

THE INTERPUBLIC GROUP OF COMPANIES, INC.

COMPENSATION COMMITTEE CHARTER

The Compensation Committee is a standing committee of the Board of Directors (the “**Board**”) of The Interpublic Group of Companies, Inc. (“**IPG,**” and together with its principal operating subsidiaries, the “**Group**”) and is comprised entirely of Directors who satisfy the independence requirements of the listing standards of the New York Stock Exchange and any applicable legal requirements. The Committee’s composition and meeting procedures are defined by the Board.

The purpose of the Compensation Committee is to oversee total remuneration strategy, as well as specific remuneration policies for executives of the Group. The Committee has the following specific responsibilities:

- Adopt and periodically review a remuneration strategy for the Group, including corporate goals and objectives relevant to the compensation of key senior executives, which ensures that executive compensation is designed to incentivize and reward long-term growth, profitability and return to shareholders. This corporate remuneration strategy should be articulated in a manner which permits clear communication to both shareholders and executives of IPG.
- Approve any newly adopted or major changes made to compensation or benefit plans by IPG and make recommendations to the Board with respect to compensation, incentive-compensation plans and equity-based plans.
- Specifically approve any individual SERIP commitments and monitor the ongoing operation of the CAP (Capital Accumulation Plan).
- Review company performance and remuneration levels on a continuing basis and ensure that there is an appropriate relationship between variable remuneration and performance, both on an aggregate Group basis and for senior executives on an individual basis.
- Review the Group’s initiatives to retain and develop key employees on an ongoing basis.
- Review and approve annually total remuneration levels for key senior executives, either as a committee or together with the other independent Directors (as directed by the Board), in light of the relevant corporate goals and objectives. This key executive group is defined to include the Chief Executive of IPG, any individuals reporting directly to the CEO and other senior executives who may be designated by the Committee from time to time. A list of executives who are subject to review in 2003 is attached as Exhibit 1. Successors to these positions will be automatically included.

- Coordinate, manage and report to the full Board on the annual performance evaluation of the CEO and other executives who may be designated by the Committee in light of the corporate goals and objectives relevant to CEO and executive compensation.
- Review and approve the performance assessment framework for the key executives of the corporation. Review the written evaluations which result from this process prior to reviewing proposed adjustments to current remuneration.
- Communicate with the Board about all significant remuneration issues and the Committee's specific actions.
- Monitor and recommend succession plans for key executive positions.
- Review annually with CEO and EVP of Human Resources the performance of high potential employees in the organization and plans for their ongoing development.
- Conduct an annual performance evaluation of the Committee.
- Produce a Committee report on executive compensation as required by the SEC to be included in IPG's annual proxy statement.
- If appropriate, hire experts or other independent advisors or legal counsel to assist the Committee in the discharge of its duties. In discharging its duties, the Committee shall have full access to any relevant records of the Group. The Committee may also request that any officer or other employee of the Group, IPG's external counsel or any other person meet with any members of, or consultants to, the Committee.

The Committee may approve awards (with or without notification of the Board) as may be required to comply with applicable tax laws (i.e., 26 USC §162(m) (2002)).

All actions by the Committee shall be by majority vote of the members of the Committee or of a sub-committee of the Committee, to which the Committee has delegated authority.