



## The Interpublic Group of Companies, Inc.

### Compensation and Leadership Talent Committee Charter

#### **Purpose**

The Board of Directors (the “**Board**”) of The Interpublic Group of Companies, Inc. (the “**Company**”) has constituted and established the Compensation and Leadership Talent 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 Committee is to oversee the Company’s compensation policies and direct their application to specific executives of the Company and its subsidiaries, and to assist the Board in the evaluation and development of the Company’s senior leaders.

#### **Membership**

The Committee shall consist of at least 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 be (i) an “independent director” as defined in Section 303A of the New York Stock Exchange Listed Company Manual (the “NYSE Manual”), including, but not limited to, Section 303A.02(a)(ii), (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 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. 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 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:

#### **Compensation Philosophy**

- Review and adopt an executive compensation philosophy for the Company.

#### **Leadership Talent**

- 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 in key executive positions including plans for their ongoing development, and ensure that the compensation programs support the advancement of talented employees into leadership roles.

### **CEO Compensation**

- Annually (i) review and approve the goals and objectives relevant to the CEO's compensation, for presentation to the full Board for final approval, (ii) evaluate the performance of the CEO in light of such goals and objectives, and (iii) either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation, with further review and approval by the full Board.

### **Compensation for Selected Senior Executives**

- 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**

- Review the Company's share ownership guidelines for 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**

- 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 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**

- Review and approve each new benefit or retirement, incentive compensation and deferred compensation plan and material changes to existing plans, with respect

to senior executives, 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**

- 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.

#### **Compensation Related Risk Assessment**

- Annually review and assess the Company's compensation programs to determine the potential material adverse effects the compensation goals of such programs may have on the Company.

#### **Compensation-related Disclosures and Say on Pay**

- Review and approve management's compensation-related disclosures for the Company's annual proxy statement, including the Company's Compensation Discussion and Analysis (and related disclosures with respect to risk), and produce a related Compensation Committee Report to be included in the Company's annual proxy statement and Form 10-K.
- Review and consider the results of the Company's most recent stockholder advisory vote on named executive officer compensation.

#### **Other Responsibilities**

- 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 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 Chairperson 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.

### **Funding and Authority**

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, provided, that any engagement for such services which the Committee deems advisable shall occur only after taking into account the independence factors set forth in 303A.05(c)(iv) of the NYSE Manual. 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 outside advisors or consultants 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.

Approved on October 26, 2016