



The Interpublic Group of Companies, Inc.

Charter of The Compensation And Leadership Talent Committee of The Board of Directors

Purpose

The Compensation and Leadership Talent Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of The Interpublic Group of Companies, Inc. (the “**Company**”). The Committee oversees overall Company compensation policies and their application to specific executives of the Company and its subsidiaries, and assists the Board in the evaluation and development of the Company’s senior leaders. The Committee’s composition and meeting procedures are defined by the Board.

Membership

The Committee shall consist of at least three members of the Board of Directors, with the exact number to be determined from time to time by the Board of Directors. All members of the Committee shall be appointed by, and shall serve at the discretion of, the Board of Directors.

Each Committee member must be (i) an “independent director” as defined in Section 303A of the New York Stock Exchange Listed Company Manual, (ii) a “non-employee director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, and (iii) an “outside director” as defined in Treasury Regulation 1.162-27 under Section 162(m) of the Internal Revenue Code.

Meetings

Meetings of the Committee shall be held at such times and at such places as the Committee chair shall determine. The affirmative vote of a majority of the Committee members present at a meeting at which a quorum is present shall be necessary to constitute the act of the Committee. In lieu of a meeting, the Committee may act by unanimous written consent.

Authority and Responsibilities

The Committee shall have the authority and responsibilities described below. The Committee may establish policies and procedures governing the Committee's exercise of its authority and performance of its duties and responsibilities.

- *Compensation Strategy:* The Committee shall review and adopt an executive compensation strategy for the Company which ensures that executive compensation is designed to incent and reward long-term growth, profitability and return to shareholders.
- *Leadership Talent:* The Committee shall review the Company's initiatives to attract, develop and retain key employees on an ongoing basis and, with the full Board, review succession plans for key executive positions, review the performance of high potential employees including plans for their ongoing development, and ensure that the compensation programs support the advancement of talented employees into leadership roles.
- *CEO Compensation:* The Committee shall annually make decisions relating to the CEO's compensation that the Committee considers appropriate after reviewing (i) the goals and objectives relevant to Chief Executive Officer (CEO) compensation as set by the Governance Committee of the Board and approved by the Board, and (ii) the Board's assessment of CEO performance relative to these goals and objectives.
- *Compensation for Selected Senior Executives:* The Committee shall annually review and approve the goals and objectives relevant to the compensation for selected senior executives. For these selected senior executives, the Committee shall make and review decisions relating to the compensation of these selected senior executives that the Committee considers appropriate.

This senior executive group is defined to include any individuals in material roles reporting directly to the CEO and other senior executives who may be designated by the Committee from time to time.

- *Executive Share Ownership:* The Committee shall review the Company's share ownership guidelines for non-management directors and selected executives, and consider and approve changes to the guidelines and participants as it deems

appropriate. The Committee shall also assess the achievement or progress toward the achievement of the guidelines for all participants.

- *Equity Compensation Plans:* The Committee shall review and approve each new equity compensation plan or arrangement of the Company and material changes to existing plans, and shall have all of the authority of the Board to amend any existing plan or arrangement. The Committee shall have all of the authority of the Board to administer the Company's equity compensation plans. The Committee shall have the authority to approve grants of stock, performance shares, stock options, stock purchase rights and similar awards to individuals eligible to receive such grants under the Company's equity compensation plans.
- *Benefit and retirement, incentive compensation and deferred compensation plans and perquisites:* The Committee shall review and approve each material new benefit or retirement, incentive compensation and deferred compensation plan and perquisite arrangement and material changes to existing plans and arrangements, and shall have the authority of the Board to amend any existing plan or arrangement. The Committee shall specifically approve any individual Senior Executive Retirement Income Plan commitments and monitor the ongoing operation of the Capital Accumulation Plan.
- *Change of Control Arrangements and Severance:* The Committee shall review change of control or severance arrangements for selected senior executives. The Committee shall recommend to the Board of Directors any amendments to the Company's change of control arrangements that it deems appropriate.
- *Compensation Consultants and Other Advisors:* The Committee may retain the services of compensation consultants, legal counsel or other independent advisors to advise and assist the Committee in discharging its duties. The Committee shall have sole authority to approve related fees and retention terms.
- *Compensation-related Disclosures:* The Committee shall review and approve management's compensation-related disclosures for the Company's annual proxy statement, including the Company's Compensation Discussion and Analysis and produce a related Compensation Committee Report to be included in the Company's annual proxy statement and Form 10-K.

- *Delegation of Authority:* The Committee may delegate, on such terms and subject to such limitations as the Committee may determine, any or all of its authority under this charter to one or more subcommittees of the Committee, other entities or other persons, except that the Committee may only delegate:
 - To a subcommittee of the Committee its authority to grant stock options or equity awards to directors or executive officers of the Company, and
 - To the Company's CEO, acting in the capacity of a subcommittee of the Board, or the Committee Chair its authority to grant stock options or equity awards to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.

Committee Governance

The Committee shall maintain written minutes of its meetings, and shall report its actions and any recommendations to the Board after each Committee meeting. The Committee shall conduct and present to the Board an annual evaluation of the Committee's performance. The Committee shall periodically review the adequacy of this charter and recommend any proposed changes to the Board for its approval.