

## **THE INTERPUBLIC GROUP OF COMPANIES, INC.**

### **CORPORATE GOVERNANCE COMMITTEE CHARTER**

The Board of Directors (the “**Board**”) of The Interpublic Group of Companies, Inc. (the “**Company**”) has constituted and established a Corporate Governance Committee (the “**Committee**”) with authority, responsibility, and specific duties as described in this Charter.

#### **COMPOSITION**

The Committee shall consist of not less than three directors (“**Directors**”) to be appointed by the Board. All members of the Committee shall be non-management Directors who satisfy the independence requirements of applicable law and of the New York Stock Exchange (“**NYSE**”) listing standards and who have a proven record of experience and sound judgment in the governance of public companies. The Board shall appoint a member of the Committee to serve as its chairman and the chairman shall generally direct the business of the Committee. The Corporate Secretary shall serve as secretary and management liaison for the Committee. Committee members may be removed by the Board.

#### **STATEMENT OF PURPOSE; DUTIES AND RESPONSIBILITIES**

The Committee shall ensure that qualified candidates are presented to the Board for nomination as Directors and that the Company’s Certificate of Incorporation and Bylaws, its Board, and its governance practices are structured in a way that best serves the interests of the Company and its shareholders. More specifically, the Committee shall:

- Review and make recommendations to the Board regarding Board composition and structure, including reviewing the format of Board meetings and making recommendations for the improvement of such meetings.
- Establish criteria for membership on the Board and its committees, which shall reflect at a minimum any requirements of applicable law and the NYSE listing standards, as well as depth of experience, perspective, knowledge, integrity, independence of judgment, balance of business interest and experience, required expertise, principles of diversity and qualifications for membership on each committee.
- Recommend to the Board the names of qualified persons to be nominated for election or re-election as Directors and the membership and chairman of each Board committee; and consider suggestions for Board membership submitted by shareholders in accordance with the notice provisions and procedures set forth in the Company’s Bylaws and in light of the Committee’s criteria for

selection of new Directors. In identifying candidates for Board membership, the Committee shall have sole authority to retain and terminate, as it deems appropriate, any search firm to be used to identify such candidates, including sole authority to approve such search firm's fees and other retention items.

- Review and make recommendations to the Board as to whether a Director should be deemed independent under the standards set forth in the corporate governance guidelines of the Company.
- Review and recommend to the Board whether to accept or reject the tender by any Director of his or her resignation as a result of a change in principal occupation or business association or any other reason.
- Undertake an annual review of the collective performance of the Board and of the performance of the Board's committees (including the Corporate Governance Committee).
- Recommend to the Board compensation and benefits for non-management Directors, which may include an annual retainer, meeting fees and equity compensation awards. In discharging this duty, the Committee shall be guided by three goals: compensation should fairly pay Directors for work required in a company of the Company's size and scope; compensation should align Directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand.
- Review and make recommendations to the Board regarding the Company's governance practices generally.
- Review and make recommendations to the Board regarding educational measures for Directors.
- Review and make recommendations to the Board regarding the duties, structure and operations (including authority to delegate to subcommittees) of committees of the Board, as well as regarding procedures for committee reporting to the Board.
- If appropriate, hire experts in the field of corporate governance or other independent advisors or legal counsel to assist the Committee in the discharge of its duties. In discharging its duties, the Committee shall have full access to any relevant records of the Company. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

- Discharge such other duties and responsibilities as may be assigned to the Committee from time to time by the Board.

The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

### **MEETINGS**

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee or a majority of Committee members. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company records. A majority of the Committee shall constitute a quorum for the transaction of business and the action of a majority of those present at a meeting shall constitute the act of the Committee. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.