



Independent Non-Executive Chair

The independent Directors will elect an independent non-executive Board Chairperson (on a rotating basis) to help coordinate the Board and management of Interpublic.

The Board Chair will perform the following duties:

- Convene and chair regular meetings of the non-management Directors and other meetings as may be necessary from time to time and, as appropriate, provide prompt feedback to the Chief Executive Officer.
- Coordinate and develop the agenda for and chair executive sessions of the independent Directors.
- Coordinate feedback to the Chief Executive Officer on behalf of independent Directors regarding business issues and management.
- Coordinate and develop with the Chief Executive Officer the agendas for meetings of the Board and informational needs associated with those agendas and presentations.
- Review and, where appropriate, approve information to be sent to the Board.
- Discuss the results of the Chief Executive Officer's performance evaluation with the Chair of the Compensation and Leadership Talent Committee.
- Convey to the Chief Executive Officer, together with the Chair of the Compensation and Leadership Talent Committee, the results of the Chief Executive Officer's performance evaluation.
- Identify and develop with the Chief Executive Officer and the Governance Committee the Board's compositional needs and criteria for Director candidates.
- Have the authority to call meetings of the independent Directors, as appropriate.
- Be available, as appropriate, for direct communication with major stockholders who request such a communication.
- Performing such other duties as may be necessary for the Board to fulfill its responsibilities or as may be requested by the Board as a whole, by the independent Directors, or by the Chief Executive Officer.

In the event, the Board considers it is in the best interest of the Company and its stockholders, the Board may combine the Board Chair and Chief Executive Officer roles. Under such circumstances, the Board will designate a Presiding Director from the independent Directors. The duties of such Presiding Director would be substantially similar to that of the Board Chair.