee may elect to increase his payroll deduction only once and to reduce his payroll deduction only once.

   b. If an eligible employee goes on a leave of absence without pay for a period of 90 days or less and does not withdraw the cash balance of his payroll deduction account, his deductions shall end following his last full pay period worked but shall resume automatically upon his return to work. If a leave of absence without pay is for a period of more than 90 days, the eligible employee s deductions shall be canceled and shall not resume automatically upon a return to work.

7. *Withdrawal of Funds*: An employee may at any time and for any reason permanently withdraw the balance accumulated in his payroll deduction account hereunder, and thereby withdraw from participation in the then-current offering. He may thereafter begin participation again only once during the remainder of the Purchase Period specified in such offering. Partial withdrawals shall not be permitted.

8. *Purchase of Shares*: Each employee participating in any offering under the Plan shall be granted an option, on the Date of Offering, for as many shares of IPG stock as he elects to purchase with the following amounts:

   a. up to 10% of the Compensation received by such employee during the specified Purchase Period (or during the portion of such Purchase Period in which the eligible employee elects to participate), to be paid by payroll deductions during such period; and

   b. the balance (if any) carried forward from his payroll deduction account for the preceding Purchase Period pursuant to the final paragraph of this Section 8.

Notwithstanding the preceding sentence, in no event may the number of shares of IPG stock purchased by any employee under an offering with a Purchase Period of three months exceed 900 shares (or, under an offering with a Purchase Period of six months, 1,800 shares).

Payroll deductions from an eligible employee s Compensation shall be made under each offering to the extent authorized by such employee in a manner approved by the Committee and subject to the limitations that apply to such offering. A separate payroll deduction account shall be maintained for each participating employee with respect to each offering. The payroll deductions from an eligible employee s Compensation during the Purchase Period for an offering shall be credited to such employee s payroll deduction account for such offering.

The purchase price for each share purchased under any offering shall be equal to 90% of the lesser of (i) the Average Market Price on the Date of Offering or (ii) the Average Market Price on the last business day of the Purchase Period specified by the offering.

As of the last business day of each Purchase Period, the balance in each participating employee s payroll deduction account and the purchase price for such Purchase Period shall be determined. If a participating employee has sufficient funds in his payroll deduction account to purchase one or more full shares of IPG stock as

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of such date, the employee shall be deemed to have exercised his option to purchase such full share or shares (up to the applicable share limit) of IPG stock at such price, his payroll deduction account shall be charged for the amount of the aggregate purchase price for such share or shares, and the ownership of such share or shares shall be appropriately evidenced on the books of the Corporation. If an employee purchases shares of IPG stock hereunder, the Corporation shall deliver, or cause to be delivered, promptly to such employee, a statement reflecting the status of his payroll deduction account.

A participating employee may not purchase a share of IPG stock under any offering after the end of the applicable Purchase Period for such offering. Any balance remaining in an employee s payroll deduction account at the end of a Purchase Period shall returned to the employee, unless such remaining balance is less than the purchase price for one share, in which case such remaining balance shall be carried forward into the employee s payroll deduction account for the following Purchase Period. Any balance remaining in an employee s payroll deduction account at the termination of the Plan shall be refunded automatically to such employee in accordance with Section 18 hereof unless a successor plan becomes effective immediately following the termination of the Plan.

9. *Issuance of Certificates*: The Corporation shall issue certificates for shares of IPG stock purchased under the Plan to participating employees upon request.

10. *Registration of Certificates*: Certificates for shares of IPG stock purchased under the Plan shall be registered only in the name of the employee, provided that if the employee so elects, in a manner approved by the Committee, such certificates shall be registered in the employee s name jointly with a member of his family, with right of survivorship. If an employee resides in a jurisdiction that does not recognize such a joint tenancy, such employee may elect, in a manner approved by the Committee, to have such certificates for shares of IPG stock registered in his name as tenant in common with a member of his family, without right of survivorship.

11. *Definitions*:

Average Market Price on any day means the average of the high and low sales prices, on such day, of shares of IPG stock on the principal securities exchange on which such shares are traded or, if there are no such sales on such day, then the average of the high and low sales prices of such shares on the day or days that the Committee determines to be appropriate for purposes of valuation.

Board of Directors means the Board of Directors of the Corporation.

Code means the Internal Revenue Code of 1986, as amended.

Committee means the MHRC, except to the extent the Board of Directors provides otherwise.

Compensation means only basic compensation, including any elective deferral under a qualified cash or deferred arrangement under Section 401(k) of the Code (an elective cash or deferred contribution) and any salary reduction under a cafeteria plan within the meaning of Section 125 of the Code (a salary reduction contribution), and excluding overtime, bonuses, cost-of-living allowances, deferred compensation awards (apart from any elective cash or deferred contribution), or any other extra payment of any kind (apart from any salary reduction contribution). Solely for purposes of the Plan, Compensation consisting of an elective cash or deferred contribution or a salary reduction contribution shall be deemed to be received by the employee on the date on which the contribution would have been

paid to the employee but for the employee s election.

Corporation means The Interpublic Group of Companies, Inc.

Date of Offering shall be the first Working Day during the Purchase Period specified for any offering made under the Plan.

IPG stock means the common stock of the Corporation.

MHRC means the Management and Human Resources Committee of the Corporation.

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MFI means a positive or negative material financial impact on the Corporation. For purposes of Section 17, the determination as to whether an amendment has or potentially has a positive or negative material financial impact shall be made by the MHRC or the General Counsel of the Corporation, in its or his sole discretion, and shall not be subject to challenge or question by any person; provided, however, that the Board of Directors shall have the authority, in its sole discretion, to rescind such determination ab initio, in which case any amendment adopted pursuant to such determination shall also be void ab initio. A termination of the Plan in its entirety, as referred to in Section 18, shall be deemed to result in an MFI for purposes of Section 17.

Plan means The Interpublic Group of Companies, Inc. Employee Stock Purchase Plan (2016), as set forth herein and amended from time to time.

Purchase Period means the period of approximately three months (or, for the initial Purchase Period, six months), commencing on a Date of Offering and during which an eligible employee may purchase shares of IPG stock.

Subsidiary means any subsidiary of the Corporation, whether presently a subsidiary or hereafter becoming a subsidiary, all within the meaning of Section 424(f) of the Code and the regulations promulgated there under.

Working Day means a day other than a Saturday, Sunday, or a holiday scheduled by the Corporation.

12. *Rights as a Stockholder*: None of the rights or privileges of a stockholder of the Corporation shall exist with respect to shares purchased under the Plan unless and until such shares shall have been appropriately evidenced on the books of the Corporation.

13. *Rights on Termination of Employment*: In the event of a participating employee s termination of employment prior to the last business day of a Purchase Period, no payroll deduction shall be taken from any amount payable to him after the effective date of such termination. The balance in the employee s payroll deduction account shall be paid to the employee or, in the event of the employee s death, (a) to the executor or administrator of the employee s estate, or (b) if no such executor or administrator has been appointed to the knowledge of the Committee, to such other person(s) as the Committee may, in its discretion, designate. If, prior to the last business day of the Plan Period, the participating Subsidiary by which an employee is employed shall cease to be a subsidiary of the Corporation, or if the employee is transferred to a subsidiary of the Corporation that is not a participating Subsidiary, the employee shall be deemed to have terminated employment for the purposes of this Plan.

14. *Rights Not Transferable*: Rights under the Plan are not transferable by a participating employee other than by will or the laws of descent and distribution, and are exercisable during his lifetime only by him.

15. *Application of Funds*: All funds received or held by the Corporation under the Plan may be used for any corporate purpose.

16. *Adjustment in Case of Changes Affecting IPG Stock*: In the event of a subdivision of the outstanding shares of IPG stock, or the payment of a stock dividend on shares of IPG stock, the number of shares of IPG stock reserved under the Plan, including shares covered by outstanding grants to participating employees, shall be increased

proportionately, and the purchase price for each participant at such time reduced proportionately, and such other adjustment shall be made as may be deemed equitable by the Board of Directors. In the event of any other change affecting IPG stock, such adjustment shall be made as may be deemed equitable by the Board of Directors to give proper effect to such event.

17. *Amendment of the Plan*: The Corporation may at any time, or from time to time, amend the Plan in any respect as set forth in this Section 17; provided, however, that without the approval of the stockholders of the Corporation, no amendment shall be made to the Plan which (i) increases or decreases the number of shares reserved under the Plan (other than as provided in Section 16 hereof) or (ii) decreases the purchase price per

share (other than as provided in Section 16 hereof). The authority of the Corporation may be exercised by the Board, the MHRC, or the General Counsel of the Corporation, as follows:

a. *Authority of the Board*. The Board of Directors by duly adopted written resolution may modify or amend the Plan in whole or in part, prospectively or retroactively, at any time and from time to time. The Board of Directors by duly adopted written resolution may delegate the power to so modify or amend the Plan to one or more officers of the Corporation, subject to such conditions as the Board of Directors may in its sole discretion impose.

b. *Authority of the MHRC*. Without limiting the authority of the Board of Directors under subsection (a), above, and without the necessity of a specific delegation of authority from the Board of Directors, the MHRC may adopt any amendment or modification to the Plan that, in the opinion of the MHRC, would not have an MFI. The MHRC may delegate to any officer or other employee of the Corporation the power to execute any amendment or modification authorized under this Section 17(b).

c. *Authority of the General Counsel*. Without limiting the authority of the Board of Directors under subsection (a), above, or the MHRC under subsection (b), above, and without the necessity of a specific delegation of authority from the Board of Directors, the General Counsel of the Corporation may:

i. adopt any amendment or modification to the Plan that, in the opinion of the General Counsel, is necessary or appropriate to comply with applicable laws and regulations, including but not limited to the Code and applicable securities laws, and including any optional provision permitted under such applicable law or regulation; and

ii. adopt any amendment or modification to the Plan that, in the opinion of the General Counsel:

(A) is necessary for orderly administration of the Plan or to conform the Plan s terms to its administration; and

(B) would not potentially have an MFI. In the event that the General Counsel determines that a proposed amendment of the Plan described in this paragraph (ii) may potentially have an MFI, the General Counsel shall refer the proposed amendment to the MHRC. If the MHRC determines that such proposed amendment would not have an MFI, the MHRC may, without a delegation of authority from the Board, adopt such proposed amendment by exercising its authority under subsection (b), above. If the MHRC determines that such proposed amendment would have an MFI, the MHRC shall refer the proposed amendment to the Board of Directors for its consideration and adoption under subsection (a), above.

d. *Adoption by Written Instrument*. Any modification or amendment of the Plan by the MHRC under subsection (b), by the General Counsel under subsection (c) or by one or more officers or employees of the

Corporation to whom authority is delegated under subsection (a) or (b) shall be adopted by a written instrument executed by the MHRC, General Counsel, such officer or officers, or such employees, as applicable.

e. *Implementation of Amendments*. The officers of the Corporation may take all actions necessary or appropriate to implement or effectuate any amendment or modification to the Plan described in this Section 17.

f. *Successor Title or Entity*. The title of an officer or employee or name of an entity with responsibility or authority under this Section 17 shall include any successor title or name, as applicable, insofar as such title or name may be changed from time to time.

18. *Termination of the Plan*: The Plan and all rights of employees under any offering hereunder shall terminate on December 31, 2025, or, if earlier:

a. on the day that participating employees become entitled to purchase a number of shares of IPG stock equal to or greater than the number of such shares then available for purchase hereunder. If the number of shares of IPG stock so purchasable exceeds the number of such shares then available for purchase

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hereunder, the available shares of IPG stock shall be allocated by the Committee among such participating employees in such manner (consistent with the requirements of Section 423(b)(4) and (5) of the Code and the regulations there under) as it deems fair; or

b. on any other date determined by the Board of Directors in its discretion.

The Purchase Period under any offering hereunder may not end after December 31, 2025. Upon termination of the Plan, all amounts in the payroll deduction accounts of participating employees shall be promptly refunded unless those amounts are carried forward, in accordance with the final paragraph of Section 8 hereof, into the payroll deduction accounts established under a successor plan.

19. *Governmental Regulations*: The Corporation s obligation to sell and deliver IPG stock under the Plan is subject to the approval of any governmental authority required in connection with the authorization, issuance or sale of such stock.

20. *General Provisions*:

a. *Effective Date*. The Plan shall become effective on January 1, 2016.

b. In accordance with Treas. Reg. § 1.423-2(a)(2)(ii), the Corporation shall seek shareholder approval of the Plan within 12 months after the Effective Date. If shareholder approval is not received by that date, the Plan shall be terminated.

c. *No Right to Options; No Shareholder Rights*. No employee shall have any right to be granted any option under the Plan. No person shall have any rights as a shareholder with respect to any IPG stock to be issued under the Plan prior to the issuance thereof.

d. *No Right to Employment*. No person shall have any claim or right to be granted an option, and the grant of an option shall not be construed as giving any person the right to be retained in the employ of the Corporation or any subsidiary. Further, the Corporation and each subsidiary expressly reserve the right at any time to dismiss an employee free from any liability, or any claim under the Plan, except as expressly provided herein.

e. *Severability of Provisions*. If any provision of the Plan shall be held invalid or unenforceable, such invalidity or unenforceability shall not affect any other provision hereof, and the Plan shall be construed and enforced as if such provision had not been included.

f. *Incapacity*. Any benefit payable to or for the benefit of a minor, an incompetent person, or other person incapable of receipting therefore shall be deemed paid when paid to such person s guardian or to the party

providing or reasonably appearing to provide for the care of such person, and such payment shall fully discharge any liability or obligation of the Committee, the Board of Directors, the Corporation, and all other parties with respect thereto.

g. *Rules of Construction*. Whenever used in the Plan, words in the masculine gender shall be deemed to refer to females as well as to males; words in the singular shall be deemed to refer also to the plural; and references to a statute or statutory provision shall be construed as if they referred also to that provision (or to a successor provision of similar import) as currently in effect, as amended, or as reenacted, and to any regulations and other formal guidance of general applicability issued thereunder.

h. Headings and Captions. The headings and captions herein are provided for reference and convenience only, shall not be considered part of the Plan, and shall not be employed in the construction of the Plan.

i. Applicable Law. The validity, construction, interpretation, administration, and effect of the Plan and of its rules and regulations, and rights relating to the Plan, shall be determined solely in accordance with the laws of the State of New York, without regard to its rules regarding choice of law.

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Electronic Voting Instructions

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on May 19, 2016.

Vote by Internet
Go to **www.envisionreports.com/IPG**

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

Vote by telephone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in x

this example. Please do not write outside the designated areas.

q **IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.**

q

A Proposals **THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL DIRECTOR NOMINEES, FOR PROPOSALS 2, 3 AND 4 AND AGAINST PROPOSALS 5 AND 6.**

lection of Directors:	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain
.1 - Jocelyn Carter-Miller	¨	¨	¨	1.2 - Deborah G. Ellinger	¨	¨	¨	1.3 - H. John Greeniaus	¨	¨	¨
.4 - Mary J. Steele Guilfoile	¨	¨	¨	1.5 - Dawn Hudson	¨	¨	¨	1.6 - William T. Kerr	¨	¨	¨
.7 - Henry S. Miller	¨	¨	¨	1.8 - Jonathan F. Miller	¨	¨	¨	1.9 - Michael I. Roth	¨	¨	¨
.10 - David M. Thomas	¨	¨	¨								

	For	Against	Abstain		For	Against	Abstain
2. Ratification of the appointment of PricewaterhouseCoopers LLP as Interpublic s independent registered public accounting firm for 2016.	¨	¨	¨	3. Advisory vote to approve named executive officer compensation.	¨	¨	¨
4. Approval of The Interpublic Group of Companies, Inc. Employee Stock Purchase Plan (2016).	¨	¨	¨	5. Shareholder proposal entitled Shareholder Proxy Access.	¨	¨	¨
6. Shareholder proposal entitled Independent Board Chairman.	¨	¨	¨				

B Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below
The signer hereby revokes all proxies heretofore given by the signer to vote at said meeting or any adjournments thereof.

NOTE: Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such..

Date (mm/dd/yyyy) Please print date below.	Signature 1 Please keep signature within the box.	Signature 2 Please keep signature within the box.
/ /		

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THE INTERPUBLIC GROUP OF COMPANIES, INC.

ANNUAL MEETING OF SHAREHOLDERS

May 19, 2016

9:30 A.M.

PALEY CENTER FOR MEDIA

25 W. 52nd STREET

NEW YORK, NEW YORK

You can view the Annual Report and Proxy Statement

on the Internet at http://www.envisionreports.com/IPG

q **IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** q

Proxy THE INTERPUBLIC GROUP OF COMPANIES, INC. +

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF

INTERPUBLIC FOR THE ANNUAL MEETING OF SHAREHOLDERS, May 19, 2016

The undersigned hereby constitutes and appoints Michael I. Roth, Frank Mergenthaler and Andrew Bonzani, and each of them, his true and lawful agents and proxies, with full power of substitution in each, to represent the undersigned at the Annual Meeting of Shareholders of THE INTERPUBLIC GROUP OF COMPANIES, INC. to be held at the Paley Center for Media, 25 W. 52nd Street, New York, New York, on Thursday, May 19, 2016 at 9:30 A.M. Eastern Time, and at any adjournments thereof, on all matters to come before the meeting. If you are a participant in The Interpublic Group of Companies, Inc. Savings Plan (the Plan), this card also constitutes voting instructions by the undersigned to JP Morgan (JP Morgan), the trustee of the trust maintained under the Plan, for all shares held of record by JP Morgan as to which the undersigned is entitled to direct the voting. Any shares for which voting instructions are not timely received, will not be voted by JP Morgan. JP Morgan will vote any unallocated shares held under the Plan in the same proportion as it votes shares for which timely instructions are received.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE DIRECTOR NOMINEES, FOR PROPOSALS 2, 3 AND 4, AGAINST PROPOSALS 5 AND 6 AND IN THE DISCRETION OF THE PROXY HOLDERS ON ANY OTHER MATTER AS MAY PROPERLY COME BEFORE THE MEETING.

YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICES BY MARKING THE APPROPRIATE BOXES, SEE REVERSE SIDE, BUT YOU NEED NOT MARK ANY BOXES IF YOU WISH TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS RECOMMENDATIONS. HOWEVER, THE PROXY HOLDERS CANNOT VOTE YOUR SHARES UNLESS YOU SIGN, DATE AND RETURN THIS CARD.

(Continued, and to be marked, dated and signed, on the other side)

C Non-Voting Items

ange of Address Please print your new address below. **Comments** Please print your comments below.

Meeting Attendance
Mark the box to the right if you plan to attend the Annual Meeting.

¢ **IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.** +