



**Interpublic Group of Companies, Inc.**

IPG NYSE

Advertising / Marketing

Market Capitalization USD:

**\$3,445.37 mm****CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Michael I. Roth****Age: 66****CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$1,400,000	\$1,400,000	\$1,400,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$1,500,000	\$3,400,000	\$5,448,207
<b>Benefits and Perquisites</b>	\$401,766	\$399,939	\$402,835
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$3,301,766</b>	<b>\$5,199,939</b>	<b>\$7,251,042</b>
<b>Increase in Post-Retirement Benefits</b>	\$74,211	\$47,719	\$19,595
<b>Stock Option Awards</b>	\$1,343,430	\$1,666,665	\$2,333,331
<b>Stock Awards</b>	\$1,666,665	\$3,333,328	\$3,379,974
<b>TOTAL COMPENSATION</b>	<b>\$6,386,072</b>	<b>\$10,247,651</b>	<b>\$12,983,942</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,092,934	\$3,461,599	\$3,625,522
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$3,115,835	\$1,385,723	\$4,317,685
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$3,115,835</b>	<b>\$1,385,723</b>	<b>\$4,317,685</b>

Proxy Date: 12 Apr 2012

Annual Meeting Date: 24 May 2012

Equity Reserves: 17.91%

Stock Option Run Rate: 0.18%

# Interpublic Group of Companies, Inc.

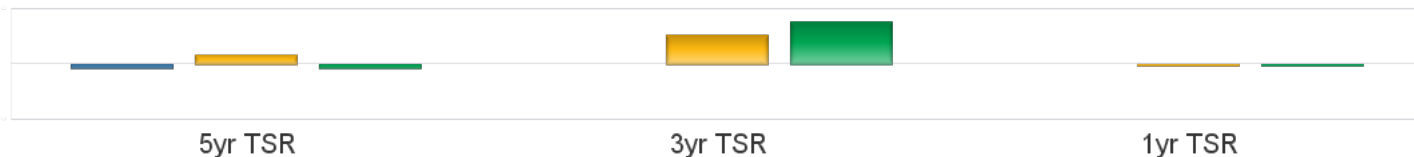
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## Performance Comparison

■ S&P500 ■ Industry ■ IPG



## Peer Comparisons (TRBC) =Advertising / Marketing

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>IPG</b>	<b>Interpublic Group of Companies, Inc. (The)</b>	<b>\$6,386,072</b>	<b>\$10,247,651</b>	<b>\$12,983,942</b>	<b>\$3,445,368,026</b>
OMC	Omnicom Group Inc.	\$7,884,598	\$10,768,846	\$15,420,537	\$10,295,785,320
NLSN	Nielsen Holdings N.V.		\$14,215,368	\$14,495,692	\$9,342,830,061
CCO	Clear Channel Outdoor Holdings, Inc.	\$315,531	\$1,516,280	\$51,627	\$3,331,427,467
LAMR	Lamar Advertising Company	\$2,530,579	\$2,913,708	\$2,209,543	\$1,582,068,590
VCLK	ValueClick, Inc.	\$1,034,692	\$1,434,911	\$1,574,125	\$1,231,502,206

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Direct Advertising Competitors: Aegis Group, Havas, Omnicom, Publicis Groupe, WPP.

Media/Entertainment (Talent Peers): CBS Corporation, Discovery Communications, Liberty Interactive Group, News Corporation, Time Warner Inc., Viacom, Walt Disney.

Digital Media (Talent Peers): Activision Blizzard, Inc., Amazon.com, Inc., AOL, Inc., eBay, Electronic Arts Inc., Google Inc., IAC / Interactive Corp., Yahoo! Inc.

Publishing (Talent Peers): Dun & Bradstreet, Gannett, McGraw Hill, Thomson-Reuters.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Jill M. Considine	Chairman	67	Female	15	Outside Related
H. John Greeniaus	Member	67	Male	11	Outside Related
Jocelyn Carter-Miller	Member	54	Female	5	Outside
William T. Kerr	Member	70	Male	6	Outside

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