

The Interpublic Group of Companies, Inc.
AUDIT COMMITTEE CHARTER

Purpose of Committee

The purpose of the Audit Committee of the Board of Directors of The Interpublic Group of Companies, Inc. (IPG) is to assist the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of IPG's financial statements, (ii) the qualifications, independence and performance of IPG's independent auditors, (iii) the performance of IPG's internal audit function, and (iv) compliance by IPG with legal and regulatory requirements.

The Committee also:

- Prepares the Audit Committee report that Securities and Exchange Commission ("SEC") rules require to be included in IPG's annual proxy statement, and
- Provides an avenue for communication between internal audit, the independent auditors, financial management and the Board. The Committee should have a clear understanding with the independent auditors that they must maintain an open and transparent relationship with the Committee, and that the ultimate accountability of the independent auditors is to the Board and the Committee.

The Committee shall report to the Board on a regular basis.

Committee Membership

The Committee shall comprise three or more directors, each of whom, in the business judgment of the Board, shall satisfy the independence and experience requirements of the New York Stock Exchange and any other legal and regulatory requirements. At least one member shall be a financial expert as defined by the SEC.

Members of the Committee shall be recommended by the IPG Directors and be elected by the full Board. The Committee members will be listed in the annual report to stockholders.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including full access to IPG employees and officers and internal or external advisors or consultants. If in the course of fulfilling its duties, the Committee wishes to consult with outside legal, accounting or other advisors, the Committee may retain these advisors without seeking Board Approval. IPG shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee.

Committee Structure and Operations

The Board shall designate one member of the Committee as its Chair. The Committee may meet in person or telephonically or act by unanimous written consent. The Committee Chair, in consultation with Committee members, shall determine the schedule of meetings of the Committee, but no less than at least quarterly. Further meetings shall occur, or matters submitted for action by unanimous written consent, when deemed necessary or desirable by the Committee, its Chair or the Chairman of IPG. The Committee is to meet periodically in separate executive sessions with the Chief Financial Officer (and/or other management personnel) internal audit and the independent auditors.

The scheduling of meetings is the responsibility of the Committee Chair. The Committee Chair, who may consult with internal audit, management or other Committee members, develops the Committee's agenda for its meetings. Where practicable, materials should be distributed to Committee members prior to each Committee meeting.

Delegation to Subcommittee

The Committee may delegate all or a portion of its duties and responsibilities to subcommittees of the Committee.

Attendance

The Committee Chair may invite such members of management, the Board, representatives of the independent auditors and internal audit and other persons to the Committee's meetings, as he or she may deem desirable or appropriate.

Committee Authorities, Duties and Responsibilities

The following are the authorities, duties and responsibilities of the Committee:

1. To have the sole authority to select, (subject to shareholder ratification) retain and terminate IPG's independent auditors. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditors shall report directly to the Committee. The Committee shall:
 - Review and discuss with the independent auditors the scope, staffing and general extent of the audit. The Committee's review should include an explanation from the independent auditors of the factors considered by the auditors in determining the audit scope, including the major risk factors. The independent auditors should confirm to the Committee that no limitations have been placed on the scope or nature of their audit procedures.

- Pre- approve all services, both audit (including all audit engagement fees and terms), and permitted non-audit, to be performed for IPG by the independent auditors. The Committee:
 - may consult with management in the decision making process, but may not delegate this authority to management.
 - may, from time to time, delegate its authority to pre-approve such services to one or more Committee members, provided that any such approvals are presented to the full Committee at the next scheduled Audit Committee meeting.
 - hereby delegates to the Chair of the Committee the authority to pre-approve audit or non-audit services whenever compensation for such services is \$100,000 or less, provided that any such approvals are presented to the full Committee at the next scheduled Audit Committee meeting.
- Evaluate the independent auditors' qualifications, performance and independence, including considering whether the independent auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the independent auditors' independence and present the Committee's conclusions and recommendations with respect to the independent auditors to the full Board on at least an annual basis. As part of such evaluation, the Committee shall:
 - Review a report or reports prepared at least annually by the independent auditors:
 - describing their internal quality control procedures,
 - describing any material issues raised by (i) the most recent peer or internal quality control review of the firm or (ii) by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more audits carried out by the firm and any steps taken to deal with any such issues, and
 - describing all relationships between the independent auditors and IPG and providing confirmations with respect to the SEC's auditor independence rules.
 - Review and evaluate the senior members of the independent auditors' team, particularly the lead partner of the independent auditors.
 - Discuss with management and internal audit their views of the independent auditors' performance.

The Committee shall set clear policies with management for the hiring of current or former employees of the independent auditors, who participated in any capacity in the audit of IPG.

2. To review and discuss with management, and the independent auditors, in separate meetings if the Committee deems it appropriate:
- the annual audited financial statements, including IPG’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, prior to the filing of IPG’s Form 10-K and recommend to the Board whether the audited financial statements should be included in IPG’s Form 10-K,
 - the quarterly financial statements, including IPG’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, prior to the filing of IPG’s Form 10-Q including the results of the independent auditors’ review of the quarterly financial statements,
 - any major issues regarding accounting principles and financial statement presentations, alternatively – significant financial reporting issues and judgments made in connection with the preparation of IPG’s financial statements, including any significant changes in IPG’s selection or application of accounting principles,
 - any analyses or other written communications prepared by management, and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements,
 - the effect of regulatory and accounting initiatives including any SEC investigations or proceedings, as well as off-balance sheet structures, on the financial statements of IPG and
 - any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding IPG’s financial statements or accounting policies.
 - disclosures made to the Audit Committee by IPG’s Chief Executive Officer and Chief Financial Officer during their certification process for the Form-10K and Form 10-Q’s about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in IPG’s internal controls.

3. To review and discuss with the independent auditors:
 - reports from the independent auditors on:
 - all critical accounting policies and practices,
 - all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and
 - other material written communications between the independent auditors and IPG management, such as any management letter or schedule of unadjusted differences;
 - their judgments about the quality of IPG’s accounting principles used in financial reporting, and may request confirmation from the independent auditors at the end of each of the four quarters of the year that they have nothing to report to the Committee, if that is the case, or the enumeration of required reporting issues; and
 - their views about the quality of IPG’s financial and accounting personnel.

4. To discuss with the independent auditors any audit problems or difficulties and management’s response thereto, including those matters required to be communicated by the independent auditors by Statement on Auditing Standards (SAS) 61 as amended by SAS 90 relating to the conduct of the audit, including:
 - Any restrictions on the scope of activities or access to requested information,
 - any significant disagreements with management,
 - any accounting adjustments that were noted or proposed by the independent auditors but were “passed” as immaterial or otherwise,
 - any significant consultation on matters that otherwise are required to be disclosed to the Committee made with the external auditors' national office, and any “management” or “internal control” letter issued, or proposed to be issued, by the independent auditors to IPG.

The Committee shall receive a written communication provided by the independent auditors concerning their judgment about the quality of IPG’s accounting principles, as outlined in SAS 61 as amended by SAS 90, and that they concur with management’s representation concerning audit adjustments.

5. To review with IPG's management, internal audit and independent auditors IPG's significant accounting and financial reporting controls, any major issues as to the adequacy of IPG's internal controls and any special audit steps adopted in light of material control deficiencies. Obtain annually, the independent auditors management letter as to their commentary on internal control recommendations.
6. To meet with management, internal audit and the independent auditors to discuss any relevant significant recommendations that the independent auditors may have, particularly those characterized as "material", reportable" or "serious".
7. To discuss with management, IPG's policies with respect to earnings press releases and all financial information, such as earnings guidance, provided to analysts and rating agencies, including the types of information to be disclosed and the types of presentation to be made and paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information. The Committee or its Chair may review any of IPG's earnings press releases as the Committee or the Chair deems appropriate.
8. To discuss with management and internal audit IPG's major financial risk exposures and the steps that have been taken to monitor and control such exposures, including IPG's risk assessment and risk management policies.
9. To review the scope of internal audit's work plan for the year. The Committee should discuss the responsibilities, budget and staffing of internal audit with the independent auditors. The Committee should also receive regular reports of major findings by internal audit and how management is addressing the conditions reported.
10. To review the appointment and replacement of the senior internal audit executive.
11. To oversee compliance with IPG's Code of Ethics and report on such compliance to the Board. Review reports and disclosures of insider and affiliated party transaction. The Committee shall consider any reports from the independent auditors pursuant to Section 10AQ(b) of the Securities Exchange Act of 1934.
12. To establish procedures for:
 - The receipt, retention and treatment of complaints received by IPG regarding accounting, internal accounting controls or auditing matters, and
 - The confidential, anonymous submission by employees of IPG of concerns regarding questionable accounting or auditing matters.

The Committee shall review any significant complaints regarding accounting, internal accounting controls or auditing matters received pursuant to such procedures.

13. To review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. This should be done in compliance with applicable NYSE Audit Committee requirements.
14. Any other duties or responsibilities expressly delegated to the Committee by the Board.

Committee Report

The Committee shall produce and provide to the Board the Audit Committee Report for inclusion in IPG's proxy statement in accordance with applicable SEC rules and regulations.

Performance Evaluation

The Committee shall evaluate at least annually its own performance.

Limitation of Committee Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that IPG's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. IPG's financial statements are the responsibility of management. The independent auditors are responsible for planning and conducting audits to determine whether the financial statements present fairly in all material respects the financial position of IPG. Furthermore, while the Audit Committee is responsible for reviewing IPG's policies and practices with respect to risk assessment and management, it is the responsibility of the Chief Executive Officer and senior management to determine the appropriate level of IPG's exposure to risk.

Approved by the Board of Directors (2004)