



The Interpublic Group of Companies, Inc.

Corporate Governance Committee Charter

Purpose

The Board of Directors (the “**Board**”) of The Interpublic Group of Companies, Inc. (the “**Company**”) has constituted and established a Corporate Governance 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 present qualified candidates to the Board for nomination as directors and to structure the Company’s Certificate of Incorporation and Bylaws, its Board, and its governance guidelines and practices in a way that best serves the interests of the Company and its shareholders.

Membership

The Committee shall consist of not less than three members of the Board (“**Directors**”) to be appointed by 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 Committee, and the Board shall designate the chairperson of the Committee (the “**Chairperson**”). All members of the Committee shall satisfy the independence requirements of applicable law and of the New York Stock Exchange (“**NYSE**”) listing standards and shall in the judgment of the Board have a record of experience and sound judgment in the governance of public companies.

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. The Committee shall meet no less than quarterly per year. Meetings may be called by the Chairperson or a majority of Committee members. 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.

Duties 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:

- Review and make recommendations to the Board regarding Board composition and structure, including reviewing the format of Board meetings and making recommendations for the improvement of such meetings.
- Establish criteria for membership on the Board and its committees, which shall reflect at a minimum any requirements of applicable law and the NYSE listing standards, as well as depth of experience, perspective, knowledge, integrity, independence of judgment, balance of business interest and experience, required expertise, principles of diversity and qualifications for membership on each committee.
- Recommend to the Board the names of qualified persons to be nominated and proposed by the Company for election or re-election as Directors and the

membership and chairperson of each Board committee; and consider any candidate for Board membership recommended or nominated by shareholders in light of the Committee's criteria for selection of new Directors, as well as requirements under the Company's governing documents and applicable law. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for Board membership and such candidate's compliance with the qualification requirements established by the Committee or the Company's governing documents. In identifying candidates for Board membership, the Committee shall have sole authority to retain and terminate, as it deems appropriate, any search firm to be used to identify such candidates, including sole authority to approve such search firm's fees and other retention items.

- Recommend to the Board actions with respect to individuals nominated by third parties in accordance with the Company's governing documents.
- Review and make recommendations to the Board as to whether a Director should be deemed independent under the standards set forth in the corporate governance guidelines of the Company.
- Review and make recommendations to the Board as to whether members of the Audit Committee should be deemed independent within the meaning of the rules of the New York Stock Exchange applicable to members of audit committees and "audit committee financial experts" within the meaning of the rules of the Securities and Exchange Commission.
- Review and recommend to the Board whether to accept or reject the tender by any Director of his or her resignation as a result of a change in principal occupation or business association or any other reason.
- Undertake an annual review of the collective performance of the Board and of the performance of the Board's committees (including the Corporate Governance Committee).

- Develop and review plans and policies regarding the succession of the CEO, including policies regarding succession in the event of the unavailability, incapacity or retirement of the CEO, reporting such plans to the Board for approval as appropriate.
- Recommend to the Board compensation and benefits for non-management Directors, which may include an annual retainer, meeting fees and equity compensation awards. In discharging this duty, the Committee shall be guided by three goals: compensation should fairly pay Directors for work required in a company of the Company's size and scope; compensation should align Directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand.
- Review the Company's share ownership guidelines for non-management directors, and consider and approve changes to the guidelines as it deems appropriate. The Committee shall also assess the achievement or progress toward the achievement of the guidelines for the non-management directors.
- Develop and recommend to the Board the corporate governance guidelines applicable to the Company; and to review and make recommendations to the Board regarding the Company's governance practices generally.
- Oversee and make recommendations to the Board regarding the Company's policies and practices with respect to issues of global corporate citizenship and social responsibility, including diversity and inclusion, environmental sustainability, charitable and political matters.
- Review and make recommendations to the Board regarding educational measures for Directors.
- Review and make recommendations to the Board regarding the duties, structure and operations (including authority to delegate to subcommittees) of committees of the Board, as well as regarding procedures for committee reporting to the Board.

- 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 may, if appropriate, hire experts in the field of corporate governance or other independent advisors or legal counsel to assist the Committee in the discharge of its duties. 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 March 28, 2013