



The Interpublic Group of Companies, Inc.

Audit Committee Charter

Purpose

The Board of Directors (the “**Board**”) of The Interpublic Group of Companies, Inc. (the “**Company**”) has constituted and established an Audit Committee (the “**Committee**”) as a standing committee of the Board, with authority, responsibility, and specific duties as described in this Charter. The purpose of the Audit Committee is to assist the Board in overseeing (1) the integrity of the financial statements and the financial reporting process of the Company, (2) compliance by the Company with legal and regulatory requirements, (3) the independence and qualifications of the Company’s external auditors and (4) the performance of the Company’s internal audit function and the independent auditors, and such other purposes as set forth herein.

Membership

The Committee shall consist of not less than three members of the Board, with the exact number to be determined from time to time by the Board. All members of the Committee shall be appointed by, and shall serve at the discretion of, the Board on the recommendation of the Corporate Governance Committee, and the Board shall designate the chairperson of the Committee (the “**Chairperson**”). Each Committee member must meet the independence and financial literacy requirements of the New York Stock Exchange (“**NYSE**”) listing rules and the independence standards set forth in Rule 10A-3 under the Securities Exchange Act of 1934. At least one of the Committee members must meet the “accounting or related financial management expertise” requirements of the NYSE listing rules and be an “audit committee financial expert” within the meaning of the rules of the Securities and Exchange Commission (the “**SEC**”).

Meetings and Committee Governance

In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. Meetings may be called by the Chairperson or a majority of Committee members. Meetings of the Committee shall be held at such times and at such places as the Chairperson shall determine. At any meeting of the Committee the presence of no less than one half of the members of the whole Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Committee members present at a meeting at which a quorum is present (or where only two members are present, by unanimous vote) shall be necessary to constitute the act of the Committee. Except as may otherwise be required by the NYSE listing rules, in lieu of a meeting, the Committee may act by unanimous written consent.

Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members and shall be approved at a subsequent meeting of the Committee. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations approved by the Committee.

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.

Authority and Responsibilities

The Audit 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.

The Committee shall:

Independent Auditors

- Retain a firm of independent certified public accountants to serve as the Company's principal independent auditors. The independent auditors are

accountable, and shall report directly, to the Committee, which has direct responsibility to appoint and retain, compensate, evaluate and terminate the independent auditors.

- Oversee the work of the independent auditors, including (a) the resolution of any disagreements between management and the independent auditors regarding financial reporting, (b) the independent auditors' audit plans and staffing for the audit, and (c) coordination with the internal audit activities of the chief internal auditor of the Company (the "**Chief Internal Auditor**").
- Pre-approve the scope of audit work and all audit services (including through the establishment of pre-approval policies and procedures where appropriate) and review the reports and recommendations of the Company's principal independent auditors, as well as their performance of requested services.
- Discuss with the independent auditors the results of the annual audit. These discussions will include the auditors' responsibilities, difficulties and problems encountered in performing the audit and management's response, any restrictions on the scope of the independent auditors' activities or on access to requested information, any judgments made in connection with the preparation of the financial statements and the effects of alternative GAAP methods on the financial statements, any special audit steps adopted in light of material control deficiencies, and any significant changes required in the independent auditors' audit plan.
- Discuss with the independent auditors the annual audited financial statement and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- Discuss with the auditors the auditors' independence and obtain the letter required by the applicable rules of the Public Company Accounting Oversight Board ("**PCAOB**") confirming the auditors' independence.
- Review annually a written report prepared by the independent auditors describing:
 1. the firm's internal quality-control procedures;
 2. any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by a governmental or professional authority investigation or inquiry within

- the past five years with respect to independent audits carried out by the auditors, along with any steps taken to deal with such issues; and
3. all relationships between the independent auditors and the Company and how those relationships affect the auditors' independence.
- Pre-approve all non-audit services performed by the independent auditors, including through the establishment of pre-approval policies and procedures where appropriate. The Committee may delegate the authority to pre-approve non-audit services in accordance with SEC rules.
 - Meet separately with the independent auditors (without the presence of management) on no less than a quarterly basis.
 - Ensure that rotation of the independent auditors' audit partners satisfies regulatory requirements.

Financial Reporting Process

- Discuss the following with management (and, where the Committee determines it to be appropriate, with the internal auditors and independent auditors):
 1. the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";
 2. issues regarding accounting and auditing principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, the effect of regulatory and accounting initiatives and any off-balance sheet structures, and any significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of alternative GAAP methods on the financial statements;
 3. issues regarding the adequacy of internal controls and procedures that are used to ensure the accuracy and completeness of the Company's financial statements, including management's annual assessment of the Company's internal control over financial reporting and the related report issued by the independent auditors;
 4. the quarterly certifications by the Chief Executive Officer and Chief Financial Officer regarding the accuracy and completeness of the

Company's financial statements and SEC reports and the adequacy of internal controls and procedures, including disclosures made to the Audit Committee during such certification process concerning (a) any significant deficiencies in the design or operation of internal controls over financial reporting or material weakness therein and (b) any fraud involving management or other employees who have a significant role in the Company's internal controls over financial reporting; and

5. the Company's press releases with respect to earnings announcements, as well as financial information and earnings guidance provided to analysts and rating agencies.
- Review the Company's policies with respect to risk assessment and risk management; and discuss with management, the Chief Internal Auditor and the independent auditors the Company's major financial risk exposures and the steps management has taken to monitor and manage such exposures.
 - Meet separately with management on no less than a quarterly basis.

Internal Auditors

- Approve the annual internal audit plan and receive regular updates on the results of internal audit work, including any changes in the planned scope of the internal audit plan.
- Review internal audit staffing levels and qualifications, annual expense budgets, and any changes in the duties of the Chief Internal Auditor.
- In consultation with management and the Chief Internal Auditor, review the charter of the internal auditing department and any changes thereto.
- Meet separately with the Chief Internal Auditor on no less than a quarterly basis.

Other Responsibilities

- Review and approve the report required by the rules of the SEC to be included in the Company's annual proxy statement for the Annual Meeting of Stockholders.
- Review the findings resulting from any examinations of the Company's financial statements by federal regulatory agencies, including the SEC and the Internal Revenue Service; and review and discuss periodically, but no less frequently than annually, with the Company's counsel and such members of

management as the Committee deems appropriate, (a) any legal or compliance matter that could have a significant impact on the Company's financial statements and (b) implementation and effectiveness of the Company's compliance and ethics program, including "whistleblowing" procedures.

- Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including the creation of mechanisms for the confidential, anonymous submission of complaints by employees.
- Establish hiring policies for employees or former employees of the independent auditor; and review periodically, but no less frequently than annually, a summary of the Company's transactions with directors and officers of the Company and with firms that employ directors, as well as any other related persons transactions.
- Report Committee findings to the Board on a regular basis and make such recommendations to the Board as deemed appropriate, including with respect to the inclusion of the Company's audited financial statements in the Company's Form 10-K.
- Undertake such additional activities within the scope of its functions as the Committee may determine or as may otherwise be required by law or regulation, the Company's Bylaws or charter or by directive of the Board.

Delegation

The Committee may delegate, on such terms and subject to such limitations as the Committee may determine, any or all of its authority or responsibilities under this charter to one or more subcommittees comprised of one or more members of the Committee.

Funding and Authority

The Committee shall have the authority to (a) retain outside legal, accounting, or other advisors as deemed appropriate by a majority of the members of the Committee or the Chairperson and (b) investigate any relevant matter brought to its attention. The Committee shall have sole authority to approve related fees and retention terms. The Company will provide appropriate funding, as determined by

the Committee, to pay the independent auditors, any outside advisors hired by the Committee, and any administrative expenses of the Committee. In discharging its duties, the Committee shall have full access to all relevant books, records and facilities of the Company. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

Role of the Committee

While the Committee has the responsibilities and powers set forth in this Charter, management has the responsibility for the Company's system of internal control and the financial reporting process. The independent auditors have the responsibility to conduct an independent audit in accordance with the Standards of the PCAOB, and to issue an opinion thereon. The Committee's responsibility is to monitor and oversee these processes.

Approved on July 26, 2017