INTERPUBLIC GROUP OF COMPANIES, INC.
Form DEF 14A
April 12, 2019

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

THE INTERPUBLIC GROUP OF COMPANIES, INC.
Name of the Registrant as Specified In Its Charter

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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The Interpublic Group of Companies, Inc.

909 Third Avenue, New York, NY 10022

April 12, 2019

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of The Interpublic Group of Companies, Inc., to be held at 9:30 A.M. Eastern Time, on Thursday, May 23, 2019. The meeting will be held at the Paley Center for Media, 25 West 52 Street, New York, NY 10019.

This year, we are pleased to once again use the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials on the Internet. As a result, we are mailing to many of our stockholders a notice of the online availability of our proxy materials instead of paper copies of this proxy statement and our 2018 Annual Report. The notice contains instructions on how to access those documents online. The notice also contains instructions on how stockholders receiving the notice can request a paper copy of our proxy materials, including this proxy statement, our 2018 Annual Report and a form of proxy card or voting instruction card. This distribution method conserves natural resources and reduces the costs of printing and distributing our proxy materials.

The business to be considered is described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. In addition to these matters, we will present a report on the state of our Company.

We hope you will be able to attend.

Sincerely,

Michael I. Roth

Chairman of the Board

and Chief Executive Officer

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The Interpublic Group of Companies, Inc.

909 Third Avenue, New York, NY 10022

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Time and Date: 9:30 a.m., local time, on Thursday, May 23, 2019

Place: The Paley Center for Media, 25 West 52 Street, New York, NY 10019

Items of Business:

1. To elect the eleven directors listed on pages 4-8 of the enclosed Proxy Statement;

2. To ratify the appointment of PricewaterhouseCoopers LLP as Interpublic s independent registered public accounting firm for the year 2019;

3. To hold an advisory vote on named executive officer compensation;

4. To approve The Interpublic Group of Companies, Inc. 2019 Performance Incentive Plan;

5. To vote on a stockholder proposal described in the proxy statement if properly presented at the meeting; and

6. To transact such other business as may properly come before the meeting.

Information about the foregoing matters to be voted upon at the Annual Meeting is contained in the Proxy Statement.

The close of business on March 28, 2019 has been established as the record date for the determination of stockholders entitled to notice of and to vote at this meeting and any adjournment thereof.

Stockholders will need to present a valid photo identification to be admitted to the Annual Meeting. Please note that the use of photographic and recording devices is prohibited at the meeting.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on May 23, 2019.

Interpublic s 2019 Proxy Statement and 2018 Annual Report are available electronically at http://www.interpublic.com.

By Order of the Board of Directors,

Andrew Bonzani

Executive Vice President, General Counsel and Secretary

Your vote is important! Whether or not you plan to attend the meeting in person, please take a moment to vote by Internet, telephone or completing a proxy card as described in the *How Do I Vote* section of this document. Your prompt cooperation will save Interpublic additional solicitation costs. You may revoke your proxy as described in the *How Can I Revoke My Proxy or Change My Vote* section of this document if you decide to change your vote or if you decide to attend the meeting and vote in person.

Dated: April 12, 2019

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THE INTERPUBLIC GROUP OF COMPANIES, INC.

Proxy Statement

INTRODUCTION

The Board of Directors of The Interpublic Group of Companies, Inc. (Interpublic, IPG, the Company, us, we or providing this Proxy Statement in connection with the Annual Meeting of Stockholders, which will be held at the Paley Center for Media, 25 West 52 Street, New York, NY, at 9:30 a.m., Eastern Time, on Thursday,

May 23, 2019. Interpublic s principal executive office is located at 909 Third Avenue, New York, NY 10022. The proxy materials are first being sent to stockholders beginning on or about April 12, 2019.

This Proxy Statement is also available on our website at http://www.interpublic.com.

How are the proxy materials being distributed?

To expedite delivery, reduce our costs and decrease the environmental impact of our proxy materials, we used Notice and Access in accordance with the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our stockholders of record a notice of the Internet availability of the proxy materials in lieu of a paper copy of the proxy materials. All stockholders receiving this Notice may access the proxy materials over the Internet or request a paper copy of the proxy materials by mail. In addition, the Notice has instructions on how you may request access to proxy materials by mail or electronically on an ongoing basis.

Choosing to access your future proxy materials electronically will reduce the costs of distributing our proxy materials and helps conserve natural resources. If you choose to access future proxy materials electronically in connection with future meetings, you will receive an email of a Notice and Access with instructions containing a link to the website where the proxy materials are available and a link to the proxy-voting website. Your election to access proxy materials electronically will remain in effect until it is terminated by you.

Who can vote?

You are entitled to vote or direct the voting of your shares of Interpublic common stock (the Common Stock) if you were a stockholder on March 28, 2019, the record date for the Annual Meeting. On March 28, 2019, approximately 386,949,401 shares of Common Stock were outstanding.

Who is the holder of record?

You may own your shares of Common Stock either

- directly registered in your name at our transfer agent, Computershare; or
- indirectly through a broker, bank or other intermediary.

If your shares are registered directly in your name, you are the Holder of Record of these shares, and we are sending these proxy materials directly to you. If you hold shares indirectly through a broker, bank or other intermediary, these materials are being sent to you by or on behalf of that entity.

How do I vote?

Your vote is important. We encourage you to vote promptly. You may vote in any one of the following ways:

Holders of record

- *By Telephone*. You can vote your shares by telephone, by calling 1-800-652-VOTE (8683). Telephone voting is available 24 hours a day and 7 days a week. If you vote by telephone, you do not need to return a proxy card. Your vote by telephone must be received by 1 a.m. EDT, May 23, 2019.
- *By Internet*. You can also vote on the internet. The website address for Internet voting is www.envisionreports.com/IPG. Internet voting is available 24 hours a day and 7 days a week. If you vote by internet, you do not need to return your proxy card. Your vote by internet must be received by 1 a.m. EDT, May 23, 2019.
- *By Mail*. If you choose to vote by mail, complete the proxy card enclosed with the mailed proxy material, date and sign it, and return it in the postage-paid envelope provided. Your vote by mail must be received by 5 p.m. EDT, May 22, 2019.
- *By Attending the Annual Meeting*. If you attend the Annual Meeting, you can vote your shares in person by written ballot. You must present a valid photo identification for admission to the Annual Meeting. Please refer to the instructions set forth on the proxy card.

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Frequently Asked Questions

Shares Held by Brokers, Banks and Other Intermediaries

If your shares of Common Stock are held through a broker, bank or other intermediary, you will receive instructions from that entity regarding the voting of your shares.

If you plan to attend the Annual Meeting and vote in person, you will need to contact your broker, bank or other intermediary in advance of the meeting to obtain a legal proxy to permit you to vote by written ballot at the Annual Meeting.

How many shares must be present to hold the annual meeting?

A quorum is required to transact business at the Annual Meeting. We will have a quorum at the Annual Meeting if the holders of more than 50% of the outstanding shares of Common Stock entitled to vote are present at the meeting, either in person or by proxy.

How are votes counted?

For all matters being submitted to a vote of stockholders, only proxies and ballots that indicate votes *FOR*, *AGAINST* or *ABSTAIN* on the proposals, or that provide the designated proxies with the right to vote in their judgment and discretion on the proposals are counted to determine the number of shares present and entitled to vote.

A New York Stock Exchange (NYSE) member broker that holds shares for the account of a customer has the authority to vote on certain limited matters without instructions from the customer. Of the matters being submitted to a vote of stockholders at the Annual Meeting, NYSE rules permit member brokers to vote without instructions only on the proposal to ratify the appointment of our independent auditor. On each of the other matters, NYSE members may not vote without customer instruction. A notation by a broker on a returned proxy that it is not permitted to vote on particular matters due to the NYSE rules is referred to as a broker non-vote.

How will my shares be voted at the Annual Meeting?

The individuals named as proxies on the proxy card will vote your shares in accordance with your instructions. Please review the voting instructions and read the entire text of the proposals and the positions of the Board of Directors in the Proxy Statement prior to marking your vote. If your proxy card is signed and returned without specifying a vote or an abstention on a proposal, it will be voted according to the recommendation of the Board of Directors on that proposal. That recommendation is shown for each proposal on the proxy card.

What are the Board of Directors voting recommendations?

For the reasons set forth in more detail later in the Proxy Statement, our Board of Directors recommends a vote:

FOR the Board s nominees for election as directors;

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as Interpublic s independent registered public accounting firm for 2019;

FOR the advisory vote to approve named executive officer compensation;

FOR the adoption of The Interpublic Group of Companies, Inc. 2019 Performance Incentive Plan; and

AGAINST the stockholder proposal.

What vote is required to approve each proposal?

The table below shows the vote required to approve the matters being submitted to a vote of stockholders at the Annual Meeting:

Proposals	**Vote Required**	**Do abstentions count as shares present and entitled to vote?**	**Do broker non-votes count as shares present and entitled to vote?**
Election of each Director	Majority of shares present and entitled to vote	Yes	No
Ratification of the Appointment of Pricewaterhouse-Coopers LLP*	Majority of shares present and entitled to vote	Yes	N/A
Advisory Vote to Approve Named Executive Officer Compensation*	Majority of shares present and entitled to vote	Yes	No

Adoption of The Interpublic Group of Companies, Inc. 2019 Performance Incentive Plan	Majority of shares present and entitled to vote	Yes	No
Stockholder Proposal	Majority of shares present and entitled to vote	Yes	No

* Advisory and non-binding

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Frequently Asked Questions

How can I revoke my proxy or change my vote?

You can revoke your proxy or change your vote by:

Holders of Record

Sending written notice of revocation to the EVP, General Counsel & Secretary of Interpublic prior to the Annual Meeting;

Submitting a later dated proxy by mail or, prior to 1 a.m., EDT, on May 23, 2019, by telephone or Internet; or

Attending the Annual Meeting and voting in person by written ballot.

Stock Held by Brokers, Banks and Other Intermediaries

You must contact your broker, bank or other intermediary to obtain instructions on how to revoke your proxy or change your vote.

Who will count the vote?

The Board of Directors has appointed Computershare to act as Inspector of Election at the 2019 Annual Meeting.

Who is the proxy solicitor?

D.F. King & Co., Inc. has been retained by Interpublic to assist with the Annual Meeting, including the distribution of proxy materials and solicitation of votes, for a fee of $18,000, plus reimbursement of expenses to be paid by Interpublic. In addition, our directors, officers or employees may solicit proxies for us in person or by telephone, facsimile, Internet or other electronic means for which they will not receive any

compensation other than their regular compensation as directors, officer and employees. Banks, brokers and others holding stock for the account of their customers will be reimbursed by Interpublic for out-of-pocket expenses incurred in sending proxy materials to the beneficial owners of such shares.

How do I submit a proposal for inclusion in Interpublic s 2020 proxy materials?

Stockholder proposals submitted for inclusion in Interpublic s proxy statement and form of proxy for the 2020 Annual Meeting of Stockholders scheduled to be held on May 21, 2020, should be addressed to: The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: EVP, General Counsel & Secretary, and must be received by Interpublic by December 12, 2019, in order to be considered for inclusion. Such proposals must comply with all applicable Securities and Exchange Commission (SEC) regulations.

How do I submit an item of business for consideration at the 2020 Annual Meeting?

A stockholder wishing to introduce an item of business (including the nomination of any person for election as a director of Interpublic) for consideration by stockholders at the 2020 Annual Meeting, other than a stockholder proposal included in the proxy statement as described in response to the preceding question, must comply with Section 2.13(a)(2) of Interpublic s Bylaws, which requires notice to Interpublic no later than February 23, 2020, and no earlier than January 24, 2020, accompanied by the information required by Section 2.13(a)(2).

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At the Annual Meeting, eleven directors are to be elected, each for a one-year term. The directors so elected will hold office until the Annual Meeting of Stockholders to be held in 2020 and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal.

Unless authority is withheld by the stockholder, it is the intention of persons named by Interpublic as proxies on the proxy card to vote **for** the nominees identified in this Proxy Statement or, in the event that any of the nominees is unable to serve (an event not now anticipated), to vote **for**

the balance of the nominees and **for** the replacement, if any, nominee, if any, designated by the Board of Directors. If no replacement is nominated, the size of the Board of Directors will be reduced.

Each of the nominees is currently a director, and each has been recommended for re-election to the Board of Directors by the Corporate Governance Committee and approved and nominated for re-election by the Board of Directors.

The Board of Directors recommends that stockholders vote FOR each of the nominees.

Nominees for Director

The following information on each Director nominee is as of March 28, 2019, and has been provided or confirmed to Interpublic by the nominee.

JOCELYN CARTER-MILLER	**Interpublic Committees:**	**Public Directorships:**
	Audit	Arlo Technologies, Inc.
Age: 61	Corporate Governance (Chair)	The Principal Financial Group, Inc.
	Executive	
Director Since: 2007		**Former Directorships**
		Netgear, Inc.

JOCELYN CARTER-MILLER is President of TechEdVentures, Inc., a community and personal empowerment firm that develops and markets educational and community-based programs. Ms. Carter-Miller was Executive Vice President and Chief Marketing Officer of Office Depot, Inc. from February 2002 until March 2004. Prior to that time, Ms. Carter-Miller was Corporate Vice President and Chief Marketing Officer of Motorola, Inc. from February 1999 until February 2002. Ms. Carter-Miller is also a former board member of the Association of National Advertisers.

Qualifications: Ms. Carter-Miller provides the Board with an important perspective in the marketing field, which is a critical component of Interpublic s business, based on her extensive executive and marketing experience acquired during her time at Motorola, where she served as its Chief Marketing Officer and more recently as Executive Vice President and Chief Marketing Officer of Office Depot, Inc. Her current work as President of TechEdVentures provides the Board with a meaningful voice in keeping Interpublic focused on its corporate social responsibilities.

H. JOHN GREENIAUS	**Interpublic Committees:**	**Former Public Directorships:**
	Audit	Nabisco Inc.
Age: 74	Compensation and Leadership Talent	Pennzoil Inc.
		Primedia Inc.
Director Since: 2001		True North Communications, Inc.

H. JOHN GREENIAUS retired as Chairman and Chief Executive Officer of Nabisco Inc. in 1997 having served in that position between 1993 and 1997. Mr. Greeniaus was named President and CEO of Nabisco in 1989 following KKR s leveraged buyout of the company and served in that position until 1993. Prior to that time, he held various marketing and general management positions with Nabisco in Canada, Europe and the U.S. Mr. Greeniaus began his career with Procter & Gamble in Canada and subsequently he worked at J. Walter Thompson and PepsiCo before joining Standard Brands, a Nabisco predecessor, in 1977.

Qualifications**:** Mr. Greeniaus provides insight into the challenges and issues facing a global enterprise from his experience as the former Chairman and Chief Executive Officer of Nabisco as well as his time managing Nabisco s European operations. His experience at PepsiCo, where he served as Vice President of Marketing, and his time at J. Walter Thompson allow him to offer

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Item 1. Election of Directors

valuable perspectives on issues relevant to a marketing services company. Mr. Greeniaus prior directorships at other public companies across a variety of industries give him the expertise to provide valuable contributions on accounting and corporate governance matters.

MARY J. STEELE GUILFOILE	**Interpublic Committees:**	**Public Directorships:**
	Audit (Chair)	C.H. Robinson Worldwide, Inc.
Age: 65	Corporate Governance	Hudson Ltd.
	Executive	Pitney Bowes Inc.
Director Since: 2007		**Former Public Directorships:**
		Valley National Bancorp.
		Viasys Healthcare, Inc.

MARY J. STEELE GUILFOILE, is currently Chairman of MG Advisors, Inc., a privately owned financial services merger and acquisitions advisory and consulting firm. From 2000 to 2002, Ms. Guilfoile was Executive Vice President and Corporate Treasurer at JPMorgan Chase & Co. and also served as Chief Administrative Officer of its investment bank. Ms. Guilfoile is a former Partner, CFO and COO of The Beacon Group, LLC, a private equity, strategic advisory and wealth management partnership, from 1996 through 2000. Ms. Guilfoile, a licensed CPA, continues as a Partner of The Beacon Group, LP, a private investment group.

Qualifications**:** Ms. Guilfoile s knowledge and expertise as a financial industry executive and her training as a certified public accountant contributes an important perspective to the Board. Ms. Guilfoile s tenure at JP Morgan Chase, and its predecessor companies, serving as Corporate Treasurer, Chief Administrative Officer for its investment bank, and in various merger integration, executive management and strategic planning positions, as well as her current role as Chairman of MG Advisors, Inc., brings to the Board someone with valuable experience and expertise in corporate governance, accounting, risk management and auditing matters.

DAWN HUDSON	**Interpublic Committees:**	**Public Directorships:**
	Compensation and Leadership Talent	NVIDIA Corporation
Age: 61		

Corporate Governance

Director Since: 2011

Former Public Directorships:

Amplify Snack Brands, Inc.

Allergan, Inc.

Lowe s Companies, Inc.

PF Chang s china Bistro, Inc.

DAWN HUDSON was Chief Marketing Officer for the National Football League (the NFL), serving in that role from October 2014 through April 2018. Previously, she served from 2009 to 2014 as vice chairman of The Parthenon Group, an advisory firm focused on strategy consulting. Prior to that time, Ms. Hudson served as President and Chief Executive Officer of Pepsi-Cola North America, or PCNA, the multi-billion dollar refreshment beverage unit of PepsiCo, Inc. in the United States and Canada from 2005 until 2007. From 2002 to 2005, Ms. Hudson served as President of PCNA. In addition, Ms. Hudson served as Chief Executive Officer of the PepsiCo Foodservice Division from 2005 to 2007. Prior to joining PepsiCo, Ms. Hudson was Managing Director at D Arcy Masius Benton & Bowles, a leading advertising agency based in New York. Ms. Hudson is a former Chair and board member of the Association of National Advertisers (the ANA). In 2006 and 2007, she was named among Fortune Magazine s 50 Most Powerful Women in Business. In 2002, she received the honor of Advertising Woman of the Year by Advertising Women of New York. Ms. Hudson was also inducted into the American Advertising Federation s Advertising Hall of Achievement, and has been featured twice in Advertising Age s Top 50 Marketers. Ms. Hudson is the former Chairman of the Board of the Ladies Professional Golf Association.

***Qualifications*:** Ms. Hudson s extensive experience in strategy and marketing, with the NFL, at PepsiCo and at major advertising agencies, and her time as Chair of the ANA brings valuable expertise to the Board on matters which are vital to the Company s business. In addition, her experience as Vice Chair of The Parthenon Group, and as the former Chief Executive Officer of Pepsi-Co North America, provides the Board with valuable insight and perspective on matters involving the Company s business strategy and planning. Ms. Hudson also provides a unique perspective of having been both on the agency and client side of the industry. Her fifteen years of experience on various public company boards is a valuable resource on corporate governance matters.

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WILLIAM T. KERR	**Interpublic Committees:**	**Former Public Directorships:**
	Audit	Global Partner Acquisition Corp
Age: 77	Compensation and Leadership Talent (Chair)	Arbitron Inc.
	Executive	Maytag Corporation
Director Since: 2006		Meredith Corporation
		Principal Financial Group
		Storage Technology Corporation
		Whirlpool Corporation

WILLIAM T. KERR is a partner of Eaglepoint Advisors, a firm that works with middle market companies facing innovative changes and transition. Most recently he served as Chairman of Global Partner Acquisition Corp., from 2015 to 2018. Previously, Mr. Kerr served as President and Chief Executive Officer of Arbitron Inc., a media and marketing research firm, from 2010 to 2013. He served as Chairman of the Board of Meredith Corporation from 2006 to 2010 and was Chairman and Chief Executive Officer of Meredith from 1998 to 2006. He was President and Chief Executive Officer of Meredith Corporation from 1997 to 1998. Mr. Kerr served as President and Chief Operating Officer for Meredith Corporation from 1994 through 1997 and as Executive Vice President of Meredith Corporation and President of its Magazine Group from 1991 through 1994. Prior to that time, Mr. Kerr served as Vice President of The New York Times Company and President of its magazine group, a position he held since 1984.

Qualifications**:** Mr. Kerr s general business background and knowledge in the fields of marketing research and media make a valuable contribution to the Board. In his previous leadership and executive experience at both Arbitron and at Meredith Corporation, a diversified media company, Mr. Kerr provides to the Board the perspective and insights of an organizational leader who has managed issues similar to those faced by Interpublic.

HENRY S. MILLER	**Interpublic Committees:**	**Public Directorships:**
	Audit	American International Group, Inc.
Age: 73	Corporate Governance	
		Former Public Directorships:
Director Since: 2015		Ally Financial Inc.

HENRY S. MILLER has been Chairman of Marblegate Asset Management, LLC, a privately owned asset management firm, since 2009. Mr. Miller was co-founder, Chairman and a Managing Director of Miller Buckfire & Co., LLC, an investment bank, from 2002 to 2011 and Chief Executive Officer from 2002 to 2009. Prior to founding

Miller Buckfire & Co., LLC, Mr. Miller was Vice Chairman and a Managing Director at Dresdner Kleinwort Wasserstein and its predecessor company Wasserstein Perella & Co., where he served as the global head of the firm s financial restructuring group. Prior to that, Mr. Miller was a Managing Director and Head of both the Restructuring Group and Transportation Industry Group of Salomon Brothers Inc. From 1989 to 1992, Mr. Miller was a managing director and, from 1990 to 1992, co-head of investment banking at Prudential Securities.

***Qualifications*:** Mr. Miller s expertise in business strategy and knowledge as a financial industry executive contributes an important perspective to the Board on the Company s business strategy and financial control matters.

JONATHAN F. MILLER	**Interpublic Committees:**	**Former Public Directorships:**
	Compensation and Leadership Talent	Houghton Mifflin Harcourt Company
		Live Nation Entertainment, Inc.
Age: 62	Corporate Governance	RTL Group SA
		Shutterstock, Inc.
Director Since: 2015	**Public Directorships:**	TripAdvisor, Inc.
	Akamai Technologies Inc.	
	AMC Networks Inc.	
	j2 Global, Inc.	

JONATHAN F. MILLER is the Chief Executive Officer of Integrated Media Co., a special purpose digital media investment company, and began serving in that role in February 2018. Prior to that time, Mr. Miller was a Partner of Advancit Capital, LLC, a venture capital investment fund, from July 2013 through January 2018. Previously, Mr. Miller served as Chairman and Chief Executive of News Corporation s digital media group and as News Corporation s Chief Digital Officer from April 2009 until

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Item 1. Election of Directors

October 2012. Mr. Miller had previously been a founding partner of Velocity Interactive Group (Velocity), an investment firm focusing on digital media and the consumer Internet, from its inception in February 2007 until April 2009. Prior to founding Velocity, Mr. Miller served as Chief Executive Officer of AOL LLC (AOL) from August 2002 to December 2006. Prior to joining AOL, Mr. Miller served as Chief Executive Officer and President of USA Information and Services, of USA Networks Interactive, a predecessor to IAC/InterActiveCorp.

***Qualifications*:** Mr. Miller s extensive knowledge and senior leadership positions in the media industry, including executive roles at News Corporation, AOL and USA Networks Interactive, provides the Board with a broad and valuable perspective and expertise on the complex media and advertising landscape.

PATRICK Q. MOORE	**Interpublic Committees:**	**Public Directorships:**
	Audit	Ryman Hospitality Properties, Inc.
Age: 49	Compensation and Leadership Talent	
Director Since: 2018		

PATRICK Q. MOORE Patrick is Executive Vice President, Strategy and Business Development at Carter s Inc., a global leader in children s apparel and related products. From 2013 to 2017, Mr. Moore was Executive Vice President, Chief Strategy Officer with YP Holdings, a portfolio company of Cerberus Capital Management, and one of the largest local digital media businesses in the U.S. Prior to his time at YP Holdings, Mr. Moore spent more than 10 years at McKinsey & Company, a global management consulting firm, serving as a Partner and leader in the firm s Consumer Practice. Mr. Moore also led McKinsey s North American Consumer Digital Excellence initiative while with the firm.

***Qualifications*:** Mr. Moore s experience at a digital media company and at a management consulting firm provide him with a unique perspective on the challenges and opportunities faced by the Company. Mr. Moore s experience and expertise in corporate strategy provides the Board with valuable perspective in the Board s oversight of the organization s strategic objectives.

MICHAEL I. ROTH	**Interpublic Committees:**	**Public Directorships:**
	Executive (Chair)	Pitney Bowes Inc.
Age: 73		Ryman Hospitality Properties, Inc.

Director Since: 2002

MICHAEL I. ROTH became Chairman of the Board and Chief Executive Officer of Interpublic in January 2005. Prior to that time Mr. Roth served as Chairman of the Board of Interpublic from July 2004 to January 2005 and has been a director of Interpublic since 2002. Mr. Roth served as Chairman and Chief Executive Officer of The MONY Group Inc. from February 1994 to June 2004.

Qualifications**:** Mr. Roth s leadership and perspective as Interpublic s Chief Executive Officer gives him an intimate knowledge of the Company s operations and his role as Chairman of the Board is aided by his successful tenure as Chairman and Chief Executive Officer of The MONY Group. Mr. Roth s other directorships, and his accounting, tax and legal background, as a certified public accountant and holding an L.L.M. degree from New York University Law School, also adds significant value to his overall contributions as a member of the Board and in his role as Chairman.

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Item 1. Election of Directors

DAVID M. THOMAS **Age:** 69 **Director Since:** 2004	**Interpublic Committees:** Compensation and Leadership Talent Corporate Governance Executive	**Public Directorships:** Fortune Brands Home & Security, Inc. (Non-executive Chairman) **Former Public Directorships:** IMS Health Inc. The MONY Group, Inc.

DAVID M. THOMAS retired as executive chairman of IMS Health Inc. (IMS), a healthcare information, services and technology company, in March 2006, after serving in that position since January 2005. From November 2000 until January 2005, Mr. Thomas served as Chairman and Chief Executive Officer of IMS. Prior to joining IMS, Mr. Thomas was Senior Vice President and Group Executive of IBM from January 1998 to July 2000. Mr. Thomas also serves on the Board of Trustees of Fidelity Investments.

Qualifications**:** Mr. Thomas experience as a Chief Executive Officer and overall management experience at premier global technology companies provides a vital perspective for the Board as it addresses the rapidly changing and growing landscape in advertising and marketing. Such leadership experience is also vital in his role as Presiding Director. Mr. Thomas also provides the Board with a great deal of insight and perspective in the healthcare advertising field having served as Chairman and Chief Executive Officer of IMS.

E. LEE WYATT JR. **Age:** 66 **Director Since:** 2017	**Interpublic Committees:** Audit Corporate Governance

E. LEE WYATT JR. Mr. Wyatt is a former Executive Vice President of Fortune Brands Home & Security, Inc., a consumer home products company, where he served in that role from July 2017 until his retirement in December 2017. Prior to that, Mr. Wyatt served as Senior Vice President and Chief Financial Officer of Fortune Brands, where he served in that role from 2011 to July 2017. Mr. Wyatt also served as Chief Financial Officer and Executive Vice President of Hanesbrands Inc. (formerly, Sara Lee Branded Apparel) from 2005 to 2011. He has held various financial roles at Sonic Automotive Inc., ultimately serving as Chief Financial Officer through 2005. Mr. Wyatt has more than 40 years of experience working with public and private companies.

Qualifications**:** Mr. Wyatt s experience as Chief Financial Officer of several publicly traded companies for 19 years and his deep financial and business expertise contributes an important perspective to the Board on accounting, risk management and auditing matters. In addition, Mr. Wyatt s experience in overseeing and managing complex businesses at major global marketers is vital for Interpublic given its organizational structure.

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Our corporate governance framework is designed to ensure strong commitment to maintaining sound corporate governance practices. Our governance framework enables independent and skilled directors to provide oversight, advice, and counsel to promote the interests of Interpublic and its stockholders. Key governance policies and processes include our Code of Conduct, our comprehensive enterprise-wide risk management program, our commitment to transparent financial reporting and our systems of internal checks and balances.

You may view our Corporate Governance Guidelines, the charters of each of our board committees and the Code of Conduct for our employees and directors on Interpublic s

website at *http://www.interpublic.com* or you may obtain copies free of charge by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: EVP, General Counsel & Secretary. These documents provide the framework for our governance at the board level. Our directors understand that they serve you as stockholders in carrying out their responsibility to oversee the operation and strategic direction of our company. To do so effectively, our Board along with management regularly reviews our Corporate Governance Guidelines, our charters and practices to assure that they are appropriate and reflect high standards.

INTERPUBLIC GOVERNANCE HIGHLIGHTS

Key Governance Principles	All directors are elected annually. In uncontested director elections, each director is elected by a majority of shares present and entitled to vote. Directors may not stand for reelection after age 74, unless otherwise determined by the Board that waiving this restriction is in the best interests of stockholders. Directors annually review and assess board performance and the overall skills and areas of expertise present on the Board and, when determined to be in the best interests of the Company, recommend to stockholders the election of new directors to add a fresh perspective and ensure adequate succession planning. No member of the Audit Committee may serve on the audit committees of more than two other public companies.
Board Independence	10 of the 11 director nominees are independent. Our CEO is the only member of management who serves as a director. Our Audit, Compensation and Leadership Talent and Corporate Governance Committees are comprised solely of independent directors. The committee chairs play a key role in shaping the agendas and information presented to their committees. The Board and the Committees have the authority to hire independent advisors, as they deem appropriate.
Presiding Director	The independent directors annually elect an independent Presiding Director. The Presiding Director chairs regularly scheduled executive sessions.

	The Presiding Director, together with the Chairman, plays a key role in forming the agendas and information presented to the Board. The Presiding Director, as appropriate, is available for direct communication with major stockholders who request such a communication. The Presiding Director has additional duties and responsibilities set forth on page 14.
Board Oversight of Risk and Strategy	Enterprise-wide risk management is overseen by our Audit Committee, which reports on such matters to the Board. Our Compensation Committee reviews compensation practices to ensure that they do not encourage imprudent risk taking. Our Board directly oversees and advises management on development and execution of corporate strategy.
Stockholder Rights	No poison pill or similar stockholder rights plan. No supermajority voting requirements.

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Our Corporate Governance Framework

	Stockholders owning 3% or more of our outstanding shares of common stock for a period of at least three years to have the right to include in our proxy statement nominees for election equal to the greater of two directors or 20% of our Board of Directors. Stockholders holding 25% or more of the Company s common stock have the right to require that we hold a special meeting of stockholders to consider matters that are the proper subject of stockholder action. Regular outreach and engagement with stockholders is a key objective.
Compensation Governance	A significant percentage of the compensation paid to our named executive officers (NEOs) is performance-based and contingent on the price of our common stock (page 26). Robust share ownership guidelines for our directors, NEOs and other senior executives (pages 16 and 40). The Compensation and Leadership Talent Committee engages an independent consultant on executive compensation matters.
Succession Planning	CEO and management succession planning is one of the board s highest priorities. Our board devotes significant attention to identifying and developing talented senior leaders.

CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

Director Independence

In accordance with NYSE listing standards (the NYSE Listing Standards), the Board annually evaluates the independence of each member of the Board of Directors under the independence standards set forth in Interpublic s Corporate Governance Guidelines, and under the NYSE Listing Standards.

Interpublic has eleven directors, one of whom, Michael I. Roth, is an employee of Interpublic and, ten of whom are not employees of Interpublic or its subsidiaries (referred to in this Proxy Statement as Non-Management Directors). At their meetings held on February 14, 2019, the Corporate Governance Committee and the full Board determined that each of the Non-Management Directors is an independent director under Interpublic s Corporate Governance Guidelines and the NYSE Listing Standards.

Meeting of Independent Directors

The NYSE Listing Standards require that if the group of Non-Management Directors includes one or more directors who are not independent, then at least once annually, the Non-Management Directors should hold an executive session attended by only independent directors. Although not required under the NYSE Listing Standards (because all of the Non-Management Directors are independent), the Board nevertheless held several executive sessions of its independent directors during 2018, with Mr. Thomas, in his role as Presiding Director, serving as the chairperson of the sessions.

Director Selection Process

The Corporate Governance Committee is charged with the responsibilities described below under the heading Committees of the Board of Directors Corporate Governance Committee.

One of the Committee s responsibilities is to identify and recommend to the Board candidates for election as directors. The Committee, together with the Presiding Director, considers candidates suggested by its members, other directors, senior management and stockholders as necessary in anticipation of upcoming director elections or due to Board vacancies. The Committee is given broad authorization to retain, at the expense of Interpublic, external legal, accounting or other advisers, including search firms to identify candidates and to perform background reviews of potential candidates. The Committee is expected to provide guidance to search firms it retains about the particular qualifications the Board is then seeking.

Each of the directors nominated for election at the Annual Meeting were evaluated and recommended to the Board for nomination by the Corporate Governance Committee, and nominated by the Board for election.

All director candidates, including those recommended by Stockholders, are evaluated on the same basis. Candidates are considered in light of the entirety of their credentials. As part of the evaluation of individual candidates, the following factors are taken into consideration:

- Their business and professional achievements, knowledge, experience and background, particularly in light of the principal current and prospective businesses of Interpublic and the general strategic challenges facing Interpublic and its industry as a whole;

- Their integrity and independence of judgment;

- Their ability and willingness to devote the time necessary to fulfill Board duties;

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- Their qualifications for membership on one or more of the committees of the Board;
- Their educational background;
- Their independence from management under NYSE Listing Standards and Interpublic s Corporate Governance Guidelines;
- The continued focus on maintaining a diverse and inclusive Board;
- The needs of the Board and Interpublic; and
- The Board s policies regarding the number of boards on which a director may sit, director tenure, retirement and succession as set out in Interpublic s Corporate Governance Guidelines.

In determining the needs of the Board and Interpublic, the Corporate Governance Committee considers the qualifications of sitting directors and consults with the Presiding Director, other members of the Board (including as part of the Board s annual self-evaluation), the CEO and other members of senior management and, where appropriate, external advisers. All directors are expected to exemplify the highest standards of personal and professional integrity and to assume the responsibility of challenging management through their active and constructive participation in meetings of the Board and its various committees, as well as in less formal contacts with management.

Director candidates, other than sitting directors, are interviewed by members of the Executive Committee and by other directors, the CEO and other key management personnel, and the results of those interviews are considered by the Committee in its deliberations. The Corporate Governance Committee also reviews sitting directors who are considered potential candidates for re-election, in light of the above considerations and their past contributions to the Board.

Stockholders wishing to recommend a director candidate to the Committee for its consideration should write to the Corporate Governance Committee, in care of its Chairperson, at The Interpublic Group of Companies, Inc., 909 Third

Avenue, New York, NY 10022. Any recommendations will be considered for the next annual election of directors in 2020. A recommendation should include the proposed candidate s name, biographical data and a description of his or her qualifications in light of the criteria listed above.

Succession Planning

Interpublic s Board of Directors is actively involved in talent management. Annually, the Board reviews and analyzes the alignment of Interpublic s strategy on personnel and succession with its overall business strategy. This includes a detailed discussion of Interpublic s global leadership bench, strength and succession plans with a focus on key positions at the senior officer level. In addition, the committees of the Board regularly discuss the talent pipeline for specific critical roles at Interpublic and each of its global agencies. The Board seeks opportunities to provide potential leaders with exposure and visibility to Board members through formal presentations and by holding a number of Board and committee meetings throughout the year at key operating units. In addition, the Board is regularly updated on key talent indicators for the overall workforce, including work environment, diversity, recruiting and development programs.

Code of Conduct

Interpublic has adopted a set of ethical standards known as the Code of Conduct, which applies to all employees of Interpublic and its subsidiaries and affiliates. Interpublic s Corporate Governance Guidelines provide that members of the Board of Directors and officers (which includes Interpublic s Chief Executive Officer, Chief Financial Officer, Controller and Chief Accounting Officer and other persons performing similar functions) must comply with the Code of Conduct. In addition, the Corporate Governance Guidelines state that the Board will not waive any provision of the Code of Conduct for any director or executive officer. The Code of Conduct, including future amendments, may be viewed on Interpublic s website at *http://www.interpublic*.com or a copy may be obtained free of charge by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: EVP, General Counsel & Secretary.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Interested parties may contact Interpublic s Board of Directors, the Non-Management Directors as a group, or any individual director, as applicable, by writing to them at the following address:

c/o EVP, General Counsel & Secretary

The Interpublic Group of Companies, Inc.

909 Third Avenue

New York, NY 10022

Communications to the Board, the Non-Management Directors or to any individual director that relate to Interpublic s accounting, internal accounting controls or auditing matters will also be referred to the chairperson of the Audit Committee. Other communications will be referred to the Presiding Director (whose responsibilities are described below) or the appropriate committee chairperson.

MEETINGS AND COMMITTEES OF THE BOARD

Attendance at Board of Directors and Committee Meetings

The Corporate Governance Guidelines provide that each director is expected to be prepared for, attend and participate in, at least 75% of all regularly scheduled and special meetings of the Board and meetings of the Committees on which a Board member serves, absent special circumstances. The Board of Directors held 8 meetings in 2018 and committees of the Board held a total of 20 meetings. During 2018, each director attended more than 75% of the total number of meetings of the Board of Directors and committees on which he or she served.

Attendance at Annual Meeting of Stockholders

While Interpublic does not have a specific policy for attendance by directors at the Annual Meeting of Stockholders, all Directors were in attendance at the 2018 annual meeting.

Board Structure and Committees

The standing committees of the Board consist of the Audit Committee, the Compensation and Leadership Talent Committee, the Corporate Governance Committee and the Executive Committee. The activities of the Audit

Committee, Compensation and Leadership Talent Committee, and the Corporate Governance Committee are each governed by a charter that may be viewed on Interpublic s website at *http://www.interpublic.com* or may be obtained free of charge by writing to The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, Attention: EVP, General Counsel & Secretary. A description of the responsibilities of each standing Committee of the Board is provided below under the heading Committees of the Board of Directors.

Committees of the Board of Directors

The following table shows the directors who are currently members or chairman of each of the standing Board committees and the number of meetings each committee held in 2018.

Name		**Audit**	**Compensation and Leadership Talent**	**Corporate Governance**	**Executive**
Joceyln Carter-Miller	**I**			**C**	
H. John Greeniaus	**I**				
Mary J. Steele Guilfoile	**I**	**C**			
Dawn Hudson	**I**				
William T. Kerr	**I**		**C**		
Henry S. Miller	**I**				
Jonathan F. Miller	**I**				
Patrick Q. Moore	**I**				
Michael I. Roth					**C**
David M. Thomas	**PD I**				
E. Lee Wyatt, Jr.	**I**				
Number of Meetings in 2018		9	7	4	0

Chairman of the Board **C** Committee Chair Member **I** Independent Director **PD** Presiding Director

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Our Corporate Governance Framework

Audit Committee

Roles and Responsibilities:

- Reviews the annual financial information to be provided to stockholders and filed with the SEC;
- Reviews the system of internal controls established by management;
- Reviews financial reporting policies, procedures and internal controls;
- Reviews and oversees the internal and external audit processes;
- Responsible for the selection, compensation, retention and oversight of Interpublic s registered independent public accounting firm;
- Responsible for the other activities described in greater detail in the Audit Committee Report on page 20; and
- Responsible for other activities described in greater detail under the heading:
  - The Board s Role in Risk Oversight on page 15; and
  - Transactions with Related Persons on page 15.

Committee Members:

Carter-Miller (F, I)

Greeniaus (F, I)

Guilfoile (C, F, I)

Kerr (F, I)

H. Miller (F, I)

Moore (F, I)

Wyatt (F, I)

Number of meetings during 2018: 9

Independence and Financial Literacy

Each member of the Audit Committee is independent in accordance with the standards set forth in Interpublic s Corporate Governance Guidelines and the NYSE Listing Standards.

The Board has determined that each member of the Audit Committee qualifies as an audit committee financial expert as defined by the SEC rules.

Compensation and Leadership Talent Committee

Roles and Responsibilities:

Reviews and adopts the executive compensation philosophy for the Company;

Reviews the Company s initiatives to attract, develop and retain key employees on an ongoing basis and, with the full Board, reviews succession plans for key executive positions;

Reviews and recommends to the Board, the compensation of the CEO;

In consultation with the CEO, approves the compensation of the executive officers, other than the CEO, and approves the compensation of other senior executives of the Company and its subsidiaries;

Oversees and administers the Company s equity performance incentive plans;

Establishes the performance measures and goals and verifies the achievement of performance goals under performance-based incentive compensation and equity plans; and

Committee Members:

Greeniaus (I)

Hudson (I)

Kerr (C, I)

J. Miller (I)

Moore (I)

Thomas (I)

Number of meetings

during 2018: 7

Reviews the Company s share ownership guidelines for selected senior executives.

The Compensation Committee s primary processes for establishing and overseeing executive compensation are described in the Compensation Discussion & Analysis under the heading Compensation Philosophy and Basic Principles on page 35.

Independence

Each member of the Compensation and Leadership Talent Committee is independent in accordance with the standards set forth in Interpublic s Corporate Governance Guidelines and the NYSE Listing Standards.

C = Committee Chair
F = Determined by the Board to be an Audit Committee Financial Expert as defined under applicable SEC rules and regulations
I = Determined by the Board to be independent under the NYSE Listing Standards and applicable SEC rules and regulations

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Our Corporate Governance Framework

Corporate Governance Committee

Roles and Responsibilities:

Oversees corporate governance issues and makes recommendations to the Board;

Identifies, evaluates, and recommends candidates for nomination to the Board and the appointment of Board committee members;

Reviews and makes recommendations to the Board regarding director independence;

Reviews and advises management on the Company s social responsibility initiatives;

Oversees and recommends to the Board the CEO succession planning;

Oversees the annual self-evaluation process of the Board and Committees; and

Responsible for approving the compensation paid to the Board and committee members.

Committee Members:

Carter-Miller (C, I)

Guilfoile (I)

Hudson (I)

H. Miller (I)

J. Miller (I)

Thomas (I)

Wyatt (I)

Number of meetings during 2018: 4

Independence

Each member of the Corporate Governance Committee is independent in accordance with the standards set forth in Interpublic s Corporate Governance Guidelines and the NYSE Listing Standards.

Executive Committee	
Roles and Responsibilities:	**Committee Members:**
Acts on the Board s behalf between Board meetings.	Carter-Miller (I) Guilfoile (I) Kerr (I) Roth (C) Thomas (I)
	Number of meetings during 2018: 0

C = Committee Chair

I = Determined by the Board to be independent under the NYSE Listing Standards and applicable SEC rules and regulations

BOARD LEADERSHIP STRUCTURE

The Board continually examines its policies to ensure that Interpublic s corporate governance and Board structure are designed to maximize the Company s effectiveness. Currently, the Board believes that Interpublic s Chief Executive Officer is best situated to serve as Chairman because he is the director most familiar with the operations of the Company, and most capable of determining the strategic and operational priorities of Interpublic and leading discussions with the Board. To ensure a proper level of independent board oversight, the Board has also designated a Presiding Director, who has the duties described below. The Board believes that the corporate governance measures it has in place ensure that strong, independent directors effectively oversee our management and provide vigorous oversight of our key issues relating to strategy, risk and integrity.

Interpublic s Board structure allows for independent directors to bring experience, oversight and expertise from

outside Interpublic and other industries, while the Chief Executive Officer brings a company-specific knowledge base and expertise. The Board believes that the combined role of Chairman and Chief Executive Officer promotes more effective strategy development and execution, enhances the information flow between management and the Board, which are essential to effective governance, and coupled with the appointment of a Presiding Director, provides the most efficient and effective leadership structure for Interpublic, which is in the best interests of Interpublic and our stockholders.

Presiding Director

The Presiding Director of the Board helps to coordinate communications between the Board and management of Interpublic. In this role, the Presiding Director convenes and chairs meetings and executive sessions of the Non-Management Directors, coordinates feedback to the

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Our Corporate Governance Framework

Chairman and Chief Executive Officer on behalf of the Non-Management Directors on business issues and management, coordinates and develops with the Chairman of the Board and Chief Executive Officer the agendas and

presentations for meetings of the Board and, as appropriate, is available for direct communication with major stockholders who request such a communication. Mr. Thomas currently serves as the Presiding Director.

THE BOARD S ROLE IN RISK OVERSIGHT

The Board has an active role in the oversight of the Company s enterprise risk management activities. Elements of the Board s risk management practices include:

- An annual review and assessment by the Board of the primary operational and regulatory risks facing Interpublic, their relative magnitude and management s plan for mitigating these risks;

- Specific oversight by the Audit Committee of Interpublic s financial risk exposure, including Interpublic s credit and liquidity position. Such oversight includes discussions with management and internal auditors on the magnitude and steps taken to address and mitigate any such risks;

- Audit Committee oversight of Interpublic s compliance with its Code of Conduct, including establishing procedures for the receipt of anonymous complaints or concerns from employees on accounting, internal accounting controls and auditing matters; Audit Committee administration of Interpublic s Related Person Transaction Policy (as discussed below);
- Corporate Governance Committee management and oversight of potential risks associated with potential issues of independence of any directors and potential conflicts of interest and oversight of the organization s practices and policies on sustainability and corporate social responsibility matters;

- Compensation Committee evaluation and management of risks relating to Interpublic s compensation plans and arrangements, as well as Interpublic s overall compensation philosophy and practices; and

- The establishment of standard policies specifically designed to mitigate potential risks, including requiring Board approval for all business acquisitions above a certain dollar amount.

Each committee also regularly informs the Board of any potential issues or concerns raised when performing its risk management duties.

TRANSACTIONS WITH RELATED PERSONS

Interpublic s Code of Conduct requires directors and employees to avoid activities that could conflict with the interests of Interpublic, except for transactions that are disclosed and approved in advance. Interpublic has adopted a Related Person Transaction Policy under which approval is required for any transaction, agreement or relationship between Interpublic or any of its consolidated subsidiaries and a Related Person (a Related Person Transaction).

Under the Related Person Transaction Policy, a Related Person is defined as any (i) director, nominee for election as a director, an executive officer or any of their immediate family members (as defined by the Related Person Transaction Policy); (ii) any entity, including not-for-profit and charitable organizations, controlled by or in which any of the foregoing persons have a substantial beneficial ownership interest; or (iii) any person who is known to be, at the time of the transaction, the beneficial owner of more than 5% of the voting securities of Interpublic or an immediate family member of such person.

Under the policy, Related Person Transactions do not include any employee benefit plan, program, agreement or arrangement that has been approved by the Compensation Committee or recommended by the Compensation Committee for approval by the Board.

To facilitate compliance with the policy, the Code of Conduct requires that employees, including directors and executive officers, report circumstances that may create or appear to create a conflict between the personal interests of the individual and the interests of Interpublic, regardless of the amount involved, to Interpublic s Chief Risk Officer using Interpublic s Compliance Report Form. Each director and executive officer annually confirms to the Company his or her compliance with the Related Person Transaction Policy as part of the preparation of Interpublic s Annual Report on Form 10-K and its annual proxy statement. Director nominees and persons promoted to executive officer positions must also confirm such compliance at the time of their nomination or promotion. Management also reviews its records and makes additional inquiries of management personnel and, as appropriate, third parties and other sources of information for the purpose of identifying Related Person Transactions, including Related Person Transactions involving beneficial owners of more than 5% of Interpublic s voting securities.

The Audit Committee reviews transactions subject to the Related Person Transaction Policy and determines whether to approve or disapprove those transactions, by examining whether or not the transactions are fair, reasonable and within Interpublic policy. The Audit Committee makes its determination by taking into account all relevant factors and any controls that may be implemented to protect the interests of Interpublic and its stockholders. Among the factors that the Audit Committee takes into account in determining whether a transaction is fair and reasonable, as applicable, are the following:

- The benefits of the transaction to Interpublic;
- The terms of the transaction and whether they are arm s-length and in the ordinary course of Interpublic s business;
- The direct or indirect nature of the Related Person s interest in the transaction;
- The size and expected term of the transaction; and
- Other facts and circumstances that bear on the materiality of the Related Person Transaction under applicable law and listing standards.

No director may participate in any consideration or approval of a Related Person Transaction with respect to which he or

she or any of his or her immediate family members is the Related Person. Related Person Transactions not approved or ratified as required by the Related Person Transaction Policy are subject to termination by Interpublic. If the transaction has been completed, the Audit Committee will consider if rescission of the transaction is appropriate and whether disciplinary action is warranted.

Related Person Transactions

Andrew Roth, Michael Roth s son, has been an employee of Weber Shandwick since November 2017. Andrew is not an officer or director of Interpublic and does not report to any executive officer of Interpublic. Andrew s compensation at Weber Shandwick is in excess of the $120,000 reporting threshold and has been determined in a manner consistent with the Company s human resources and compensation policies.

The Audit Committee and the independent members of the Board assessed and approved the foregoing matter, taking into account and in accordance with the Company s Related Person Transaction Policy.

DIRECTOR SHARE OWNERSHIP GUIDELINES

Each non-management director is expected, within 5 years of joining the Board, to accumulate a minimum share ownership in Interpublic stock equal to five times the annual cash retainer paid to non-management directors. Outstanding shares of restricted stock are included in a Director s share ownership. All Non-Management Directors standing for re-election have met or exceeded these guidelines, with the exception of Messrs. Wyatt and Moore, both of whom have not yet reached their respective guideline compliance dates. The Company believes that the

equity component of director compensation serves to further align the Non-Management Directors with the interests of our stockholders. For information about share ownership of our Non-Management Directors, see Non-Management Director Compensation on page 18 and Share Ownership of Management on page 62. For a discussion of the share ownership guidelines applicable to Interpublic s executives, see Compensation Discussion & Analysis Share Ownership Guidelines on page 40.

HEDGING/PLEDGING PROHIBITIONS

Our directors and executive officers are prohibited from engaging in any transaction involving a short sale or derivative that is designed to hedge against the market risk associated with ownership of IPG shares. In addition, in December 2017, the Board adopted a policy that prohibits

any director or executive subject to share ownership guidelines from pledging IPG shares that he or she owns as security or collateral for any obligation, including, but not limited to, holding shares In a margin account.

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Annual Board/Committee Retainer Fees

During 2018, each Non-Management Director received as cash compensation for services rendered an annual retainer of $100,000. No additional compensation was paid for attendance at Board or committee meetings.

For 2018, each chairperson of the Board Committees received the following additional annual retainers:

Audit Committee $30,000

Compensation and Leadership Talent Committee $25,000; and

Corporate Governance Committee $20,000 per year.

Presiding Director Retainer Fees

For 2018, the Presiding Director received a retainer of $75,000. This retainer was in addition to the retainers Mr. Thomas received for service as a Non-Management Director.

Non-Management Directors Plan

Each Non-Management Director in 2018 also received, as consideration for services rendered as a member of the Board, an award of restricted shares of Common Stock having a market value of $200,000 on the date of grant (the Restricted Shares) under the 2009 Interpublic

Non-Management Directors Stock Incentive Plan, as amended which was approved by the stockholders in 2009 (the 2009 Directors Plan).

Under the terms of the 2009 Directors Plan, a recipient of restricted shares has all rights of ownership with respect to the shares, including the right to vote and to receive dividends, except that, during a restricted period ending on the first anniversary of that date of the grant, (i) the recipient is prohibited from selling or otherwise transferring the shares and (ii) the shares are subject to forfeiture if the recipient s service as a director terminates for any reason other than due to death.

On April 30, 2018, in accordance with the 2009 Directors Plan, each Director received a grant of 8,362 Restricted Shares (the 2018 Restricted Share Grant).

Charitable Matching Program

Under a charitable matching program (the Charitable Matching Program), which was approved by the Board of Directors and has been in effect for a number of years, Interpublic matches up to $20,000 in charitable contributions made to eligible charities and academic institutions by members of the Board of Directors and certain senior management employees of Interpublic and its subsidiaries.

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Non-Management Director Compensation

DIRECTOR SUMMARY COMPENSATION TABLE

The following table shows the compensation paid to Non-Management Directors for 2018.[(1)]

Name	Fees Earned or Paid in Cash ($) (2)	Stock Awards ($) (3)	All Other Compensation ($) (4)	Total ($)
Jocelyn Carter-Miller	120,000	200,000	10,260	330,260
H. John Greeniaus	100,000	200,000	20,000	320,000
Mary J. Steele Guilfoile	130,000	200,000	12,500	342,500
Dawn Hudson	100,000	200,000	17,500	317,500
William T. Kerr	125,000	200,000	12,000	337,000
Henry S. Miller	100,000	200,000	20,000	320,000
Jonathan F. Miller	100,000	200,000	14,919	314,919
Patrick Q. Moore	100,000	200,000	20,000	320,000
David M. Thomas	175,000	200,000	20,000	395,000
E. Lee Wyatt Jr.	100,000	200,000	10,000	310,000

(1) Michael Roth, Interpublic s Chairman of the Board and Chief Executive Officer, is not included in this table because he is an employee of Interpublic and receives no compensation for his services as director. Mr. Roth s compensation as an employee of Interpublic is shown in the Summary Compensation Table on page 43, and the sections that follow the Summary Compensation Table.

(2) Consists of annual retainer fees, Committee chair retainer fees and, for Mr. Thomas, the retainer fee for service as the Presiding Director.

(3) Consists of the grant date fair value of the restricted stock awards granted on April 30, 2018, computed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718. The assumptions used in the calculation of these amounts are set forth in Note 11 to Interpublic s audited financial statements included in Interpublic s Form 10-K for the year ended December 31, 2018 (the 2018 Form 10-K).

(4) For each director the amount shown consists entirely of matching charitable contributions made by Interpublic under the Charitable Matching Program.

The Audit Committee is responsible for the appointment, compensation, retention and oversight of Interpublic s independent registered public accounting firm. As part of these responsibilities, the Audit Committee reviews the independence and performance of the independent accounting firm in connection with the Committee s determination of whether to engage another auditor as Interpublic s independent accounting firm, and is involved in the selection of the independent accounting firm s lead engagement partner. Included in this assessment is the Committee s review of the accounting firm s independence and integrity, its expertise, performance and qualifications, as well as the quality of the firm s personnel and communications.

The Audit Committee and the Board believe that it is in the best interests of Interpublic and our stockholders to retain PricewaterhouseCoopers to serve as our independent registered public accounting firm. In light of this, the Audit Committee has appointed PricewaterhouseCoopers LLP (PricewaterhouseCoopers) as Interpublic s independent registered public accounting firm for 2019. This firm has been Interpublic s independent accounting firm since 1952.

A representative of PricewaterhouseCoopers is expected to be present at the Annual Meeting and will have the opportunity to respond to appropriate questions.

Fees Paid to PricewaterhouseCoopers

The following is a summary and description of the fees for services provided by PricewaterhouseCoopers in 2017 and 2018.

Worldwide Fees (in Millions)				
Fee Category	**2017 ($)**	**% of Total**	**2018 ($)**	**% of Total**
Audit Fees (A)	26.54	87.1%	29.08	88.3%
Audit Related Fees (B)	1.01	3.3%	1.26	3.8%
Tax Fees (C)	2.91	9.6%	2.55	7.7%
All Other Fees (D)	0.01	0.0%	0.06	0.2%
Total Fees	30.47	100%	32.95	100%

(A) Audit Fees: Consists of fees and out-of-pocket expenses billed for professional services rendered for the audit of Interpublic s consolidated financial statements and the audit of the effectiveness of Interpublic s internal control over financial reporting, for review of the interim

consolidated financial statements included in quarterly reports and for services that are normally provided by PricewaterhouseCoopers in connection with statutory and

regulatory filings or engagements and attest services, except those not required by statute or regulation.

(B) Audit Related Fees: Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Interpublic s consolidated financial statements and are not reported under Audit Fees. These services include financial diligence for potential acquisitions, employee benefit plan audits, consultations concerning financial accounting and reporting standards, and other attest services not included in (A) audit fees.

(C) Tax Fees: Consists of tax compliance/preparation and other tax services. Tax compliance/preparation includes fees billed for professional services related to federal, state and international tax compliance, assistance with tax audits and appeals, assistance with custom and duties audits and assistance related to the impact of mergers, acquisitions and divestitures on tax return preparation. Other tax services include miscellaneous tax consulting and planning.

(D) All Other Fees: Consists of advisory services and licenses to online accounting information and general education accounting guidance.

Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditor

The Audit Committee has established policies and procedures regarding pre-approval of all audit and permissible non-audit services provided by the independent accounting firm and is responsible for the audit fee negotiations associated with the engagement of the independent accounting firm. The permissible non-audit services include the services described above for which we paid Audit Related Fees, Tax Fees and All Other Fees. Under the policy, pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is subject to a specific budget. In addition, the Audit Committee may pre-approve particular services on a case-by-case basis. The Audit Committee has delegated pre-approval authority to the Committee s Chairperson for projects less than $200,000, who must then report any such decision to the Audit Committee at the next scheduled meeting.

The Board of Directors recommends a vote FOR the ratification of the appointment of PricewaterhouseCoopers as Interpublic s independent registered public accounting firm for 2019

The Audit Committee operates under a written charter adopted by the Board. The Board has determined that each member of the Committee is independent and financially literate under the listing standards of the NYSE and satisfies the financial expertise requirements of the NYSE. The Board has also determined that each member of the Audit Committee has the requisite experience to be designated an audit committee financial expert as that term is defined by rules of the SEC.

In accordance with its written charter, the primary function of the Audit Committee is to assist the Board of Directors in its oversight of Interpublic s financial reporting process.

Management is responsible for Interpublic s consolidated financial statements and overall reporting process, including the establishment of a system of internal controls over financial reporting. PricewaterhouseCoopers, Interpublic s independent registered public accounting firm, is responsible for conducting annual audits and quarterly reviews of Interpublic s consolidated financial statements and expressing opinions as to the conformity of the annual consolidated financial statements with generally accepted accounting principles and the effectiveness of Interpublic s internal control over financial reporting.

In performing its oversight function for the year ended December 31, 2018, the Audit Committee:

Reviewed and discussed the audited consolidated financial statements with management;

Reviewed and discussed with PricewaterhouseCoopers the scope, staffing and general extent of the audit;

Reviewed with management and PricewaterhouseCoopers the selection, application and disclosure of Interpublic s critical accounting policies used in the preparation of Interpublic s annual audited financial statements;

Evaluated PricewaterhouseCoopers s performance, qualifications and quality control procedures;

Pre-approved all services, both audit (including all audit engagement fees and terms) and permitted non-audit services performed by PricewaterhouseCoopers;

Reviewed management s compliance with established policies for the hiring of current or former employees of PricewaterhouseCoopers;

Oversaw compliance with Interpublic s Code of Conduct and procedures for the confidential and anonymous submission by employees of Interpublic and others of complaints about accounting, internal controls or auditing matters;

Reviewed with management, Interpublic s internal auditors and PricewaterhouseCoopers, Interpublic s significant internal accounting and financial reporting controls and any deficiencies or weaknesses relating to such internal accounting and financial reporting controls;

Reviewed and discussed with management, Interpublic s internal auditors and PricewaterhouseCoopers, any disclosures made to the Committee by Interpublic s Chief Executive Officer and Chief Financial Officer in connection with the certifications required by SEC rules to be made by each such officer in Interpublic s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q;

Discussed with PricewaterhouseCoopers the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board (the PCAOB); and

Received the written disclosures and the letter from PricewaterhouseCoopers required by Rule 3526, Communication with Audit Committees Concerning Independence, of the PCAOB, discussed with PricewaterhouseCoopers matters relating to that firm s independence and considered whether performance by PricewaterhouseCoopers of non-audit services for Interpublic is compatible with maintaining PricewaterhouseCoopers independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Interpublic s Annual Report on Form 10-K for the year ended December 31, 2018.

THE AUDIT COMMITTEE

Mary J. Steele Guilfoile, Chairman

Jocelyn Carter-Miller

H. John Greeniaus

William T. Kerr

Henry S. Miller

Patrick Q. Moore

E. Lee Wyatt Jr.

February 13, 2019

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In accordance with a federal securities law requirement, enacted as part of the recent Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) and related SEC rules, we are submitting to an advisory vote of stockholders the compensation of our named executive officers as disclosed in the Compensation Discussion & Analysis, the compensation tables, and the narrative discussion set forth on pages 22 to 60 of this Proxy Statement. In addition to complying with this legal requirement, the Board recognizes that providing stockholders with an advisory vote on named executive officer compensation may produce useful information on investor sentiment with regard to the Company s executive compensation programs.

At our annual meeting of stockholders held in May 2018, a substantial majority of our stockholders voted on an advisory basis to approve the compensation received by our named executive officers in fiscal year-end 2017. The Compensation Committee believes this reflects stockholders support of the Company s approach to executive compensation.

As described in the Compensation Discussion & Analysis section of this Proxy Statement, our compensation programs and underlying principles, as developed and administered by the Compensation Committee, are designed to provide a competitive level of compensation necessary to attract, motivate and retain talented and experienced executives who are crucial to our long-term success. The compensation paid to our named executive officers reflects our commitment to pay for performance and includes long-term cash and equity awards that are designed to encourage management to achieve results to the mutual benefit of stockholders and management. Moreover, a significant portion of our named executive officers annual cash compensation is paid in the form of annual performance-

based incentives, which are contingent on the Company s achievement of pre-defined performance objectives.

We encourage you to carefully review the Compensation Discussion & Analysis beginning on page 22 of this Proxy Statement for additional details on Interpublic s executive compensation, including Interpublic s compensation philosophy and objectives, as well as the processes our Compensation Committee used to determine the structure and amounts of the compensation paid to our named executive officers in fiscal year-end 2018. The Compensation Committee and the Board believe that these policies and procedures are effective in implementing our compensation philosophy and in achieving its goals.

We are asking you to indicate your support for the compensation of our named executive officers as described in this Proxy Statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, we are asking you to vote, on an advisory basis, For the following resolution at the Annual Meeting:

RESOLVED, that the compensation paid to the named executive officers of The Interpublic Group of Companies, Inc., as described in the Compensation Discussion & Analysis, compensation tables and narrative discussion set forth on pages 22 to 60 of this Proxy Statement, is hereby approved.

While the results of this advisory vote are not binding, the Compensation Committee will consider the outcome of the vote in deciding whether to take any action as a result of the vote when making future compensation decisions pertaining to named executive officers.

The Board of Directors recommends that you vote FOR the resolution approving on an advisory basis the compensation of our named executive officers as disclosed in this Proxy Statement.

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This section of our Proxy Statement provides:

- An overview of our compensation philosophy and our executive compensation programs, which are designed to reward our senior leaders for effectively building long-term stockholder value.

- Details on how we pay our Named Executive Officers , as well as the factors weighed by the Compensation and Leadership Talent Committee of our Board of Directors (the C&LT Committee or Committee) in arriving at specific compensation policies and decisions involving executive pay in 2018.

Our 2018 Named Executive Officers (NEOs):

MICHAEL ROTH	Chairman & Chief Executive Officer
FRANK MERGENTHALER	EVP, Chief Financial Officer & Chairman, CMG
PHILIPPE KRAKOWSKY	EVP, Chief Strategy & Talent Officer and Chairman & Chief Executive Officer, IPG Mediabrands
ANDREW BONZANI	EVP, General Counsel & Secretary
ELLEN JOHNSON	SVP, Finance & Treasurer & Chief Financial Officer, IPG Mediabrands

OVERVIEW OF EXECUTIVE COMPENSATION PROGRAMS

PRIMARY COMPENSATION ELEMENTS

			Annual Long-term Incentives		
Pay Element	**Salary**	**Annual Incentive**	**Performance-based Cash**	**Performance-based Shares**	**Restricted Stock Units**
RECIPIENT	All Named Executive Officers				
FIXED OR VARIABLE COMPENSATION	Fixed	Variable			
DURATION OF	Short-term Emphasis		Long-term Emphasis		

PERFORMANCE					
PERFORMANCE PERIOD	Ongoing	1 year	2 years (plus, 1-year time-based vesting period)	3 years	n.a.
FORM OF DELIVERY	Cash			Equity	
HOW PAYMENT IS DETERMINED	C&LT Committee; Chairman & CEO recommendations considered for other NEO s	Formulaic (80%); C&LT Committee assesses achievment of key strategic objectives (20%)	Formulaic; C&LT Committee verifies performance (performance-based shares also depends on stock price on vest date)		Formulaic; depends on stock price on vest date

COMPENSATION PRACTICES & CORPORATE GOVERNANCE

Our executive compensation programs are aligned with best practices in corporate governance:

We align pay with performance. Our incentive plans are closely tied to performance, making the ultimate payout from these incentives higher when performance is strong and, conversely, lower (or zero) when performance does not measure up to our objectives. This correlation between our performance and pay aligns our NEOs with the interests of our stockholders. The strong and positive alignment of our pay with operating results has been demonstrated by

the vote for recommendation from stockholder advisory firms on all prior say-on-pay vote we have submitted to stockholders.

The incentives provided to our NEOs are predominantly earned based on the achievement of Committee-approved financial goals. While a portion of our NEOs long-term incentives is awarded in time-based restricted stock units, the ultimate value of these awards is directly linked to the performance of our stock price.

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In 2015, in addition to the use of organic revenue growth (OG) and operating income before incentives margin (OIBI Margin) as financial metrics for determining the final earned value of our annual incentive awards, we introduced a modifier to the plan design. This modifier is based on IPG s salary and related salaries (SRS) ratio, which is a measurement of the relationship between compensation expense and revenue. This SRS modifier was introduced to enhance focus on driving improvement to this key metric. It is important to note that a penalty is applied to annual incentives if the Committee-approved SRS target is missed; no payout is linked to achieving or exceeding the SRS target.

Approximately 91% of the target total 2018 compensation (excluding benefits) for the Chairman & CEO was issued in variable pay, while variable pay represented an average of 78% of target total compensation (excluding benefits) for all other NEOs.

Our programs require significant executive share ownership. We require our NEOs to hold and maintain a significant level of share ownership to enhance the alignment of NEOs with the interests of our stockholders. Our executive share ownership guidelines (SOGs) require that our CEO hold shares of our common stock with a value at least equal to 6x base salary; and require our other NEOs to hold shares with a value at least equal to 2x base salary, with exception to Ms. Johnson. Ms. Johnson s SOG was 75% of base salary in 2018, and will increase to 2x base salary effective in 2019 to reflect her status as a NEO. For executives who have not met their share ownership requirements in the time allotted, these executives are required to hold all net after-tax shares delivered upon the settlement of an equity award until such time as requirements are met. Our annual assessment again confirmed that all NEOs are in compliance with the SOGs (the Chairman & CEO s ownership was 401% of his guideline while the average ownership for all other NEO s was approximately 285% of target).

Our incentive plans include appropriate safeguards. We prohibit our NEOs and other senior executives from engaging in any transaction involving a short sale or derivative that is designed to hedge against the risk associated with ownership of IPG shares and the pledging of IPG shares as collateral. Our Performance Incentive Plan, approved in 2014, prohibits the re-pricing of stock options without stockholder approval and does not allow for the granting of reload stock options, which provide for the grant of additional stock options upon the exercise of previously granted stock options. In addition, we have an active clawback policy under which compensation may be recovered in the event of a significant restatement of our financial results due to fraud or misconduct. Additionally, our NEO annual and long-term incentive programs have a maximum payout equal to 200% of target, thereby further reducing potential risk taking by our leadership team.

We appropriately limit guaranteed compensation. As previously indicated, the majority of our NEOs compensation is performance based, with fixed base salary comprising a relatively small portion of total target compensation. In addition, we provide limited perquisites to our NEOs and do not provide any cash severance payments that exceed 2.99 times the sum of a NEO s base salary and target annual incentive. Dividends cannot be earned on unvested performance shares. Dividend equivalents on restricted stock units are paid solely to the extent the underlying restricted stock units vest (no dividends are paid if the award does not vest).

Upon a change-in-control, we would pay our NEOs their annual incentive based on target performance (however, if a change in control occurs during our first quarter, such payment would be prorated to reflect the portion of the annual performance period that had elapsed through the date of the change in control).

We subject outstanding equity awards to double-trigger vesting, which requires a NEO to incur a qualifying termination of employment within 24 months of a change in control for such awards to immediately vest.

We do not provide for any excise tax gross-up payments. Section 4999 of the Internal Revenue Code imposes excise taxes if payments made to executives due to a change-in-control exceed certain limits. If IPG were to experience a change-in-control, payments to our executives may be reduced to avoid adverse tax consequences to the executive, but under no circumstances would IPG provide additional payments to cover these excise taxes (i.e., tax gross-up payments).

We believe that our existing programs continue to incentivize the appropriate behaviors and results, ensure our executive compensation programs are aligned with best practices in corporate governance and promote a strong relationship between pay and performance.

We believe these practices were validated at our annual meeting of stockholders in May of 2018 when a substantial number of votes (95.2%) were cast in favor of our 2017 executive compensation pay practices.

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2018 BUSINESS HIGHLIGHTS

Overall, 2018 was a very successful year, with outstanding financial results, coupled with a significant, future-facing acquisition. Our results again demonstrate the strength of our client-centric integrated offerings and the quality of our people. We re proud that our culture continues to attract diverse talent with a breadth of expertise encompassing our many services, which has helped us to deliver industry-leading organic growth and margin improvement in recent years. The excellence of our people continues to drive our success amid the significant changes taking place in our industry and the environment in which we operate.

Our media and digital offerings were significant drivers of growth, as we continued to invest in our outstanding technology expertise across the portfolio. We again garnered the highest levels of recognition for the creativity and effectiveness of our work over the course of the year. We had a strong showing at the Cannes Lions Festival of Creativity, with all three of our global integrated agencies FCB, McCann Worldgroup and MullenLowe winning top honors. FCB Health was named Healthcare Network of the Year, marking the third consecutive year an IPG agency has been awarded this prestigious honor. This continued recognition, combined with our newly enhanced strength in data and analytics, position us well to serve as a vital partner in helping our clients navigate the transformations required in today s complex marketing and media environment.

These are the factors that fueled financial performance that exceeded the targets we had set at the outset of 2018.

IPG has outperformed the average organic growth of our core peers for eighteen of the past twenty quarters, over which time we have also set the standard for margin expansion. These results reflect the dividends of our strategic decisions over the past few years.

REVENUE GROWTH AND OPERATING MARGIN EXPANSION

Organic net revenue growth was 5.5% for the year, which strongly exceeded the initial 2%-3% target that we had raised over the course of 2018. This is an outstanding result when compared to our peers, who posted an average organic growth rate of 0.8% for the year.

We grew organically in every region of the world during the full year. While IPG s media operations led this performance, growth came from a very broad cross-section of agencies, disciplines, and client sectors. Our fourth quarter marked a notably strong close to the year, with total growth of our net revenue of 13.3%, reflecting both our organic increase and the revenue of Acxiom. The final quarter of the year was our first with the consolidated results of Acxiom, having completed our acquisition on October 1.

Organic revenue growth for the past five years was as follows:

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During 2018, we also built on our record of continued progress in the operating and financial management of our Company. For the full year, adjusted EBITA was $1.08 billion, and our adjusted EBITA margin was

13.5%. This result is an increase of 70 basis points from a year ago. This result represents the highest levels of operating income and adjusted EBITA in our company s history.

1. During 2018 the Company transitioned from Operating Margin to Adjusted EBITA Margin as a key measure of performance. We made this change due to significant non-cash amortization expense introduced as a result of the Acxiom acquisition and to Acxiom transaction expenses incurred in the second half of 2018.

RETURN OF CAPITAL TO SHAREHOLDERS and TOTAL SHAREHOLDER RETURNS

Our capital return programs continue to be significant drivers of value. In 2018, we again returned capital to shareholders through dividends and share repurchases. The latter were appropriately suspended at mid-year due to the Acxiom acquisition. During the year, we returned

approximately $322 million in the form of dividends, and an additional $117 million via share repurchases. We intend to return to share repurchases as we make progress on reducing our debt levels.

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ALIGNING PAY WITH PERFORMANCE

For 2018, approximately 91% of the target total compensation (excluding benefits) for the Chairman & CEO was variable/performance-based pay, while performance-based pay for all other NEOs averaged 78% of target total compensation (excluding benefits). For all of our NEOs, 100% of the annual incentives could be earned only if financial performance goals were met, while two-thirds of long-term

incentive targets could be earned only if financial performance goals were met. The remaining one-third of long-term incentive targets was awarded in time-based restricted stock units, which are aligned with stockholder interests since they increase in value only with improved stock price performance.

CHANGES IN ONGOING TARGET COMPENSATION IN 2018

The table below shows each NEO s 2017 and 2018 total annual target compensation, each component of compensation and any difference between 2017 and 2018 total annual target compensation.

Name	Year	Base Salary Earned $	Target AI %	Target AI $	LTI Value at Target $	Total Ongoing Annual Target Comp. $	Difference in Total Ongoing Annual Target Comp. $	Difference in Total Ongoing Annual Target Comp. %
Michael Roth	2018	$ 1,500,000	300%	$ 4,500,000	$ 10,500,000	$ 16,500,000	$ 750,000	5%
	2017	$ 1,500,000	250%	$ 3,750,000	$ 10,500,000	$ 15,750,000		
Frank Mergenthaler	2018	$ 1,100,000	150%	$ 1,650,000	$ 2,500,000	$ 5,250,000	$ 500,000	11%
	2017	$ 1,000,000	125%	$ 1,250,000	$ 2,500,000	$ 4,750,000		
Philippe Krakowsky	2018	$ 1,250,000	150%	$ 1,875,000	$ 3,000,000	$ 6,125,000	$ 1,375,000	29%
	2017	$ 1,000,000	125%	$ 1,250,000	$ 2,500,000	$ 4,750,000		
Andrew Bonzani	2018	$ 800,000	90%	$ 720,000	$ 1,250,000	$ 2,770,000	$ 0	0%
	2017	$ 800,000	90%	$ 720,000	$ 1,250,000	$ 2,770,000		
Ellen Johnson	2018	$ 625,000	75%	$ 468,750	$ 600,000	$ 1,693,750	n.a.	n.a.

Note: Values above include ongoing compensation targets only; details related to any one-time long-term incentive awards issued to NEOs can be found in the Long-term Incentives section.

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Compensation Discussion & Analysis

2018 COMPENSATION ENHANCEMENTS & LINK TO STRATEGY

The table below provides an overview of each pay element provided to our NEOs.

Pay Element	Description	Recent Enhancements	Link To Business & Talent Strategies
BASE SALARY (see page 28)	Fixed cash compensation recognizing individual performance, time in role, scope of responsibility, leadership skills, future potential and internal equity Reviewed annually and adjusted when appropriate	As reflected on the previous page, an increase was made to the salaries for Mr. Mergenthaler and Mr. Krakowsky in 2018. For Mr. Mergenthaler this increase took place to ensure that his target cash compensation remained competitive with the market. For Mr. Krakowsky, this increase took place to account for the significant additional responsibilities he took on as Chairman & CEO, IPG Mediabrands, as of February 2016 for the Chairman s role and February 2018 for the CEO role.	Competitive base salaries help attract and retain key executive talent Any material adjustments are based on competitive market considerations, changes in responsibilities and individual performance
ANNUAL INCENTIVES (see page 29)	Performance-based cash compensation dependent on performance against annually established financial targets and individual performance	As reflected on the previous page, an increase was made to the annual incentive targets for Mr. Roth, Mr. Mergenthaler and Mr. Krakowsky in 2018. For Mr. Roth and Mr. Mergenthaler this increase took place to ensure that their target cash compensation remained competitive with the market. For Mr. Krakowsky, this increase took place to account for the additional responsibilities he took on as Chairman & CEO, IPG Mediabrands.	This plan rewards performance that grows annual organic revenue, increases profitability and involves the achievement of high priority strategic objectives, all of which we believe ultimately drive increased long-term stockholder value

For 2018, the annual incentives earned by Mr. Krakowsky and Ms. Johnson were based in part on IPG Corporate performance versus financial targets and in part on IPG Mediabrands performance versus financial targets, due to their respective roles at the agency.

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Compensation Discussion & Analysis

Pay Element	Description	Recent Enhancements	Link To Business & Talent Strategies
LONG-TERM INCENTIVES (see page 32)	Awarded one-third in each performance-based shares, performance-based cash and restricted stock units Performance-based cash and stock compensation based on 2- and 3-year performance, respectively, against established financial targets with maximum potential payouts equal to 200% of target amounts All awards vest on the 3rd anniversary of the grant date subject to continued employment and achieved performance	In 2018, an increase was made to the long-term incentive opportunity for Mr. Krakowsky to account for the additional responsibilities he took on as Chairman & CEO of IPG Mediabrands (as reflected in the Changes in Target Compensation in 2018 chart on page 26) For Mr. Krakowsky and Ms. Johnson, incentives earned related to the 2018 long-term incentive grant will be based in part on IPG Corporate s long-term performance versus financial targets and in part on IPG Mediabrands long-term performance versus financial targets, due to their respective roles at the agency	Like our annual incentives, our long-term incentives encourage senior leaders to focus on delivering on our key financial metrics, but do not encourage or allow for excessive or unnecessary risk-taking in achieving this aim The long-term plan also ensures that executives have compensation that is at risk for longer periods of time and is subject to forfeiture in the event that they terminate their employment The Plan also motivates executives to remain with the company for long and productive careers built on expertise

BASE SALARY

Base salary is central to attract and retain key talent, including our NEOs. Although its prominence in the pay mix declines with seniority, base salary generally remains an important part of compensation discussions with executive talent in our sector and related industries. In considering whether to increase a NEO s base salary, the Committee takes into consideration market pay for comparable executives at peer companies as well as the individual s performance and experience. For 2018, the Committee

increased Mr. Mergenthaler s base salary from $1,000,000 to $1,100,000 and Mr. Krakowsky s base salary from $1,000,000 to $1,250,000 effective January 1, 2018. For Mr. Mergenthaler this increase took place to ensure that his target cash compensation remained competitive with the market. For Mr. Krakowsky, this increase took place to account for the additional responsibilities he took on as Chairman & CEO, IPG Mediabrands.

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Compensation Discussion & Analysis

ANNUAL INCENTIVES

PERFORMANCE METRICS

In 2018, as in past years, actual annual incentives earned could vary between 0% and 200% of the individual incentive target, depending on the Company s financial performance and individual performance versus established High Priority

Objectives (HPO s). The chart below details the performance metrics and weightings applied to annual incentive awards for all IPG NEOs in 2018:

Financial Metric	Description	Weighting
ORGANIC REVENUE GROWTH % (OG)	- Measures ability to drive revenue growth from existing operations, exclusive of acquisitions, divestitures and currency effects - Reflects the competiveness of our offerings and is defined as the percentage change in IPG s total gross revenue as compared to the prior year, excluding the impact of foreign currency rate fluctuations and the net effect of acquisitions and divestitures	20%
OPERATING INCOME BEFORE INCENTIVES MARGIN % (OIBI)	- Measures business efficiency and profitability and is defined as Operating Income before expenses related to the Annual and Long-term Incentive Plans, and before any restructuring and asset impairment charges divided by gross revenue	60%
SRS Ratio Modifier	*- Measurement of the relationship between salary and related costs (excluding severance and incentive compensation) and revenue*	*can reduce OIBI Margin metric by 0% to -15%*
HIGH PRIORITY OBJECTIVES (HPO)	- Consist of quantitative and/or qualitative objectives specific to the individual	20%

At the beginning of 2018, the Committee set performance goals for each of the above financial metrics. For Mr. Krakowsky and Ms. Johnson, their respective annual incentive awards were based in part on IPG Corporate s performance versus set financial targets and in part on IPG Mediabrands performance. The amount earned for the portion of the annual incentives tied to network performance is calculated based on the relevant network s performance against the same metrics (utilizing the same weightings) as IPG s annual incentive design as shown in the Performance Metrics table above.

The SRS ratio modifier was based on IPG s Salary and Related Salaries (SRS) ratio, which is a measurement of the relationship between compensation expense and revenue. This ratio was used to enhance focus on driving improvement to this key metric. If the SRS ratio goal is not met, the Committee may in its sole discretion reduce amounts otherwise payable under the OIBI metric by up to 15%. However, no payout is linked to achieving or exceeding the SRS ratio target.

The Committee also set High-priority Objectives (HPOs) at the beginning of 2018, which consisted of quantitative and/or qualitative objectives specific to each NEO. HPOs include goals tied to the overall strategic priorities of the Company or operating units and typically include goals related to talent management, diversity and inclusion and cross-agency collaboration. For quantitative HPOs, specific objectives are established. For qualitative HPOs, specific accomplishments or expectations are defined and the Committee exercises judgment in assessing performance.

The Chairman & CEO s performance is assessed after considering written assessments submitted to the Committee for both the Company as a whole and for the Chairman & CEO himself. For all other NEO s, individual assessments are submitted directly to the Chairman & CEO for review and recommendation to the Committee. Based on these written assessments and the Committee s independent evaluation of performance, the Committee will score performance as poor, fair, good, excellent and spectacular, which will yield a payout of between 0% and 200% of a NEO s target annual incentive.

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Compensation Discussion & Analysis

2018 ANNUAL INCENTIVE AWARD AMOUNTS

The chart below shows each NEO s earned 2018 annual incentive amount based on achieved performance against corporate and HPO performance goals, which are described

in the next section. Please note, in 2018, IPG Corporate s SRS ratio goal was met and there was therefore no impact to the final annual incentive amounts earned.

NAME	BASE SALARY earned in 2018	TOTAL TARGET ANNUAL INCENTIVE as a % of Base Salary	TOTAL TARGET ANNUAL INCENTIVE $	CORPORATE FINANCIAL PERFORMANCE RATING 80%	HIGH PRIORITY OBJECTIVES RATING 20%	CORPORATE PERFORMANCE/INCENTIVE CORPORATE ANNUAL INCENTIVE AMOUNT EARNED	INCENTIVE AMOUNT EARNED FOR NETWORK PERFORMANCE	FINAL ANNUAL INCENTIVE AMOUNT EARNED
MICHAEL ROTH	$ 1,500,000	300%	$ 4,500,000	119.2%	168%	$ 5,800,000	$ 0	$ 5,800,000
FRANK MERGENTHALER	$ 1,100,000	150%	$ 1,650,000	119.2%	152%	$ 2,075,000	$ 0	$ 2,075,000
PHILIPPE KRAKOWSKY[1]	$ 1,250,000	150%	$ 1,875,000	119.2%	197%	$ 2,526,031	$ 373,969	$ 2,900,000
ANDREW BONZANI	$ 800,000	90%	$ 720,000	119.2%	148%	$ 900,000	$ 0	$ 900,000
ELLEN JOHNSON[1]	$ 625,000	75%	$ 468,750	119.2%	170%	$ 606,568	$ 93,432	$ 700,000

1. A portion of the Total Target Annual Incentive for Mr. Krakowsky and Ms. Johnson are tied to the performance for the network which they have oversight of. The Company does not disclose the performance goals and actuals for its performance plans tied to a portion of the portfolio as these data are not publicly disclosed and would provide insights to competitors that could harm our business. When they were established at its March 2018 meeting, the Committee considered the performance targets for the 2018 performance year difficult to attain, while appropriate for the current economic environment.

2018 IPG CORPORATE FINANCIAL PERFORMANCE VERSUS GOALS

Described below are the Committee-approved 2018 performance goals, achievement against these goals and the percentage of target annual incentive earned.

Financial Goals	2018 Target	2018 Actual

OG %	2.7%	5.5%
OIBI %	17.0%	17.0%

These results were factored into the formulaic calculation for IPG Corporate s financial performance portion of the awards and resulted in a combined rating of 119.2% reflecting the weightings of the plan design.

2018 HPO PERFORMANCE VERSUS GOALS

The full Board of Directors assessed Mr. Roth s performance against his HPO objectives to determine his HPO rating. The Committee, with input from our CEO, assessed the other NEOs performance against their respective HPO objectives to determine their HPO ratings.

Mr. Roth

Mr. Roth received an HPO rating of 168%, reflecting his strong financial and strategic leadership of the global enterprise. This has resulted in a long-standing record of consistent operating margin improvement, a portfolio of offerings that led the industry in terms of organic growth in 2018 and have done so over the past five years, and a range of programs that promote innovation and an entrepreneurial culture across Interpublic. Through key public and internal communications, IPG grew its reputation as the holding company known for fairness and inclusion. Key accomplishments included:

Successfully oversaw the corporate team responsible for the year s transformative Acxiom acquisition.

Represented the Company to all key stakeholders, including major multinational clients, and prospective clients. Outstanding performance in terms of the Company s reputation and credibility with the broader financial community and in terms of talent acquisition across the group.

Led range of financial initiatives that drove margin improvement, built on success in managing capital structure and continued robust return of capital programs, which now stands at $4 billion in capital returned to shareholders.

Continued enhancement of the Company s ability to deliver integrated open architecture solutions to our clients, which were instrumental in strong performance in the pursuit of new business and retention/growth of existing clients.

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- Continued to bring high level of focus to development of potential successors from within current senior management ranks and promoting best practices in corporate governance.

- Continued to demonstrate strong personal engagement in the Company s full range of diversity and inclusion efforts. Leadership commitment to accountability in this area led to continued year-on-year progress across all dimensions of diversity at the Company in 2018.

Mr. Mergenthaler

Mr. Mergenthaler received an HPO rating of 152%, reflecting his strong contributions in terms of financial and operational leadership. These resulted in continued improvement in the Company s operating margin, capital structure and relationships with the investor community. The Company s major marketing services division (CMG) also continued to increase share in the market, particularly in the PR space. Key accomplishments included:

- Drove continued improvement in financial systems, which led to further operating margin improvement, driven by high levels of revenue conversion and leverage across the Company s cost base. Continued to lead the Company s robust capital return programs.

- Played leadership role in the Company s outreach to the investor community, which was instrumental in continued strength of the Company s financial reputation and resulted in furthering support from analysts and investors during the course of the year.

- Increased involvement in operating management led to continued improvement in the offerings at CMG.

- Continued strong involvement and leadership in diversity and inclusion activity, as Chairperson of the Corporate Diversity Council and executive sponsor of MERGE (IPG Multicultural Employee Resource Groups for Excellence).

Mr. Krakowsky

Mr. Krakowsky received an HPO rating of 197%, reflecting his strong contribution in terms of strategic and operational leadership. These resulted in continued industry-leading competitive organic performance, which has been ongoing for the past five years, driven by growth areas such as digital marketing and emerging media capabilities, as well as continued senior-level talent retention and development. The Company s media offering (Mediabrands) also once again posted outstanding top and bottom line performance during the course of the year. Key accomplishments included:

Identified strategic rationale for Acxiom acquisition, oversaw deal execution, and took leadership of the integration process.
Drove further engagement with major operating units in strategic and leadership development, to ensure competitiveness of our offerings, notably in the continued evolution of digital capabilities that meet the needs of the marketplace, as well as our differentiated ability to deliver customized, integrated client solutions. Played key role in management transition at R/GA and Huge.

Drove continued improvement in the offerings at IPG Mediabrands. Direct oversight and management of media operations led to exceptional performance and client growth in 2018.

Continued strong leadership in diversity and inclusion activity, including full engagement with operating unit management and linking of their compensation to results, as well as active participation in the Corporate Diversity Council.

Mr. Bonzani

Mr. Bonzani received a HPO rating of 148%, reflecting his leadership in the enhancement of the Company s legal department, his stewardship of multiple board functions and his increased involvement in operating matters. Key accomplishments included:

Drove notable success in a number of significant litigations and investigations.

Developed a governance and compliance model for the new EU Global Data Privacy Regime. Supported M&A activity and financing programs, including the Acxiom transaction.

Continued enhancement of the company s programs in core practices, including long-standing industry leadership position in media transparency.

Exhibited active support of the Company s diversity and inclusion initiatives, including ongoing role as a member of the Corporate Diversity Council and one of two Executive Sponsors of the Women s Leadership Network.

Ms. Johnson

Ms. Johnson received an HPO rating of 170%, reflecting her leadership of treasury, corporate development and financial planning, her successful implementation of capital return programs and oversight of multiple global acquisitions. Ms. Johnson also served as CFO for Mediabrands during the year. Key accomplishments included:

Oversaw valuation, analysis and financing for the Acxiom transaction, and has played a leadership role in integration efforts to date. Also executed additional global acquisitions and continued management of the R/GA Ventures program.

Led shareholder return programs, bringing capital returns to our owners to $4 billion since 2011.

Delivered visibility and transparency of company operations through active financial planning and analysis on a global basis.
Managed financial operations for IPG Mediabrands, helping drive exceptional performance and client growth in 2018.

Active support of the Company s diversity and inclusion initiatives, including the First Annual IPG InterAgency Challenge to benefit New York City schools.

LONG-TERM INCENTIVES

2018 TARGET ANNUAL LONG-TERM INCENTIVE OPPORTUNITIES

In an effort to have a consistent mix of long-term incentives throughout the organization and to ensure an appropriate balance between performance-based compensation and retention, we modified our long-term incentive mix in 2018 to consist one-third each of performance-based shares, performance-based cash and restricted stock units. In our

view placing two-thirds of the long-term incentive weighting in equity and two-thirds in performance-based vehicles, appropriately aligns our participants with stockholder interests and supports our strong pay for performance philosophy.

Using this design, for 2018, the Committee set the following total target long-term incentive (LTI) award values for the NEOs:

Name	Total Target LTI Award Value [1] (value of A+B+C)	Performance Shares [2] 1/3 of Total Target (A)	Performance Cash 1/3 of Total Target (B)	Restricted Stock Units 1/3 of Total Target (C)
MICHAEL ROTH	$10,500,000	$ 3,500,000 (148,054 target shares)	$ 3,500,000	$ 3,500,000 (148,054 units)
FRANK MERGENTHALER	$2,500,000	$ 833,334 (35,251 target shares)	$ 833,333	$ 833,333 (35,250 units)

PHILIPPE KRAKOWSKY	$3,000,000	$ 1,000,000 (42,300 target shares)	$ 1,000,000	$ 1,000,000 (42,300 units)
ANDREW BONZANI	$1,250,000	$ 416,667 (17,625 target shares)	$ 416,666	$ 416,667 (17,625 units)
ELLEN JOHNSON	$600,000	$ 200,000 (8,460 target shares)	$ 200,000	$ 200,000 (8,460 units)

1. In addition to the grants issued as part of the annual long-term incentive award, in February 2018, Messrs . Mergenthaler, Krakowsky and Bonzani as well as Ms . Johnson each received an incremental award of restricted cash vesting on the second anniversary of the grant date with grant date values of $1,275,000, $1,500,000, $750,000 and $100,000 respectively. Mr. Krakowsky also received an award of $1,250,000 in performance-based share to recognize his added responsibilities as CEO, Mediabrands.
2. The number of target shares was determined by dividing the target value by the average of the high and low stock price on the date of grant ($23.64 on February 28, 2018) and rounding down to the nearest whole share. For performance awards, the grant-date fair values estimated in accordance with ASC 718 and reported in the Summary Compensation Table and the Grants of Plan-Based Awards Table are lower than the values reported in this table since the awards do not pay any dividends or dividend equivalents while the awards are outstanding.

In 2018, as in prior years, annual long-term incentive awards were made on the final trading day of February. This allowed for synchronized communication of annual and long-term incentives with each executive, which enforces the concept of total compensation.

At its February meeting, the Committee determined the annual long-term incentive target awards under the Performance Incentive Plan, defined as an expected dollar value, for the Chairman & CEO and, after considering

recommendations from the Chairman & CEO approved the long-term incentive targets for the other NEOs. The Chairman & CEO s long-term incentives were discussed and approved by the full Board.

The Committee set each NEO s 2018 total target LTI by taking into account the independent consultant s competitive review of the NEO s total compensation, pay history, absolute and relative performance, and expected future performance.

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The table below provides an overview of the LTI vehicles granted to each NEO. Each of the long-term incentive vehicles employed is designed with unique characteristics that, when viewed in total, balance the need to incentivize executive performance and promote the retention of the executives, as well as provide them with clarity as to how and when the awards can be earned.

Financial Metric	Performance Shares	Performance Cash	Restricted Stock Units
VESTING DATE	3rd Anniversary of Grant Date		
PERFORMANCE PERIOD	3 Years (2018 - 2020)	2 Years (2018 - 2019)	n.a.
FINANCIAL METRICS	OG % (30%) OIBI Margin % (70%)		n.a.
PAYOUT RANGE	0% - 200%		# of shares earned is fixed at the time of grant; equal to the # of shares granted

PERFORMANCE-BASED SHARES

Performance Period and Vesting

In 2018, each NEO was granted performance-based share awards subject to a three-year performance period beginning on January 1, 2018 and ending on December 31, 2020. Earned shares will vest on February 28, 2021, provided that the executive remains employed at that time or in other limited circumstances. The Committee set three-year cumulative performance goals for IPG Corporate at the start of the performance period. The Company does not disclose these performance goals, because their disclosure would provide insights to competitors that could cause us competitive harm. At the time the performance goals were established at its February 2018 meeting, the Committee along with IPG management considered the target performance goals rigorous but achievable while appropriate for the current economic environment.

Performance Metrics

Performance-based share awards granted to Messrs. Roth, Mergenthaler and Bonzani are tied to the achievement of cumulative OG (30%) and OIBI Margin (70%) performance goals for IPG Corporate. Performance-based share awards granted to Mr. Krakowsky and Ms. Johnson are tied to the achievement of the foregoing performance metrics and achieved performance versus IPG Mediabrands cumulative OG and OIBI Margin performance targets. Please note, three-year performance goals are not set for our networks. Due to this, the portion of Mr. Krakowsky and Ms. Johnson s performance-based share award that is tied to IPG Mediabrands is tied to the achievement of IPG Mediabrands approved two-year performance goals.

Potential Payouts

Under the terms of the awards, the actual value, if any, that the executive would receive at the end of the performance period and subsequent vesting period depends on the extent to which the cumulative performance objectives are achieved at the end of the performance period.

The number of performance shares that may be earned at the end of the performance period may vary from 0% to 200% of the target amount, based on multi-year performance against performance goals. No dividends or dividend equivalents are paid or accrued during the vesting period. Dividends would only be paid on shares after they are earned and issued to the executive.

PERFORMANCE-BASED CASH

Performance Period and Vesting

In 2018, each NEO was granted performance cash awards subject to a two-year performance period beginning on January 1, 2018 and ending on December 31, 2019, with a subsequent additional service-based vesting period beginning on January 1, 2020 and ending on February 28, 2021. The Committee set two year cumulative performance goals at the start of the performance period. The Company does not disclose these performance goals, because their disclosure would provide insights to competitors that could cause us competitive harm. At the time the performance goals were established at its February 2018 meeting, the Committee considered the target performance goals rigorous but achievable, while appropriate for the current economic environment.

Performance Metrics

Performance-based cash awards granted to Messrs. Roth, Mergenthaler and Bonzani are tied to the achievement of Cumulative OG (30%) and OIBI Margin (70%) performance goals for IPG Corporate. Performance-based cash awards

granted to Mr. Krakowsky and Ms. Johnson are tied to the achievement of the foregoing metrics and achieved performance versus IPG Mediabrands cumulative OG and OIBI Margin performance targets.

Potential Payouts

Under the terms of the awards, the actual value, if any, that the executive would receive at the end of the performance period and subsequent vesting period depends on the extent to which the cumulative performance objectives are achieved at the end of the performance period.

The amount of cash earned at the end of the performance period may vary from 0% to 200% of the target amount based on multi-year performance against performance goals. Any cash amount earned is subject to an additional one-year vesting period.

RESTRICTED STOCK UNITS

Restricted stock units serve primarily as a retention and motivational vehicle, which is enhanced with improved stock price performance. Restricted stock unit awards are scheduled to vest on the third anniversary of the grant date. Dividend equivalents are accrued on all outstanding stock units on a quarterly basis. The stock units and dividend equivalents are subject to forfeiture if the executive leaves IPG before the restrictions expire. The Company believes that these vesting provisions promote a long-term focus and provide a strong retention incentive.

ONE-TIME LONG-TERM INCENTIVE AWARDS

Performance-based Shares

To account for his new responsibilities as Chairman & CEO, IPG Mediabrands, in 2018, the Committee approved the one-time grant to Mr. Krakowsky of performance-based shares with a target value of $1,250,000. The final number of shares earned will be determined based on IPG Mediabrands performance versus cumulative OG and OIBI Margin targets for 2018 and 2019. Vesting of this award will occur on March 31, 2020.

Restricted Cash

In addition to the grants issued as part of the annual long-term incentive award, in February 2018, the Committee approved the grant to Messrs. Mergenthaler, Krakowsky and Bonzani and Ms. Johnson of an award of restricted cash, which vests on the second anniversary of the grant date, with grant date values of $1,275,000, $1,500,000, $750,000 and $100,000 respectively.

LONG-TERM INCENTIVE AWARDS WITH PERFORMANCE PERIODS ENDING IN 2018

On February 28, 2016, the Committee granted performance share awards under the 2014 Performance Incentive Plan (PIP). The performance cycle for these performance share awards was 3 years, beginning on January 1, 2016 and ending on December 31, 2018. In addition to the OG (30%) and OIBI Margin (70%) metrics, the 2016 performance share awards included a modifier calculated based on IPG Total Shareholder Return (TSR) relative to the TSR of its peer companies as disclosed in the 2016 proxy statement (Relative TSR Modifier). When calculating the Relative TSR

Modifier, TSR was based on 30-trading day average opening and closing prices; calculated as (closing price + reinvested dividends)/opening price 1. For purposes of this award, the opening price was the average of closing prices for the 30-trading days prior to January 1, 2016 and the closing price was the average closing price for the 30-trading days up to and including December 31, 2018. At the completion of the 3-year performance cycle, IPG performed near the 60th percentile of the 2016 peer group, which resulted in no adjustment to the earned performance shares from 2016.

On February 28, 2017, the Committee granted performance cash awards under the 2014 Performance Incentive Plan (PIP). The performance cycle for these performance cash awards was 2 years, beginning on January 1, 2017 and ending on December 31, 2018. These performance-based cash awards were tied to the Cumulative OG (30%) and OIBI Margin (70%) of IPG.

2016-2018 and 2017-2018 Financial Performance Versus Goals

	Performance Shares		Performance Cash	
	2016-2018		2017-2018	
Financial Goals	Target	Actual	Target	Actual
OG %	3.3%	4.1%	3.4%	3.7%
OIBI %	16.2%	16.0%	16.9%	16.2%

Based on these results, each of the NEOs earned a performance rating of 110.1% for their performance share awards and 97.7% of target for performance cash.

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Compensation Discussion & Analysis

Amounts Earned for Long-term Incentive Awards with Performance Periods Ending in 2018

	2016-2018 Performance Shares				2017-2018 Performance Cash		
Name	% of Target Achieved	Target ($)	Target (#)	Actual (#)	% of Target Achieved	Target ($)	Actual ($)
MICHAEL ROTH	110.1%	$ 5,250,000	243,562	268,161	97.7%	$ 2,625,000	$ 2,564,625
FRANK MERGENTHALER	110.1%	$ 1,250,000	57,991	63,848	97.7%	$ 625,000	$ 610,625
PHILIPPE KRAKOWSKY[1]	110.1%	$ 1,250,000	57,991	63,848	136.7%	$ 625,000	$ 854,375
ANDREW BONZANI	110.1%	$ 625,000	28,995	31,923	97.7%	$ 312,500	$ 305,313

1. The 2017 Performance cash award issued to Mr. Krakowsky was based on a portion of IPG Corporate s performance and a portion of Mediabrands performance versus cumulative OG and OIBI Margin targets.

ADDITIONAL COMPENSATION INFORMATION

COMPENSATION PHILOSOPHY AND BASIC PRINCIPLES

OUR COMPENSATION PHILOSOPHY REMAINS TO PROVIDE A PERFORMANCE-BASED, MARKET-COMPETITIVE TOTAL COMPENSATION PROGRAM THAT:

Supports our talent needs and business objectives

Ties a significant portion of pay to sustaining and improving operational performance to enhance stockholder value

Aligns with the interests of our stockholders

Our success continues to depend on our ability to attract, motivate and retain a diverse group of talented individuals throughout our organization who will enable us to deliver the best and most contemporary marketing solutions to drive our clients businesses. Talent is our Company s most vital asset, which is why it represents our most significant expense. We must continue to ensure that the investments we make in our key people are disciplined and designed to drive results. To this end, our compensation programs are guided by the following basic principles:

Our compensation programs will be balanced and are intended to treat all stakeholders equitably.

Our compensation programs will include four major elements: base salary, performance-based annual cash incentives, performance and time-based long-term incentives, retirement and other benefit programs. It bears noting that, outside of the Charitable Matching Program, which is capped at $20,000 per executive per year, company-paid perquisites are not offered to our most senior executives.

Our fixed and performance-based compensation will target our competitive market for talent. Actual financial and individual performance may result in total earned compensation that is above or below target for certain individuals.

Our competitive market for executive leadership includes companies with similar talent requirements; these companies are captured in our compensation peer group, which is reviewed annually prior to inclusion in the Proxy statement.

All individual pay decisions will consider the competitive market data and will be based on an executive s performance against financial and individual objectives, as well as contributions and skills identified in our annual Leadership Talent and Succession Plan Review (Talent Review) process. Exceptional performance against these measures may result in pay levels exceeding the competitive market for certain executives who deliver outstanding results.

We will strive to design incentive programs that are aligned with our short and long-term operating goals and can be responsive to unique market requirements. Target performance levels will be set to be challenging but achievable while maximum performance levels will represent stretch goals. These incentive programs will provide market competitive levels for achievement of target results while also allowing for meaningful and appropriate rewards for superior results, encouraging executives to make carefully considered decisions to drive said superior performance, while discouraging excessive or unjustified risks.

Senior Executives and Non-Management Directors will be required to meet stock ownership guidelines.

When warranted, clawback policies will be vigorously enforced.

The communication and implementation of our compensation programs will be clear, specific and transparent.

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HOW COMPENSATION DECISIONS ARE MADE

ROLE OF EXECUTIVE OFFICERS AND MANAGEMENT IN COMPENSATION DECISIONS

The Committee makes all pay decisions related to the NEOs with input from IPG s Chairman & CEO. The Chairman & CEO does not participate in the Committee s deliberations or decisions with regard to his own compensation.

At the Committee s request, the Chairman & CEO presents individual pay recommendations to the Committee for the CFO, the other NEOs and other executives whose compensation arrangements are subject to the Committee s review. The Chairman & CEO s pay recommendations for such executives are informed by his assessments of individual contributions to the Company s financial performance, achievement of specified performance or strategic objectives, Talent Review results, as well as competitive pay data and other factors. These recommendations are then considered by the Committee with the assistance of its independent consultant.

The Chairman & CEO, the EVP, Chief Strategy and Talent Officer, the SVP, General Counsel & Secretary, and the VP of Global Executive Compensation & Benefits all attend Committee meetings, but are not present for the Committee s executive sessions, or for any discussion regarding their own compensation. Other senior executives, as appropriate to the topic, may be asked to attend Committee meetings to provide relevant information or advice, but they also do not attend executive sessions, or any discussion of their own compensation.

ROLE OF INDEPENDENT CONSULTANT

In 2018, the Committee retained the services of an external independent executive compensation consultant, Meridian Compensation Partners, LLC (Meridian), to work for the Committee in its review of executive and non-employee director compensation practices, including the competitiveness of pay levels, executive compensation design issues, market trends, and technical considerations.

The Committee has the final authority to hire and terminate the consultant, and the Committee evaluates the consultant

annually. Pursuant to SEC rules, the Committee annually assesses the independence of Meridian and in 2018 the Committee concluded that no conflict of interest exists that would prevent Meridian from independently representing the Committee. Meridian does not provide any consulting advice to IPG, or any of its subsidiaries, outside the scope of executive compensation and will not do so without the prior consent of the Committee Chair. Meridian often meets with the Committee Chair and the Committee outside the presence of management.

ROLE OF THE COMPENSATION AND LEADERSHIP TALENT COMMITTEE

The Committee is responsible for establishing, implementing and continually monitoring adherence to the Company s compensation philosophy, as well as approving compensation awarded to senior corporate and operating executives, including the NEOs. Among its duties, the Committee is responsible for formulating the compensation recommendations for our Chairman & CEO and approving all compensation recommendations for select senior executives including the NEOs. Following review and discussion, the Committee submits its recommendations for compensation for the Chairman & CEO to the non-employee members of our Board for approval. The Committee is supported in its work by the EVP, Chief Strategy and Talent Officer, his staff, and an independent executive compensation consultant as described above.

The Committee s charter, which sets out its duties and responsibilities and addresses other matters, is reviewed annually and can be found on our website at www.interpublic.com.

ROLE OF STOCKHOLDER SAY-ON-PAY VOTES

We provide our stockholders with the opportunity to cast an annual advisory vote on executive compensation (a say-on-pay proposal). At our 2018 annual meeting of stockholders, a substantial majority of the votes (95.2%) cast at that meeting voted in favor of the on the say-on-pay proposal. The Committee believes this affirms stockholders support of our approach to executive compensation. The Committee welcomes feedback and dialogue with stockholders and will continue to consider the outcome of the Company s say-on-pay votes and evolving best practices in this area when making future compensation decisions for the NEOs.

SETTING COMPENSATION FOR THE NAMED EXECUTIVE OFFICERS

The Committee reviews and assesses the total compensation of each NEO on an annual basis. Material changes in compensation typically occur only based on performance, in response to significant changes in an individual s responsibility, due to changes in market conditions, or in limited circumstances when the Company is at risk of losing a highly talented and valued employee.

Compensation decisions are made based on the following information:

External Market Analysis: The Committee annually conducts a review of the competitive market compensation level for each NEO. This review is performed by the Committee s independent consultant after the Committee has approved the peer companies to
be used for the study. The Committee targets the competitive market for talent for both fixed and total target compensation.

Internal Equity: When making pay decisions, the Committee also takes into account internal equity. The Company has established comparability guidelines based on an executive s purview with regard to revenue, operating income, geographic scope, and job complexity.

Individual Performance and Talent Assessment: The Committee s decision-making is also informed by the Company s Talent Review process. The Committee participates in this annual review with the full participation of the Board of Directors. This Board-level review includes a discussion of each of the NEOs, their future career path and successors, as well as succession plans for IPG s Chairman & CEO. These reviews inform pay decisions by providing an in-depth look at the NEOs, their responsibilities, relative contributions and future potential, as well as their relative compensation.

Other factors: Additional factors, such as scarce skills, leadership skills, long-term potential and key client relationships are also taken into consideration when reviewing compensation.

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USE OF COMPETITIVE DATA FOR COMPENSATION REVIEWS

The Market for Talent

To ensure that our compensation programs reflect best practices, as well as to maintain competitive compensation program designs and levels, the Committee considers market data and compensation ranges of our peer group. In 2013, the Committee approved a single peer group that reflects both talent peers as well as industry peers. Minor changes were made to this Peer Group as part of the 2017 annual review of compensation due to recent Mergers and Acquisition activity (detailed below). The Committee continues to believe that this Peer Group is appropriate.

In December 2017, Meridian Compensation Partners conducted its annual market review to assess the competitiveness of each NEOs target total compensation (consisting of base salary, target annual incentive and target long-term incentives). Compensation data were analyzed for comparable positions at the 2017 Compensation Peer Group (detailed below) as well as size-relevant data from several published survey sources. Meridian compares each of IPG s covered positions to comparable positions at peer

companies and within the published survey sources based on title and described roles and responsibilities.

Using the size-adjusted data, the 2017 study concluded that executives in aggregate, were positioned near the median of the market for total target compensation. The Committee utilized this information, as well as other incumbent specific factors, to determine whether any pay adjustments were warranted for 2018.

We believe that the peer group contains a good representation of IPG s industry competitors and size-relevant, talent-focused comparators. However, Yahoo! Inc. was removed from our Peer Group as part of the 2017 annual review due to an acquisition (note: Liberty Interactive which was previously included in our peer group changed its name to QVC Group). The final peer group included:

2017 Comparator Group (used to inform 2018 compensation decisions)		
Activision Blizzard, Inc.	IAC/InterActivCorp	Thomson-Reuters Corporation
CBS Corporation	News Corporation	Time Inc.

Discovery Communications, Inc.	Nielsen Holdings plc	Time Warner Inc.
The Dun & Bradstreet Corporation	Omnicom Group Inc.	Viacom Inc.
eBay Inc.	Publicis Groupe SA	WPP plc
Electronic Arts Inc.	QVC Group	
Gannett Co., Inc.	Sirius XM Holdings Inc.	
Havas SA	TEGNA, Inc.	

The median revenue in 2017 for these peer companies was approximately $6.98b as compared to IPG s 2017 revenue of $7.5b.

RETIREMENT BENEFITS

PURPOSE

The Company views retirement benefits as a key component of our executive compensation program because they encourage and reward long-term service. Therefore, we offer our NEOs and other employees a comprehensive benefits program that provides the opportunity to accumulate retirement income.

PROGRAM DESCRIPTIONS

Our retirement programs include the Company s qualified 401(k) savings plan, the Capital Accumulation Plan (CAP), the Senior Executive Retirement Income Plan (SERIP) and Executive Special Benefit Agreement (ESBA).

The Company s 401(k) savings plan is a tax-qualified retirement savings plan pursuant to which all U.S.-based employees, including the NEOs, are able to contribute compensation on a before-tax basis, subject to dollar limits prescribed by federal tax laws. For employees with less than 10 years of service, the Company matches 50% of the first 6% of compensation contributed. For employees with 10 or more years of service, the Company matches 75% of the first 6% of compensation that is contributed. The Company s 401(k) savings plan also allows after-tax contributions up to limits prescribed by federal tax laws. The match applies to the total amount contributed on both a before- and after-tax basis.

From time to time, the Company may provide an additional performance-based matching contribution to the 401(k) plan based on the Committee s assessment of the Company s annual performance, including the Company s operating margin for its consolidated U.S. businesses relative to pre-set targets. The objective of this feature is to induce greater participation in the 401(k) savings plan and to allow all U.S. employees to benefit from the Company s strong performance. For 2018, the Committee approved an additional matching contribution equal to 8% of participant-matched contributions.

The CAP plan provides participants with an annual dollar credit to an interest-bearing account. Under the terms of the CAP, interest is credited on December 31st of each year at an interest rate equal to the closing 10-year U.S. Treasury yield on the last business day of the immediately preceding calendar year. For a more detailed description of the CAP, see Nonqualified Deferred Compensation Arrangements The IPG Capital Accumulation Plan on page 51. Messrs. Roth, Mergenthaler, Krakowsky, and Bonzani, and Ms. Johnson participate in CAP at the levels described on page 51.

The SERIP provides a defined annual annuity to selected executives for a 15-year period following retirement upon satisfying specific vesting provisions. Participation is limited to a select group of very senior executives and requires Committee approval. Mr. Roth is the only NEO, who participates in the SERIP, and Mr. Roth no longer accumulates pay or service credit in the plan as his future benefit is fully vested. For a more detailed description of the SERIP, see Pension Arrangements The IPG Senior Executive Retirement Income Plan on page 50.

The ESBA also provides a defined annual annuity to selected executives for a 15-year period following retirement upon satisfying specific vesting provisions. This type of agreement is frozen to new participants; participation is limited to a select group of very senior executives and requires Committee approval. Mr. Krakowsky is the only NEO who participates in the ESBA, and Mr. Krakowsky no longer accumulates pay or service credit in the plan as his future

benefit is fully vested. For a more detailed description of the ESBA please refer to page 50.

Benefits Review And Decision Process

As part of its competitive pay review, the independent consultant periodically provides the Committee with a comparison of IPG s retirement benefits programs to those of a sample of competing companies. This retirement benefits program review is conducted in the context of total compensation, and the review considers compensation and benefits in total.

Decisions regarding new or enhanced participation in these programs, other than 401(k), are made after considering the total compensation as one component to a total pay discussion. For a number of the NEOs, retirement and other benefits are the subject of individual employment agreements (which are described in greater detail beginning on page 53, under the heading Employment Agreements and which give IPG the ability to increase, but not decrease, the specific benefit).

On a case-by-case basis, the Committee, and the Management Human Resources Committee (MHRC) consisting of IPG s Chairman & CEO, the EVP, CFO, the EVP, Chief Strategy and Talent Officer, and the EVP, General Counsel & Secretary to which the Committee delegates certain responsibilities, consider the appropriateness of CAP and SERIP participation and benefits although all such decisions for NEOs are made solely by the Compensation Committee. In making recommendations to the Committee or MHRC, the Company considers an individual s role, level in the organization, total compensation level, performance, length of service, and other factors. When making determinations to issue additional CAP and SERIP awards, the Company also considers an individual s current retirement positioning, including all forms of accrued qualified and non-qualified retirement benefits previously awarded or earned and the value of the individual s Company match in the 401(k) savings plan or if not a participant for any year it assumes the executive contributed the maximum amount permitted to the plan.

SEVERANCE AND CHANGE OF CONTROL BENEFITS

In order to provide market-competitive total compensation packages to our executive officers, as well as to ensure the ongoing retention of these individuals in the event of potential takeovers that would create uncertainty as to their future employment, the Company offers severance and change of control benefits upon the occurrence of several specified events.

The NEOs may receive severance benefits from the Company under the terms of their employment agreements (described in greater detail beginning on page 53 under the

heading Employment Agreements), the Company s Executive Severance Plan and/or change of control agreements, depending on the circumstances of a potential termination.

Under the 2014 PIP, if a Change of Control occurs in the first quarter, NEOs receive an accelerated and prorated payout at target of their annual incentive. If a Change of Control occurs after the first quarter, NEOs receive a fully accelerated payout at target of their annual incentives. Upon a Change of Control, the vesting of a NEOs long-term incentives would not be accelerated unless the NEO incurred a qualifying termination (upon which vesting is accelerated). Under our change in control agreements, individuals are eligible for

enhanced severance benefits, contingent on a Change of Control being followed by a Qualifying Termination.

SHARE OWNERSHIP GUIDELINES

We have adopted share ownership guidelines for non-employee directors, NEOs and other senior executives. The purpose of these stock ownership guidelines is to:

- More closely align the financial interests of executives and non-employee directors with the Company s stockholders.

- Communicate the commitment and personal investment of executives and directors in the Company.

- The SOGs also prohibit both transactions involving derivatives that are designed to hedge against the market risk associated with ownership of IPG shares and the pledging of IPG shares as security or collateral for any obligation.

The share ownership guidelines are expressed as multiples of base salary. NEOs and other applicable senior executives must satisfy the share ownership guidelines within five years from the date at which he or she joins the Company or is promoted into a position to which the guidelines apply. Those executives who have not met their established guideline level in the time allotted will be required to hold all net after-tax shares delivered upon the settlement of equity awards until requirements are met.

Name	Share Ownership Guideline as multiple of base salary	2018 Compliance W Share Ownership Guidelines
MICHAEL ROTH	6x	Yes
FRANK MERGENTHALER	2x	Yes
PHILIPPE KRAKOWSKY	2x	Yes

ANDREW BONZANI	2x	Yes
ELLEN JOHNSON	.75X	Yes

The Committee annually reviews the levels of stock ownership against the stock ownership guideline levels applicable to the NEOs and other senior executives. As of December 31, 2018, all NEOs who are required to have reached their stock ownership guidelines had met or exceeded these guidelines (the Chairman & CEO s ownership

was 401% of his guideline while the average ownership for all other NEO s was approximately 285% of target). Please note, Ms. Johnson s SOG was 75% of base salary in 2018, however will increase to 2x base salary effective in 2019 to reflect her status as a NEO.

TAX AND ACCOUNTING IMPLICATIONS

DEDUCTIBILITY OF EXECUTIVE COMPENSATION

Each year, the Committee reviews and considers the deductibility of compensation paid to our NEOs.

Prior to 2018, section 162(m) of the U.S. Internal Revenue Code (the Code) prohibited the Company from taking a tax deduction for compensation paid in excess of $1 million to a NEO (other than the principal financial officer). However, performance-based compensation, as defined in the tax law, was fully deductible if the plan under which the compensation was paid had been approved by stockholders and met other requirements. Until 2018, the Company s policy had been to qualify the compensation paid under its incentive compensation programs as tax deductible to the extent feasible and consistent with its overall compensation objectives.

Due to changes made to Code section 162(m) under the Tax Cut and Jobs Act (TCJA), any amount paid in excess of

$1 million to a NEO (including our principal financial officer) during any calendar year starting in 2018 is not deductible. The above-described performance-based exception to the $1 million deduction cap was eliminated by TCJA. Therefore, a significant portion of compensation paid to our NEOs in 2018 will not be deductible for federal income tax purposes, except to the extent such compensation satisfies certain grandfather requirements under section 162(m), as modified by TCJA.

The Committee reserves the right to approve compensation that is not deductible in order to ensure competitive levels of total compensation for our NEOs.

Beginning in 2015, the annual and long-term incentive plans included a pool funding to ensure awards to NEOs met the requirements for tax deductibility under Section 162(m) of the Tax Code. The maximum pool that could be used to pay

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annual and long-term incentives to NEOs was equal 8% of IPG s Operating Income during the applicable performance period. The amounts awarded for 2016 long-term incentive awards (which vested on February 28, 2019) are well below these caps.

The Company has guidelines for reviewing the impact of the accounting and tax treatment of various forms of compensation covered by the PIP. The guidelines identify specific responsibilities and actions required by the Human Resources, Accounting and Tax departments for all group and individual actions. These guidelines are designed to ensure that accounting and tax treatment of the awards granted under the plan are properly addressed.

NON-QUALIFIED DEFERRED COMPENSATION

Effective since January 1, 2005, most of the Company s deferred compensation and nonqualified retirement benefit arrangements, including most of the Company s severance

arrangements; have been subject to Section 409A of the Internal Revenue Code, which provides that nonqualified deferred compensation plans follow certain rules on the timing and form of payments. Noncompliance with these rules could result in adverse tax consequences for the executives. The Company has made significant efforts to ensure that affected arrangements comply with the new requirements.

ACCOUNTING FOR STOCK-BASED COMPENSATION

Beginning on January 1, 2006, the Company began accounting for stock-based payments including its grants of stock options, restricted shares and performance shares in accordance with the requirements of FASB ASC Topic 718.

COMPENSATION RISK

The Company regularly reviews its compensation policies and practices, including any risks that may be inherent in the design of the Company s compensation plans. In early 2018, the Company reviewed the results of its annual risk assessment process and the resulting analysis with the Committee, which concluded that the compensation plans

reflect the appropriate compensation goals and philosophy and any risk arising from the Company s compensation policies and practices was not deemed likely to have a material adverse impact on the Company s performance or financial results.

COMPENSATION RECOVERY IN THE EVENT OF A FINANCIAL RESTATEMENT

The Company has adopted a clawback policy which provides that in the event of a significant restatement of financial results due to fraud or misconduct, the Company will determine whether a senior executive received an incentive award that would have been less if the award was calculated based on such restated financial results (Excess Compensation). The Board of Directors will, to the full extent permitted by governing law, seek to recoup for the benefit of the Company Excess Compensation paid to a senior executive whose fraud or misconduct, as determined by the

Board of Directors, resulted in such restatement. For purposes of this policy, the term senior executives means executive officers as defined under the Securities Exchange Act of 1934, as amended, and the term bonuses means awards under The Interpublic Group of Companies, Inc. 2014 Performance Incentive Plan or any equivalent incentive plan which supersedes such plan, including, among other awards, annual incentives, stock options, performance cash and performance shares.

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Among its duties, the Compensation and Leadership Talent Committee is responsible for reviewing and discussing with the Company s management the Compensation Discussion & Analysis included in this Proxy Statement for the 2019 Annual Meeting (the CD&A). Based on such a review and discussion, the Committee has recommended to the Board of Directors that the CD&A be included in this Proxy Statement and incorporated by reference in the Company s Annual Report on Form 10-K for the year ended December 31, 2018.

William T. Kerr, Chair

H. John Greeniaus

Dawn Hudson

Jonathan F. Miller

Patrick Q. Moore

David M. Thomas

March 27, 2019

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SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation paid by Interpublic to (i) Mr. Roth, who served as the Interpublic s principal executive officer during 2018, (ii) Mr. Mergenthaler, who served as the principal financial officer in 2018 and (iii) each of the three most highly compensated executive officers of Interpublic, other than the principal executive officer and the principal financial officer (as determined based on total compensation in 2018, excluding the amount, if any, shown in the column headed Change in Pension Values and Nonqualified Deferred Compensation Earnings), who were serving as executive officers on December 31, 2018 (the named executive officers). In each instance, the compensation shown is for services rendered in all capacities for the years indicated. The employment agreements for the named executive officers are summarized beginning on page 53 under the heading Employment Agreements.

Name and Principal Position	Year	Salary ($)	Stock Awards ($) [2]	Non-Equity Incentive Plan Compensation ($) [3]	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) [4]	All Other Compen-sation ($) [5]	Total ($)
Michael Roth	2018	1,500,000	6,645,940	8,438,125	0	386,665	16,970,730
Chairman of the Board	2017	1,500,000	7,428,657	7,548,750	40,616	365,795	16,883,818
and Chief Executive Officer, IPG	2016	1,500,000	7,507,388	8,564,600	19,980	386,209	17,978,177
Frank Mergenthaler	2018	1,100,000	1,582,345	2,703,125	0	219,665	5,605,135
EVP and Chief Financial Officer, IPG	2017	1,000,000	2,768,793	2,284,375	0	215,795	6,268,963
and Chairman, CMG	2016	1,000,000	2,537,449	3,033,125	0	216,209	6,786,783
Philippe Krakowsky	2018	1,250,000	3,022,331	3,528,125	0	187,193	7,987,649
EVP, Chief Strategy and Talent	2017	1,000,000	2,768,793	2,498,438	219,204	86,323	6,572,758
Officer, IPG and Chairman & Chief Executive Officer, IPG Mediabrands	2016	1,000,000	2,537,449	2,867,488	224,486	86,737	6,716,160
Andrew Bonzani	2018	800,000	791,162	1,214,063	0	83,068	2,888,293
EVP, General Counsel and	2017	800,000	1,134,363	1,043,750	0	81,509	3,059,622

Secretary, IPG	2016	800,000	1,143,706	1,473,250	0	74,762	3,491,718
Ellen Johnson (1) SVP of Finance and Treasurer, and Chief Financial Officer, IPG Mediabrands	2018	625,000	379,758	825,625	0	96,943	1,927,326

(1) Ellen Johnson became a named executive officer in 2018.

(2) The amounts shown for each year is the aggregate grant date fair value of stock awards made to the executive during the year, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated service-based forfeitures. The assumptions used in the calculation of these amounts are set forth in Note 11 to Interpublic s audited financial statements included in the 2018 Form 10-K. The grant date fair values of the performance share awards shown for each year in which such awards were granted were calculated assuming a target level of performance achievement. The following tables show the grant date fair values of performance share awards assuming achievement of the target performance level and maximum performance level.

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Executive Compensation

The amounts shown for each named executive officer consists solely of the grant date fair value of each executive s performance share award for the performance period ending (i) for the 2018 Performance Share Award, on December 31, 2020, (ii) if applicable, for the 2017 Performance Share Award, on December 31, 2019 and (iii) if applicable, for the 2016 Performance Share Award, on December 31, 2018. The (i) 2018 Performance Share award will vest on February 28, 2021, (ii) 2017 Performance Share award will vest on February 28, 2020 and (iii) 2016 Performance Share award vested on February 28, 2019, in each case, to the extent the performance criteria established for the awards are satisfied.

	2018 Performance Share Awards		2017 Performance Share Awards		2016 Performance Share Awards	
	Target	Maximum	Target	Maximum	Target	Maximum
Name	($)	($)	($)	($)	($)	($)
Mr. Roth	3,145,944	6,291,887	4,803,407	9,606,814	4,882,398	10,741,276
Mr. Mergenthaler	749,035	1,498,070	1,143,658	2,287,315	1,162,477	2,557,449
Mr. Krakowsky	2,022,359	4,044,718	1,143,658	2,287,315	1,162,477	2,557,449
Mr. Bonzani	374,507	749,014	571,818	1,143,636	581,228	1,278,702
Ms. Johnson	179,763	359,527				

(3) The amounts shown for above for each named executive officer are the sum of the payments made in respect of the executive s (i) annual non-equity compensation award and (ii) performance cash awards, if applicable, for the (A) 2016-2017 performance period, which vested on February 28, 2019 (B) 2015-2016 performance period, which vested on February 28, 2018 and (C) 2014-2015 performance period, which vested on February 28, 2017, in the respective amounts shown in the following table.

	2018 Non-Equity Incentive Plan Compensation		2017 Non-Equity Incentive Plan Compensation		2016 Non-Equity Incentive Plan Compensation	
	Annual Incentive Award	2016 Performance Cash Award	Annual Incentive Award	2015 Performance Cash Award	Annual Incentive Award	2014 Performance Cash Award
Name	($)	($)	($)	($)	($)	($)
Mr. Roth	5,800,000	2,638,125	3,200,000	4,348,750	4,400,000	4,164,600
Mr. Mergenthaler	2,075,000	628,125	1,175,000	1,109,375	1,850,000	1,183,125
Mr. Krakowsky	2,900,000	628,125	1,500,000	998,438	1,850,000	1,017,487
Mr. Bonzani	900,000	314,063	600,000	443,750	1,000,000	473,250

Ms. Johnson	700,000	125,625

(4) The amounts in this column for Mr. Roth reflect the change in the value of the benefits he is entitled to receive under the Senior Executive Retirement Income Plan, which is described in greater detail on page 50 under the heading Pension Arrangements The Interpublic Senior Executive Retirement Income Plan.

The amounts in this column for Mr. Krakowsky reflect the change in the value of the benefits he is entitled to receive under his Executive Special Benefit Agreement, which is described in greater detail on page 50, under the heading Pension Arrangements Executive Special Benefit Agreement.

In 2018, due to the increase in the discount rate from 2017 (3.70%) to 2018 (4.35%), as of December 31, 2018, the actual present value of the benefits (i) Mr. Roth is entitled to receive under the SERIP decreased by $52,408 and (ii) Mr. Krakowsky is entitled to receive under the ESBA decreased by $67,497.

Messrs. Mergenthaler and Bonzani and Ms. Johnson do not participate in a pension plan nor do they have an Executive Special Benefit Agreement.

While each of the named executive officers participate in deferred compensation arrangements, as described in greater detail beginning on page 51, under the heading Nonqualified Deferred Compensation Arrangements, none received earnings on deferred compensation that was above-market or preferential as defined by SEC rules.

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(5) The table below shows the components of the amounts shown in this column for 2018.

Name	Annual Dollar Credits under the Capital Accumulation Plan ($) [a]	Matching contributions under the Interpublic Savings Plan ($)	Premiums paid by Interpublic on group life insurance ($)	Perquisites and Other Personal Benefits ($) [b]	Total All Other Compensation ($)
Mr. Roth	350,000	13,695	234	22,736	386,665
Mr. Mergenthaler	200,000	13,695	234	5,736	219,665
Mr. Krakowsky	150,000	13,695	234	23,264	187,193
Mr. Bonzani	50,000	9,570	234	23,264	83,068
Ms. Johnson	75,000	13,695	234	8,014	96,943

(a) The Capital Accumulation Plan is described in greater detail on page 51 under the heading Nonqualified Deferred Compensation Arrangements The Interpublic Capital Accumulation Plan.

(b) The 2018 Perquisites and Other Personal Benefits table below lists the type and amount of each perquisite received by the named executive officers in 2018.

2018 Perquisites and Other Personal Benefits

The following table describes the amount of each perquisite and other personal benefit received by the named executive officers in 2018.

Name	Executive Dental Plan Coverage ($)	Charitable Matching Program (a) ($)
Mr. Roth	2,736	20,000
Mr. Mergenthaler	2,736	3,000
Mr. Krakowsky	3,264	20,000
Mr. Bonzani	3,264	20,000
Ms. Johnson	3,264	4,750

(a)

The Charitable Matching Program is described in greater detail on page 17 under the heading Non-Management Director Compensation Charitable Matching Program.

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GRANTS OF PLAN-BASED AWARDS

The following table provides information on grants of equity and non-equity plan based awards made in 2018 to the named executive officers. The awards are described in greater detail in the Compensation Discussion & Analysis, beginning on page 29.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value o Stock and Option Awards
Name	Grant Date	Approval Date	Thres-hold ($)	Target ($)	Maximum ($)	Thres-hold (#)	Target (#)	Maximum (#)	(#)	($) (8)
Michael Roth		2/14/2018(1)	0	4,500,000	9,000,000					
	2/28/2018	2/14/2018(2)	0	3,500,000	7,000,000					
	2/28/2018	2/14/2018(4)				0	148,054	296,108		3,145,944
	2/28/2018	2/14/2018(7)							148,054	3,499,997
Frank Mergenthaler		2/14/2018(1)	0	1,650,000	3,300,000					
	2/28/2018	2/14/2018(2)	0	833,333	1,666,666					
	2/28/2018	2/14/2018(3)	0	1,275,000	1,275,000					
	2/28/2018	2/14/2018(4)				0	35,251	70,502		749,035
	2/28/2018	2/14/2018(7)							35,250	833,310
Philippe Krakowsky		2/14/2018(1)	0	1,875,000	3,750,000					
	2/28/2018	2/14/2018(2)	0	1,000,000	2,000,000					
	2/28/2018	2/14/2018(3)	0	1,500,000	1,500,000					
	2/28/2018	2/14/2018(4)				0	21,150	42,300		449,408
	2/28/2018	2/14/2018(5)				0	21,150	42,300		449,408
	2/28/2018	2/14/2018(6)				0	52,876	105,752		1,123,542
	2/28/2018	2/14/2018(7)							42,300	999,972
Andrew Bonzani		2/14/2018(1)	0	720,000	1,440,000					
	2/28/2018	2/14/2018(2)	0	416,666	833,332					
	2/28/2018	2/14/2018(3)	0	750,000	750,000					

	2/28/2018	2/14/2018[4]				0	17,625	35,250		374,507
	2/28/2018	2/14/2018[7]							17,625	416,655
Ellen Johnson		2/14/2018[1]	0	468,750	937,500					
	2/28/2018	2/14/2018[2]	0	200,000	400,000					
	2/28/2018	2/14/2018[3]	0	100,000	100,000					
	2/28/2018	2/14/2018[4]				0	4,230	8,460		89,882
	2/28/2018	2/14/2018[5]				0	4,230	8,460		89,882
	2/28/2018	2/14/2018[7]							8,460	199,994

(1) Reflects the potential payout in cash that the executive was entitled to earn for calendar year 2018 pursuant to an annual incentive award made in 2018 under the 2014 PIP as described in greater detail on page 30, under the heading Compensation Discussion & Analysis Annual Incentives. The actual amounts paid are shown in the Summary Compensation Table in the column titled Non-Equity Incentive Plan Compensation.

(2) Reflects potential payout that the executive is entitled to earn pursuant to a long-term performance cash award made in 2018 under the 2014 PIP. As described in greater detail beginning on page 32, under the heading Compensation Discussion & Analysis Long-term Incentives, depending on the actual level of performance relative to goals over a two-year performance period, an individual will be entitled to receive a payout ranging from 0% to 200% of the target amount. The amount of the payout, as so determined, will vest at the end of the third year following the grant of the award and will be settled entirely in cash.

(3) Reflects the potential payout that the executive is entitled to earn under pursuant to a long-term restricted cash award made in 2018 under the 2014 PIP, described in greater detail on page 34. The payout is subject to forfeiture if the award recipient terminates employment before the second anniversary of the grant date.

(4) Reflects potential payout in shares of Common Stock that the executive is entitled to earn pursuant to a performance share award made in 2018 under the 2014 PIP. As described in greater detail beginning on page 32, under the heading Compensation Discussion & Analysis Long-term Incentives, depending on the actual level of performance relative to goals over a three-year performance period, an individual will be entitled to receive a payout ranging from 0% to 200% of the target amount. The amount of the payout, as so determined, will vest at the end of the third year following the grant of the award.

(5) Reflects potential payout in shares of Common Stock that each of Mr. Krakowsky and Ms. Johnson is entitled to earn pursuant to a performance share award made in 2018 under the 2014 PIP. As described in greater detail on page 32, under the heading Compensation Discussion & Analysis Long-term Incentives, depending on the actual level of performance of IPG Mediabrands relative to goals over a two-year performance period, Mr. Krakowsky and Ms. Johnson will be entitled to receive a payout ranging from 0% to 200% of the target amount. The amount of the payout, as so determined, will vest at the end of the third year following the grant of the award.

(6) Reflects potential payout in shares of Common Stock that Mr. Krakowsky is entitled to earn pursuant to a performance share award made in 2018 under the 2014 PIP. As described in greater detail on page 32, under the heading Compensation Discussion & Analysis Long-term Incentives, depending on the actual level of performance of IPG Mediabrands relative to goals over a two-year performance period, Mr. Krakowsky will be entitled to receive a payout ranging from 0% to 200% of the target amount. The amount of the payout, as so determined, will vest on March 31, 2020.

(7) Reflects the number of shares under restricted stock unit award grants made under the 2014 PIP. These shares are credited with quarterly cash dividends, when and as declared by the Board of Directors on the Common Stock. All of the shares of restricted stock, and any cash dividends paid on the restricted stock, are subject to forfeiture if the award recipient terminates employment before the third anniversary of the grant date.

(8) Reflects the grant date fair value of the equity award disclosed in the adjacent column computed in accordance with FASB ASC Topic 718, excluding the effect of estimated service-based forfeitures. The assumptions used in the calculation of these amounts are set forth in Note 11 to Interpublic s audited financial statements included in the 2018 Form 10-K.

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OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table provides information on outstanding equity awards, consisting of stock option awards and stock awards, held by the named executive officers as of December 31, 2018.

	Option Awards (1)			Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($) (6)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incenti Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($) (9)
Michael Roth	628,019	12.7700	2/28/2023	148,054(2)	3,054,354	296,108(7)	6,108,708
	546,448	11.7200	2/28/2022	108,035(3)	2,228,762	432,142(8)	8,915,089
	431,594	8.4500	3/31/2020	121,781(4)	2,512,342		
				268,161(5)	5,532,161		
Frank Mergenthaler				35,250(2)	727,208	70,502(7)	1,454,456
				66,878(3)	1,379,693	102,890(8)	2,122,621
				28,995(4)	598,167		
				63,848(5)	1,317,184		
Philippe Krakowsky				42,300(2)	872,649	190,352(7)	3,926,962
				66,878(3)	1,379,693	102,890(8)	2,122,621
				28,995(4)	598,167		

				63,848(5)	1,317,184		
Andrew Bonzani				17,625(2)	363,604	35,250(7)	727,208
				23,150(3)	477,585	51,444(8)	1,061,290
				14,497(4)	299,073		
				31,923(5)	658,571		
Ellen Johnson				8,460(2)	174,530	16,920(7)	349,060
				5,144(3)	106,121	20,578(8)	424,524
				5,799(4)	119,633		
				12,769(5)	263,424		

(1) All of the stock options have a ten-year term and an exercise price equal to 100% of the fair market value of the Common Stock on the grant date which, as established by the Compensation Committee, is the average of the high and low sales prices of the Common Stock as reported by the NYSE on the grant date.

(2) Reflects the number of shares under restricted stock unit award grants (Restricted Stock Unit Awards) made under the 2014 PIP that will vest on February 28, 2021. All Restricted Stock Unit Awards are credited with quarterly dividends, when and as declared by the Board of Directors, on the Common Stock. All Restricted Stock Unit Awards, and any dividends paid on the restricted stock unit, are subject to forfeiture if the award recipient terminates employment before the third anniversary of the grant date.

(3) Reflects the number of shares under restricted stock award grants (Restricted Stock Awards) made under the 2014 PIP that will vest on February 28, 2020. All Restricted Stock Awards are credited with quarterly dividends, when and as declared by the Board of Directors, on the Common Stock. All Restricted Stock Awards, and any dividends paid on the restricted stock, are subject to forfeiture if the award recipient terminates employment before the third anniversary of the grant date.

(4) Reflects the number of shares under Restricted Stock Awards made under the 2014 PIP that vested on February 28, 2019.

(5) Represents the number of unvested shares of Common Stock that the named executive officer has earned under performance share awards granted in 2016, for which the performance ended on December 31, 2018. The award remained subject to forfeiture had the employment of the award recipient terminated prior to the February 28, 2019 vesting date, which did not occur.

(6) The value shown is calculated by multiplying (i) the number of shares shown in the column headed Number of Shares or Units of Stock That Have Not Vested by (ii) the closing price of the Common Stock ($20.63), as reported by the NYSE on December 31, 2018.

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(7) Represents the maximum number of shares of Common Stock that the named executive officer would receive under a performance share award granted in 2018, for which the performance period will end on December 31, 2020. Any shares earned will remain subject to forfeiture if the employment of the award recipient terminates prior to February 28, 2021.

(8) Represents the maximum number of shares of Common Stock that the named executive officer would receive under a performance share award granted in 2017, for which the performance period will end on December 31, 2019. Any shares earned will remain subject to forfeiture if the employment of the award recipient terminates prior to February 28, 2020.

(9) The values shown in this column are calculated by multiplying (i) the number of shares shown in the column headed Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested by (ii) the closing price of the Common Stock ($20.63), as reported by the NYSE on December 31, 2018.

OPTION EXERCISES AND STOCK VESTED

The following table provides information for 2018 on the number of shares of Common Stock acquired upon (i) the exercise of stock options and (ii) the vesting of performance share awards.

	Option Awards[1]		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
Michael Roth	1,492,866	20,759,174	260,619[2] 109,228[3]	6,299,161[4] 2,836.651[5]
Frank Mergenthaler	84,981	1,145,106	66,483[2] 62,658[3]	1,606,894[4] 1,592,086[5]
Philippe Krakowsky			59,836[2] 59,872[3]	1,446,236[4] 1,519,733[5]
Andrew Bonzani			26,593[2] 22,743[3]	642,753[4] 578,921[5]
Ellen Johnson	75,000	1,460,723	25,055[2] 9,278[3]	605,579[4] 231,579[5]

(1) Represents the number of stock options exercised in 2018. The value realized on exercise is the amount by which the market price of the Common Stock received upon exercise exceeds the exercise price.

(2) Represents of the total number of performance based shares which vested on February 27, 2018.

(3) Represents of the total number of shares of restricted stock which vested on February 28, 2018.

(4) The value realized on the vesting of performance share awards is equal to the product of (i) the number of shares vested, multiplied by (ii) the average of the high and low price of the Common Stock, as reported by the NYSE, on the February 27, 2018 vesting date ($24.17) (Common Stock Vesting Date Value).

(5) The value realized on the vesting of restricted stock awards is equal to the sum of (i) the product of (A) the number of shares vested, multiplied by (B) the Common Stock Vesting Date Value, (ii) plus the total amount of the accrued dividends from the applicable grant date of the restricted stock award through the February 2018 vesting date which, in accordance with the terms of the awards, are payable upon the vesting of the shares of restricted stock.

Name	Grant Date	Vesting Date	Market Price ($)	Number of Shares Acquired upon Vesting #	Market Value of Vested Shares ($)	Accrued Cash Dividend Released upon Vesting ($)	Value Realized upon Vesting ($)
Mr. Roth	2/27/2015	2/27/2018	24.17	109,228	2,640,041	196,610	2,836,651
Mr. Mergenthaler	2/27/2015	2/27/2018	24.17	27,864	673,473	50,155	723,628
	2/29/2016	2/28/2018	23.64	34,794	822,530	45,928	868,458
Mr. Krakowsky	2/27/2015	2/27/2018	24.17	25,078	606,135	45,140	651,275
	2/29/2016	2/28/2018	23.64	34,794	822,530	45,928	868,458
Mr. Bonzani	2/27/2015	2/27/2018	24.17	11,145	269,375	20,061	289,436
	2/29/2016	2/28/2018	23.64	11,598	274,177	15,309	289,486
Ms. Johnson	2/29/2016	2/28/2018	23.64	9,278	219,332	12,247	231,579

PENSION ARRANGEMENTS

Executive Special Benefit Agreement

Mr. Krakowsky entered into an Executive Special Benefit Agreement (an ESBA) in 2002, which provides that if he retires, resigns or otherwise terminates employment with Interpublic after his 60th birthday, or his employment terminates due to death, Interpublic will pay him $245,000 per year for 15 years. At 56 years of age, Mr. Krakowsky is now entitled to receive, upon his retirement, resignation or termination from employment with Interpublic, between $186,200 and $245,000 per year for 15 years, depending upon his age at the time of his termination. If Mr. Krakowsky has a Qualifying Termination (as defined under the heading Severance and Change of Control Benefits on page 56), the amount of his annual ESBA benefit will be the amount that would have been payable if he had continued working for Interpublic through the end of his severance period.

If Mr. Krakowsky s employment terminates within two years after a Change of Control (as defined under the heading Severance and Change of Control Benefits below) of Interpublic, his ESBA benefits would be paid in a lump sum, rather than installments. The amount of the lump sum would be the then-present value of the benefit described above, except that if Mr. Krakowsky s termination is a Qualifying Termination and Mr. Krakowsky s age as of December 31st of the year in which the Change of Control occurs is 58 or older, the lump-sum would be based on the then-present value of $245,000 per year for 15 years.

If Mr. Krakowsky dies before all required payments are made to him under these ESBAs, Interpublic would make the remaining payments to his beneficiaries.

The Interpublic Senior Executive Retirement Income Plan

Interpublic provides retirement benefits to certain U.S.-based senior executives of Interpublic and its subsidiaries under the Senior Executive Retirement Income Plan (SERIP). Of the named executive officers, only Mr. Roth participates in SERIP. Mr. Roth is entitled to receive an annual benefit of $110,000 for 15 years that is fully vested.

The SERIP provides monthly payments for 10 or 15 years beginning two years after a participant s termination of employment. The amount of each participant s benefit is determined at the discretion of Interpublic, with approval from the Compensation Committee, and is set forth in a Participation Agreement entered into with the executive when the executive s participation in the SERIP is approved; the Participation Agreement may be amended from time to time, including to increase (but not to decrease) the amount of the SERIP benefit. In general, the SERIP provides that 30% of a participant s benefit becomes vested after three years of participation in the SERIP, and the vested percentage increases by 10% at the end of each of the next seven years. However, the Compensation Committee or its designee may approve an alternative vesting schedule on a case-by-case basis. If an executive breaches a non-competition or non-solicitation agreement, the executive s entire benefit will be forfeited (even if the benefit had already vested). If a participant has a Qualifying Termination, the SERIP generally provides for continued vesting through the end of the participant s severance period.

If a participant s employment terminates within two years after a Change of Control, the participant s vested SERIP benefit will be accelerated and paid in a lump sum, rather than installments. The amount of the lump sum would be based on the then-present value of the future payments, to the extent vested. In general, the vested percentage would be determined as described above, provided that if the termination is a Qualifying Termination and, as of December 31st of the year in which the Change of Control occurs, (i) the participant s age is 55 or older and (ii) the participant is within two years of full vesting, the participant s entire benefit under SERIP will be fully vested.

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Pension Benefits

The following table provides information on pension benefits held by the named executive officers as of December 31, 2018.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit ($) (1)(2)	Payments During Last Fiscal Year ($)
Michael Roth	SERIP	N/A	1,221,569	0
Frank Mergenthaler				
Philippe Krakowsky	ESBA	N/A	2,327,478	0
Andrew Bonzani				
Ellen Johnson				

(1) The calculation of the present value of accumulated benefit assumes a discount rate of 4.35%. No preretirement decrements were used in the calculation of present values. Contingent benefits arising from death, early retirement or other termination of employment were not valued.

(2) For Mr. Krakowsky, the amount shown is the present value of the maximum benefit that he would be entitled to receive under his ESBA if his employment by Interpublic continues until he reaches age 60. The terms and conditions of the ESBA are described in greater detail on page 50 under the heading Executive Special Benefit Agreement.

NONQUALIFIED DEFERRED COMPENSATION ARRANGEMENTS

The Interpublic Capital Accumulation Plan

Interpublic maintains a Capital Accumulation Plan (the CAP) under which senior management employees of Interpublic and its subsidiaries selected by the Management Human Resources Committee (the MHRC) are entitled to receive deferred compensation benefits. Under CAP, a participating employee receives annual credits of a specified dollar amount (a dollar credit) and interest each December 31st. The amount of each year s interest credit is equal to the 10-year U.S. Treasury yield curve annual rate (also known as the constant maturity rate) as of the last business day of the immediately preceding calendar year. Each participant s account balance becomes fully vested as to both prior and future dollar and interest credits when the participant has completed three years of participation in the CAP, except that all interest credits since the inception of the participant s participation in the plan are subject to forfeiture if the participant breaches a non-competition or non-solicitation agreement. If a participant has a Qualifying Termination, the CAP provides for continued vesting through the end of the participant s severance period and a special dollar credit equal to the dollar credits that would have been added to the participant s account (based on the credit amount in effect at time of the Qualifying Termination) if such participant had continued working for Interpublic until the due date for such participant s last severance payment. Any portion of a participant s benefit that is not vested upon termination of employment (taking into account accelerated vesting upon a Qualifying Termination) will be forfeited.

If a participant has a Qualifying Termination within two years after a Change of Control, (i) the participant will become fully vested and (ii) the participant s account will be credited with an amount equal to the dollar credits that would have been added to such participant s account (based on the credit amount in effect at time of the Qualifying Termination) if such participant had continued working for Interpublic until the end of such participant s severance period.

Each named executive officer is a participant in the CAP and for 2018 received the following annual dollar credit:

Name	Annual Dollar Credit ($)
Mr. Roth	350,000
Mr. Mergenthaler	200,000
Mr. Krakowsky	150,000
Mr. Bonzani	50,000
Ms. Johnson	75,000

For 2018, each participant received an interest credit equal to 2.406% of such participant s account balance as of December 31, 2018 (determined before the 2018 dollar credit was added). The CAP account balances are fully vested for each of the named executive officers other than for Andrew Bonzani, which will vest on December 31, 2019.

In general, each participant s vested account balance is payable in a lump sum two years after the termination of such participant s employment with Interpublic and its subsidiaries. However, if the participant s employment terminates within two years after a Change of Control, payment will be accelerated.

Nonqualified Deferred Compensation

The following table provides information on non-qualified deferred compensation arrangements for the named executive officers as of December 31, 2018, which consist exclusively of benefits under the CAP.

Name	Executive contributions in last FY ($)	Registrant contributions in last FY ($) (1)	Aggregate earnings in last FY ($) (2)	Aggregate withdrawals/ distributions ($)	Aggregate balance at last FYE ($) (3)
Michael Roth	0	350,000	115,354	0	5,259,785
Frank Mergenthaler	0	200,000	63,613	0	2,907,574
Philippe Krakowsky	0	150,000	16,651	0	858,744
Andrew Bonzani	0	50,000	2,435	0	153,658
Ellen Johnson	0	75,000	23,309	0	1,067,098

(1) The amounts shown as Registrant contributions in last FY are dollar credits that were added to the named executive officer s CAP account as of December 31, 2018 and are included in the All Other Compensation column for 2018 of the Summary Compensation Table on page 43.

(2) No earnings on deferred amounts are included in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column of the Summary Compensation Table for 2018, 2017 or 2016 because the interest credits under the CAP did not constitute above-market or preferential earnings as defined by SEC rules.

(3) The aggregate balances shown in this column include the following dollar credits that were included in the All Other Compensation column of the Summary Compensation Table for each of 2017 and 2016 on page 43.

Name	2017 ($)	2016 ($)
Mr. Roth	350,000	350,000