



## **The Interpublic Group of Companies, Inc.**

### **Non - Management Director Share Ownership Guidelines**

The Corporate Governance Committee has adopted Common Stock ownership guidelines for Non-Management Directors. These guidelines set the minimum ownership expectations for Non-Management Directors at a multiple of five times the annual cash retainer paid to Directors. Non-Management Directors have five years from their initial election to meet this guideline. Outstanding shares of restricted stock are included in a Director's share ownership, but Common Stock underlying unexercised stock options is not included.

Directors are also prohibited from engaging in any transaction involving derivatives that is designed to hedge against market risk associated with ownership of Interpublic shares.

All of Interpublic's current board members other than its Chairman and Chief Executive Officer, Michael I. Roth, are outside directors and subject to the requirements of the guidelines. Mr. Roth's share ownership requirement under the management share ownership guidelines is six times his annual salary.