

Omnicom

2025 First Quarter

April 15, 2025

Highlights

Revenue

- Q1 2025 organic revenue growth of +3.4%
- Led by strong growth in Media & Advertising and Precision Marketing (together 68% of revenue growing +7.0% organic)

Business update

- Omnicom is the only company to be named Leader in The Forrester Wave for all 3 marketing services reports:
 - *Marketing Creative and Content Services (Mar 2025)*
 - *Media Management Services (Nov 2024)*
 - *Commerce Services (May 2024)*
- Omnicom Media Group ranked #1 by COMvergence for client retention and new business volume in 2024
- IPG Transaction:
 - *OMC and IPG stockholder votes 3/18/25 with 93.5% and 99.6%, respectively, of votes cast in favor of the transaction*
 - *Continue to expect closing in second half 2025*

Income

- Q1 operating income, excluding acquisition costs, \$486.4 million. Adj. EBITA \$508.2 million, up 1.6% ⁽ⁱ⁾
- Q1 diluted EPS down 8.8%. Non-GAAP adjusted diluted EPS up 1.8% to \$1.70 ⁽ⁱ⁾

Capital allocation

- \$81.0 million in share repurchases commencing after the March 18 stockholder vote, and expect full-year 2025 to approximate our historical level of \$600 million
- \$137.7 million in dividends paid
- 36.5% Return on Equity and 19.9% Return on Invested Capital for the 12 months ended March 31, 2025

(i) See Non-GAAP reconciliations on pages 17 - 20.

Income Statement Summary

	First Quarter	
	2025	2024
Revenue	\$ 3,690.4	\$ 3,630.5
Operating Expenses ^(a)	3,237.8	3,151.6
Operating Income	452.6	478.9
Net Interest Expense	29.4	26.8
Income Tax Expense ^(b)	120.7	116.0
Income from Equity Method Investments	0.9	0.9
Net Income Attributed to Noncontrolling Interests	15.7	18.4
Net Income - Omnicom Group Inc. ^{(a)(b)}	<u>\$ 287.7</u>	<u>\$ 318.6</u>
Diluted Shares	198.3	200.1
Net Income per Share - Diluted ^{(a)(b)}	\$ 1.45	\$ 1.59
Dividends Declared Per Common Share	\$ 0.70	\$ 0.70
Non-GAAP Measures:		
EBITA ⁽⁵⁾	\$ 474.4	\$ 500.4
EBITA Margin	12.9 %	13.8 %
EBITA - Adjusted ^{(a)(5)}	\$ 508.2	\$ 500.4
EBITA Margin - Adjusted ^{(a)(5)}	13.8 %	13.8 %
Non-GAAP Adjusted Net Income per Share - Diluted ^{(a)(b)(5)}	\$ 1.70	\$ 1.67

In millions except per share amounts. See Notes on page 13 and non-GAAP reconciliations on pages 17 - 20.

Revenue Change

	First Quarter	
	\$	% Δ
Prior Period Revenue	\$ 3,630.5	
Foreign exchange rate impact ⁽¹⁾	(59.2)	(1.6)%
Acquisition revenue, net of disposition revenue ⁽²⁾	(2.8)	(0.1)%
Organic growth⁽³⁾	121.9	3.4 %
Current Period Revenue	\$ 3,690.4	1.6 %

In millions. See Definitions (1) through (3) on page 13.

Revenue by Discipline

First Quarter

	Revenue	% of Rev	% Growth	% Organic Growth ⁽³⁾
Media & Advertising	\$ 2,048.2	55.5 %	4.8 %	7.2 %
Precision Marketing	450.3	12.2 %	5.9 %	5.8 %
Public Relations	362.7	9.8 %	(5.4)%	(4.5)%
Healthcare	305.7	8.3 %	(3.6)%	(3.2)%
Branding & Retail Commerce	159.5	4.3 %	(14.0)%	(10.0)%
Experiential	154.2	4.2 %	(1.0)%	(1.5)%
Execution & Support	209.8	5.7 %	0.3 %	1.9 %
Total	\$ 3,690.4	100.0 %	1.6 %	3.4 %

In millions. See Definition (3) on page 13 and page 22.

Revenue by Region

First Quarter

	Revenue	% of Rev	% Growth	% Organic Growth ⁽³⁾
United States	\$ 2,007.0	54.4 %	4.2 %	4.6 %
Other North America	104.5	2.8 %	(9.1)%	(3.6)%
United Kingdom	395.9	10.8 %	(1.8)%	(0.7)%
Euro Markets & Other Europe	599.1	16.2 %	(0.6)%	1.7 %
Asia Pacific	416.7	11.3 %	2.2 %	6.0 %
Latin America	96.4	2.6 %	(0.1)%	14.8 %
Middle East & Africa	70.8	1.9 %	(11.1)%	(9.3)%
Total	\$ 3,690.4	100.0 %	1.6 %	3.4 %

In millions. See Definition (3) on page 13.

Revenue by Industry Sector

	First Quarter	
	2025	2024
Pharma & Health	15%	16%
Food & Beverage	15%	16%
Auto	13%	11%
Consumer Products	9%	9%
Financial Services	8%	7%
Travel & Entertainment	8%	7%
Technology	7%	7%
Retail	6%	6%
Government	4%	4%
Telecommunications	3%	4%
Services	3%	3%
Oil, Gas & Utilities	2%	2%
Not-for-Profit	1%	1%
Education	1%	1%
Other	5%	6%
Total	100%	100%

Note: Prior year period amounts conform to the current period presentation.

Operating Expense Detail

	First Quarter			
	2025	% of Rev	2024	% of Rev
Revenue	\$ 3,690.4		\$ 3,630.5	
Operating expenses:				
Salary and related costs	1,780.5	48.2 %	1,847.3	50.9 %
Third-party service costs ^(c)	796.8	21.6 %	698.2	19.2 %
Third-party incidental costs ^(d)	169.0	4.6 %	147.1	4.1 %
Total salary and service costs	2,746.3		2,692.6	
Occupancy and other costs	314.6	8.5 %	314.1	8.7 %
Cost of services	3,060.9		3,006.7	
Selling, general and administrative expenses ^(a)	117.9	3.2 %	85.3	2.3 %
Depreciation and amortization	59.0	1.6 %	59.6	1.6 %
Total operating expenses	3,237.8	87.7 %	3,151.6	86.8 %
Operating Income^(a)	\$ 452.6		\$ 478.9	

In millions. See Notes on page 13.

Income Statement Summary - Non-GAAP Adjusted

	First Quarter					
	Reported 2025	Non- GAAP Adjs.	Non- GAAP Adj. 2025	Reported 2024	Non- GAAP Adjs.	Non- GAAP Adj. 2024
Revenue	\$3,690.4	\$—	\$3,690.4	\$3,630.5	\$—	\$3,630.5
Operating Expenses:						
Operating Expenses ^(a)	3,237.8	(33.8)	3,204.0	3,151.6	—	3,151.6
Operating Income^(a)	452.6	33.8	486.4	478.9	—	478.9
Operating Income Margin %	12.3 %		13.2 %	13.2 %		13.2 %
Net Interest Expense	29.4			26.8		
Income Tax Expense ^(b)	120.7			116.0		
<i>Income Tax Rate</i>	28.5 %			25.7 %		
Income from Equity Method Investments	0.9			0.9		
Net Income Attributed to Noncontrolling Interests	15.7			18.4		
Net Income - Omnicom Group Inc.^{(a)(b)}	\$ 287.7			\$ 318.6		
Net Income per Share - Diluted^{(a)(b)}	\$ 1.45			\$ 1.59		
Non-GAAP Measures:						
EBITA ⁽⁵⁾	\$ 474.4	\$33.8	\$ 508.2	\$ 500.4	\$—	\$ 500.4
EBITA Margin %	12.9 %		13.8 %	13.8 %		13.8 %
Reported Net Income per Share - Diluted ^{(a)(b)}	\$ 1.45			\$ 1.59		
After-tax amortization per diluted share ⁽⁵⁾			\$ 0.08			\$ 0.08
Acquisition related costs ^(a)			\$ 0.17			\$ —
Non-GAAP Adjusted Net Income per Share - Diluted ⁽⁵⁾			\$ 1.70			\$ 1.67

Cash Flow Performance

	Three Months Ended March 31,	
	2025	2024
Free Cash Flow⁽⁴⁾	\$ 386.5	\$ 415.1
Primary Uses of Cash:		
<i>Dividends paid to Common Shareholders</i>	137.7	138.8
<i>Dividends paid to Noncontrolling Interest Shareholders</i>	13.0	13.3
<i>Capital Expenditures</i>	29.5	23.1
<i>Acquisition payments, including payment of contingent purchase price obligations, and acquisition of additional noncontrolling interests</i>	4.0	812.4
<i>Stock Repurchases</i>	81.0	180.1
<i>Proceeds from Stock Plans</i>	(11.5)	(2.1)
Primary Uses of Cash⁽⁴⁾	253.7	1,165.6
Net Free Cash Flow⁽⁴⁾	\$ 132.8	\$ (750.5)

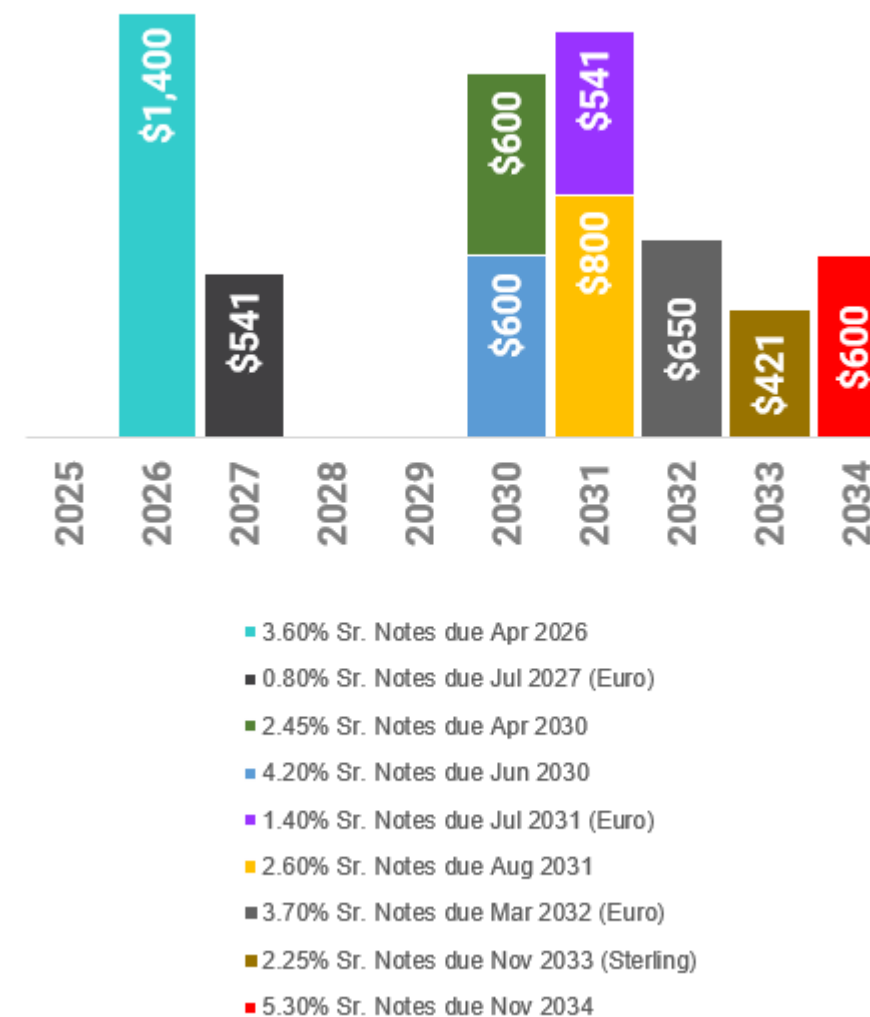
In millions. See Definition (4) on page 13 and Non-GAAP reconciliations on pages 17 - 20.

Credit & Liquidity

\$ Millions

	Twelve Months Ended March 31,	
	2025	2024
<i>EBITDA</i> ⁽⁵⁾	\$ 2,489.4	\$ 2,453.9
<i>Total Debt / EBITDA</i>	2.5 x	2.6 x
<i>Net Debt</i> ⁽⁶⁾ / <i>EBITDA</i>	1.1 x	1.3 x
Debt		
<i>Bank Loans (Due Less Than 1 Year)</i>	\$ 19.1	\$ 11.2
<i>USD-denominated Senior Notes</i>	4,000.0	4,150.0
<i>EUR-denominated Senior Notes</i>	1,732.2	1,726.1
<i>GBP-denominated Senior Notes</i>	420.6	410.2
<i>Other</i>	(36.3)	(35.0)
Total Debt	\$ 6,135.6	\$ 6,262.5
<i>Cash and Equivalents</i>	3,378.3	3,172.8
<i>Short Term Investments</i>	—	—
Net Debt ⁽⁶⁾	\$ 2,757.3	\$ 3,089.7

OMC Maturity Schedule



In millions. See Definitions (5) and (6) on page 13 and Non-GAAP reconciliations on pages 17 - 20.

Historical Returns

Return on Invested Capital (ROIC)⁽⁷⁾

<i>Twelve months ended March 31, 2025</i>	19.9 %
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<i>Twelve months ended March 31, 2024</i>	22.3 %
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Return on Equity⁽⁸⁾

<i>Twelve months ended March 31, 2025</i>	36.5 %
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<i>Twelve months ended March 31, 2024</i>	44.3 %
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In millions. See Definitions (7) and (8) on page 13.

Financial Notes

- (a) Included in selling, general and administrative expenses for the three months ended March 31, 2025 are acquisition costs of \$33.8 million (\$32.7 million after-tax) related to the proposed merger with IPG, which reduced diluted net income per share - Omnicom Group Inc. by \$0.17. There were no acquisition related costs for the three months ended March 31, 2024.
- (b) Income tax for the three months ended March 31, 2025 included impacts of the acquisition related costs.
- (c) Third-party service costs include third-party supplier costs when we act as principal in providing services to our clients.
- (d) Third-party incidental costs primarily consist of client-related travel and incidental out-of-pocket costs, which we bill back to the client directly at our cost and which we are required to include in revenue.
- (e) Constant Dollar ("C\$") expense is calculated by translating the current period's local currency expense using the prior period average exchange rates to derive current period C\$ expense. The foreign exchange rate impact is the difference between the current period expense in U.S. Dollars and the current period C\$ expense.

Definitions

- (1) Foreign exchange rate impact: calculated by translating the current period's local currency revenue using the prior period average exchange rates to derive current period constant currency revenue. The foreign exchange rate impact is the difference between the current period revenue in U.S. Dollars and the current period constant currency revenue.
- (2) Acquisition revenue, net of disposition revenue: Acquisition revenue is calculated as if the acquisition occurred twelve months prior to the acquisition date by aggregating the comparable prior period revenue of acquisitions through the acquisition date. As a result, acquisition revenue excludes the positive or negative difference between our current period revenue subsequent to the acquisition date, and the comparable prior period revenue and the positive or negative growth after the acquisition date is attributed to organic growth. Disposition revenue is calculated as if the disposition occurred twelve months prior to the disposition date by aggregating the comparable prior period revenue of disposals through such date. The acquisition revenue and disposition revenue amounts are netted in the presentation on page 4.
- (3) Organic growth: calculated by subtracting the foreign exchange rate impact, and the acquisition revenue, net of disposition revenue components from total revenue growth.
- (4) See page 17 for the reconciliation of non-GAAP financial measures, which reconciles Free Cash Flow to the Net Cash Provided by Operating Activities and Net Free Cash Flow to the Net Increase (Decrease) in Cash and Cash Equivalents for the periods presented on page 10. The Free Cash Flow, Primary Uses of Cash and Net Free Cash Flow amounts presented on page 10 are non-GAAP liquidity measures. See page 23 for the definition of Net Free Cash Flow.
- (5) EBITA, EBITDA, and Non-GAAP Adjusted Net Income per share - Diluted are non-GAAP performance measures. We define EBITA as earnings before interest, taxes, and amortization of acquired intangible assets and internally developed strategic platform assets. Non-GAAP Adjusted Net Income per share - Diluted reflects the after-tax effects of amortization of acquired intangible assets and internally developed strategic platform assets. We use EBITA and EBITA margin as additional operating performance measures, which exclude the non-cash amortization expense of acquired intangible assets and internally developed strategic platform assets and allows for comparability of the periods presented. See page 23 for the definition of these measures and pages 18 and 20 for the reconciliation of Non-GAAP financial measures.
- (6) Net Debt is a non-GAAP liquidity measure. See page 23 for the definition of this measure, which is reconciled in the table on page 11.
- (7) Return on Invested Capital is After Tax Reported Operating Income (a non-GAAP performance measure – see page 23 for the definition of this measure and page 17 for the reconciliation of non-GAAP financial measures) divided by the average of Invested Capital at the beginning and the end of the period (book value of all long-term liabilities, including those related to operating leases, short-term interest bearing debt, the short-term liability related to operating leases plus shareholders' equity less cash, cash equivalents, short-term investments, and operating lease right of use assets).
- (8) Return on Equity is Reported Net Income for the given period divided by the average of shareholders' equity at the beginning and end of the period.
- (9) The Free Cash Flow amounts presented on page 15 are non-GAAP liquidity measures. See page 23 for the definition of this measure and page 17 for the reconciliation of the non-GAAP financial measures, which reconciles Free Cash Flow to the Net Cash Provided by Operating Activities for the periods presented on page 15.

Appendix

Free Cash Flow

	Three Months Ended March 31,	
	2025	2024
Net Income	\$ 303.4	\$ 337.0
<i>Depreciation and Amortization of Intangible Assets</i>	59.0	59.6
<i>Share-Based Compensation</i>	20.8	22.1
<i>Other Items to Reconcile to Net Cash Used in Operating Activities, net</i>	3.3	(3.6)
Free Cash Flow⁽⁹⁾	\$ 386.5	\$ 415.1

In millions. See Definition (9) on page 13 and non-GAAP reconciliations on pages 17 - 20.

Operating Expense Detail - Constant \$

	First Quarter		
	2025	2025 C\$ ^(e)	2024
Operating expenses:			
Salary and related costs	\$ 1,780.5	\$ 1,810.4	\$ 1,847.3
Third-party service costs ^(c)	796.8	809.2	698.2
Third-party incidental costs ^(d)	169.0	171.4	147.1
Total salary and service costs	2,746.3	2,791.0	2,692.6
Occupancy and other costs	314.6	320.8	314.1
Cost of services	3,060.9	3,111.8	3,006.7
 Selling, general and administrative expenses	 117.9	 119.1	 85.3
Depreciation and amortization	59.0	59.8	59.6
Total operating expenses ^(a)	\$ 3,237.8	\$ 3,290.7	\$ 3,151.6

In millions. See Notes on page 13.

Non-GAAP Reconciliations

Net Cash Provided by Operating Activities

Operating Activities items excluded from Free Cash Flow:

Changes in Operating Capital

Free Cash Flow

Net Increase (Decrease) in Cash and Cash Equivalents

Cash Flow items excluded from Net Free Cash Flow:

Changes in Operating Capital

Proceeds from borrowings

Other investing, net

Changes in Short-term Debt, net

Other financing, net

Effect of foreign exchange rate changes on cash and cash equivalents

Net Free Cash Flow

Reported Operating Income

Effective Tax Rate for the applicable period

Income Taxes on Reported Operating Income

After Tax Reported Operating Income

Three Months Ended March 31,

	2025	2024
Net Cash Provided by Operating Activities	\$ (786.8)	\$ (618.5)
Operating Activities items excluded from Free Cash Flow:		
<i>Changes in Operating Capital</i>	(1,173.3)	(1,033.6)
Free Cash Flow	\$ 386.5	\$ 415.1
Net Increase (Decrease) in Cash and Cash Equivalents	\$ (961.1)	\$ (1,259.2)
Cash Flow items excluded from Net Free Cash Flow:		
<i>Changes in Operating Capital</i>	(1,173.3)	(1,033.6)
<i>Proceeds from borrowings</i>	—	645.9
<i>Other investing, net</i>	43.0	(13.7)
<i>Changes in Short-term Debt, net</i>	(3.2)	0.3
<i>Other financing, net</i>	(14.8)	(21.8)
<i>Effect of foreign exchange rate changes on cash and cash equivalents</i>	54.4	(85.8)
Net Free Cash Flow	\$ 132.8	\$ (750.5)

Twelve Months Ended March 31,

	2025	2024
Reported Operating Income	\$ 2,248.3	\$ 2,237.1
<i>Effective Tax Rate for the applicable period</i>	26.9 %	26.3 %
<i>Income Taxes on Reported Operating Income</i>	604.8	588.4
After Tax Reported Operating Income	\$ 1,643.5	\$ 1,648.7

Non-GAAP Reconciliations

	Three Months Ended March 31,	
	2025	2024
Net Income - Omnicom Group Inc. ^{(a)(b)}	\$ 287.7	\$ 318.6
<i>Net Income Attributed to Noncontrolling Interests</i>	15.7	18.4
<i>Income From Equity Method Investments</i>	0.9	0.9
<i>Income Tax Expense</i>	120.7	116.0
Income Before Income Taxes and Income From Equity Method Investments	423.2	452.1
<i>Net Interest Expense</i>	29.4	26.8
Operating Income ^{(a)(b)}	452.6	478.9
<i>Amortization of acquired intangible assets and internally developed strategic platform assets</i> ⁽⁵⁾	21.8	21.5
EBITA	474.4	500.4
<i>Amortization of other purchased and internally developed software</i>	4.0	4.3
<i>Depreciation</i>	33.2	33.8
EBITDA	\$ 511.6	\$ 538.5
EBITA	\$ 474.4	\$ 500.4
<i>Acquisition related costs</i>	33.8	—
EBITA - Adjusted	\$ 508.2	\$ 500.4
Revenue	\$ 3,690.4	\$ 3,630.5
EBITA	\$ 474.4	\$ 500.4
EBITA Margin %	12.9 %	13.8 %
EBITA - Adjusted	\$ 508.2	\$ 500.4
EBITA Margin % - Adjusted	13.8 %	13.8 %

In millions. See Notes on page 13.

The above table reconciles the GAAP financial measure of Net Income – Omnicom Group Inc. to the non-GAAP financial measures of EBITDA, EBITA, and EBITA - Adjusted for the periods presented.

See page 23 for definition of non-GAAP financial measures.

Non-GAAP Reconciliations

	Three Months Ended March 31,	
	2025	2024
Net Income - Omnicom Group Inc.- Reported	\$ 287.7	\$ 318.6
<i>Net Income Attributed To Noncontrolling Interests</i>	<i>15.7</i>	<i>18.4</i>
<i>Income From Equity Method Investments</i>	<i>0.9</i>	<i>0.9</i>
<i>Income Tax Expense</i>	<i>120.7</i>	<i>116.0</i>
Income Before Income Taxes and Income From Equity Method Investments	423.2	452.1
<i>Net Interest Expense</i>	<i>29.4</i>	<i>26.8</i>
Operating Income - Reported	452.6	478.9
<i>Acquisition related costs</i>	<i>33.8</i>	<i>—</i>
Non-GAAP Operating Income - Adjusted	\$ 486.4	\$ 478.9

In millions

The above table reconciles the GAAP financial measure of Operating Income to adjusted Non-GAAP financial measure of Non-GAAP Operating Income - Adjusted for the periods presented. Management believes excluding the acquisition related costs is useful for investors to evaluate the comparability of the performance of our business between reporting periods.

Non-GAAP Reconciliations

	First Quarter	
	2025	2024
Net Income - Omnicom Group Inc. - Reported	\$ 287.7	\$ 318.6
<i>Impact on Net Income related to:</i>		
<i>Acquisition related costs</i>	32.7	—
<i>Amortization of acquired intangible assets and internally developed strategic platform assets</i>	16.1	15.9
Non-GAAP Net Income - Omnicom Group Inc. - Adjusted	\$ 336.5	\$ 334.5
<i>Diluted Shares</i>	198.3	200.1
<i>Reported Net Income per Share - Diluted</i>	\$ 1.45	\$ 1.59
<i>Acquisition related costs</i>	\$ 0.17	\$ —
<i>Amortization of acquired intangible assets and internally developed strategic platform assets</i>	\$ 0.08	\$ 0.08
Non-GAAP Adjusted Net Income per Share - Omnicom Group Inc. - Diluted	\$ 1.70	\$ 1.67

In millions

The above table reconciles the GAAP financial measure of Net Income-Omnicom Group Inc. to Non-GAAP Net Income-Omnicom Group Inc.-Adjusted for the periods presented. Management believes these non-GAAP measures are useful for investors to evaluate the comparability of the performance of our business between reporting periods.

Revenue by Discipline - 2024 & 2023 Full Year

	2024 Full Year			2023 Full Year		
	\$ Mix	% Growth	% Organic Growth ^(a)	\$ Mix	% Growth	% Organic Growth ^(a)
Media & Advertising	\$ 8,656.1	6.8 %	7.3 %	\$ 8,101.8	5.9 %	6.3 %
Precision Marketing	1,776.3	25.6 %	5.0 %	1,414.7	3.6 %	3.2 %
Public Relations	1,640.8	6.5 %	3.9 %	1,540.3	1.7 %	(0.9)%
Healthcare	1,337.1	(0.4)%	(0.2)%	1,342.4	3.0 %	3.7 %
Branding & Retail Commerce	726.4	(7.8)%	(6.8)%	788.0	0.6 %	1.2 %
Experiential	719.5	13.3 %	16.4 %	635.3	2.8 %	3.3 %
Execution & Support	832.9	(4.2)%	(0.4)%	869.7	(17.7)%	(0.9)%
Total	\$ 15,689.1	6.8 %	5.2 %	\$ 14,692.2	2.8 %	4.1 %

Effective January 1, 2025, we realigned the classification of certain services primarily within our Media & Advertising, Branding & Retail Commerce, Precision Marketing, and Public Relations disciplines. The above reflects the reclassification of prior year amounts to conform to the current year presentation.

(a) "Organic Growth" reflects the year-over-year increase or decrease in revenue from the prior period, excluding the foreign exchange rate impact and acquisition revenue, net of disposition revenue as defined on page 13.

Revenue by Discipline - 2024 Quarterly

	Q1 2024		Q2 2024		Q3 2024		Q4 2024	
	\$ Mix	% Organic Growth ^(a)	\$ Mix	% Organic Growth ^(a)	\$ Mix	% Organic Growth ^(a)	\$ Mix	% Organic Growth ^(a)
Media & Advertising	\$ 1,954.2	6.5 %	\$ 2,101.0	7.4 %	\$ 2,129.0	8.8 %	\$ 2,471.9	6.7 %
Precision Marketing	425.4	5.8 %	427.1	2.4 %	450.6	1.9 %	473.2	10.1 %
Public Relations	383.5	(1.1)%	407.9	0.9 %	404.0	4.4 %	445.4	10.6 %
Healthcare	317.0	2.3 %	345.1	2.1 %	337.1	(0.8)%	337.9	(4.0)%
Branding & Retail Commerce	185.5	(4.3)%	182.1	(4.4)%	181.7	(6.0)%	177.1	(12.2)%
Experiential	155.7	10.0 %	182.4	18.7 %	174.3	37.6 %	207.1	5.6 %
Execution & Support	209.2	(4.3)%	208.2	1.1 %	205.9	0.4 %	209.6	2.1 %
Total	\$ 3,630.5	4.0 %	\$ 3,853.8	5.2 %	\$ 3,882.6	6.5 %	\$ 4,322.2	5.2 %

Effective January 1, 2025, we realigned the classification of certain services primarily within our Media & Advertising, Branding & Retail Commerce, Precision Marketing, and Public Relations disciplines. The above reflects the reclassification of prior year amounts to conform to the current year presentation.

(a) "Organic Growth" reflects the year-over-year increase or decrease in revenue from the prior period, excluding the foreign exchange rate impact and acquisition revenue, net of disposition revenue as defined on page 13.

The preceding materials have been prepared for use in the April 15, 2025 conference call on Omnicom’s results of operations for the three months ended March 31, 2025. The call will be archived on the internet at <http://investor.omnicomgroup.com>

Forward-Looking Statements

Certain statements in this document contain forward-looking statements, including statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, from time to time, the Company or its representatives have made, or may make, forward-looking statements, orally or in writing. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the Company’s management as well as assumptions made by, and information currently available to, the Company’s management. Forward-looking statements may be accompanied by words such as “aim,” “anticipate,” “believe,” “plan,” “could,” “should,” “would,” “estimate,” “expect,” “forecast,” “future,” “guidance,” “intend,” “may,” “will,” “possible,” “potential,” “predict,” “project” or similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside the Company’s control. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include: risks relating to the pending merger (the “merger”) with The Interpublic Group of Companies, Inc. (“IPG”), including: that the merger may not be completed in a timely manner or at all; delays, unanticipated costs or restrictions resulting from regulatory review of the merger, including the risk that Omnicom or IPG may be unable to obtain governmental and regulatory approvals required for the merger, or that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the merger; uncertainties associated with the merger may cause a loss of both companies’ management personnel and other key employees, and cause disruptions to both companies’ business relationships; the merger agreement subjects the Company and IPG to restrictions on business activities prior to the effective time of the merger; the Company and IPG are expected to incur significant costs in connection with the merger and integration; litigation risks relating to the merger; the business and operations of both companies may not be integrated successfully in the expected time frame; the merger may result in a loss of both companies’ clients, service providers, vendors, joint venture participants and other business counterparties; and the combined company may fail to realize all of the anticipated benefits of the merger or fail to effectively manage its expanded operations; adverse economic conditions and disruptions, including geopolitical events, international hostilities, acts of terrorism, public health crises, inflation or stagflation, tariffs and other trade barriers, central bank interest rate policies in countries that comprise our major markets, labor and supply chain issues affecting the distribution of our clients’ products, or a disruption in the credit markets; international, national or local economic conditions that could adversely affect the Company or its clients, losses on media purchases and production costs incurred on behalf of clients; reductions in client spending, a slowdown in client payments or a deterioration or disruption in the credit markets; the ability to attract new clients and retain existing clients in the manner anticipated; changes in client marketing and communications services requirements; failure to manage potential conflicts of interest between or among clients; unanticipated changes related to competitive factors in the marketing and communications services industries; unanticipated changes to, or the ability to hire and retain key personnel; currency exchange rate fluctuations; reliance on information technology systems and risks related to cybersecurity incidents; effective management of the risks, challenges and efficiencies presented by utilizing Artificial Intelligence (AI) technologies and related partnerships in our business; changes in legislation or governmental regulations affecting the Company or its clients; risks associated with assumptions the Company makes in connection with its acquisitions, critical accounting estimates and legal proceedings; the Company’s international operations, which are subject to the risks of currency repatriation restrictions, social or political conditions and an evolving regulatory environment in high-growth markets and developing countries; and risks related to our environmental, social and governance goals and initiatives, including impacts from regulators and other stakeholders, and the impact of factors outside of our control on such goals and initiatives. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that may affect the Company’s business, including those described in Item 1A, “Risk Factors” and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K and in other documents filed from time to time with the Securities and Exchange Commission. Except as required under applicable law, the Company does not assume any obligation to update these forward-looking statements.

Non-GAAP Financial Measures

We present financial measures determined in accordance with generally accepted accounting principles in the United States (“GAAP”) and adjustments to the GAAP presentation (“Non-GAAP”), which we believe are meaningful for understanding our performance. We believe these measures are useful in evaluating the impact of certain items on operating performance and allow for comparability between reporting periods. EBITA is defined as earnings before interest, income taxes, and amortization of acquired intangible assets and internally developed strategic platform assets, and EBITA margin is defined as EBITA divided by revenue. We use EBITA and EBITA margin as additional operating performance measures, which exclude the non-cash amortization expense of acquired intangible assets and internally developed strategic platform assets. We also use Adjusted Operating Income, Adjusted Operating Income Margin, Adjusted EBITA, Adjusted EBITA Margin, Adjusted Income Tax Expense, Adjusted Net Income – Omnicom Group Inc. and Adjusted Net Income per diluted share – Omnicom Group Inc. as additional operating performance measures. Free Cash Flow is defined as net income plus depreciation, amortization, share based compensation expense plus/(less) other items to reconcile to net cash (used in) provided by operating activities. We believe Free Cash Flow is a useful measure of liquidity to evaluate our ability to generate excess cash from our operations. Primary Uses of Cash is defined as dividends to common shareholders, dividends paid to non-controlling interest shareholders, capital expenditures, cash paid on acquisitions, payments for additional interest in controlled subsidiaries and stock repurchases, net of the proceeds from our stock plans, and excludes changes in operating capital and other investing and financing activities, including commercial paper issuances and redemptions used to fund working capital changes. We believe this liquidity measure is useful in identifying the significant uses of our cash. Net Free Cash Flow is defined as Free Cash Flow less the Primary Uses of Cash. Net Free Cash Flow is one of the metrics used by us to assess our sources and uses of cash and was derived from our consolidated statements of cash flows. We believe that this liquidity measure is meaningful for understanding our primary sources and primary uses of that cash flow. EBITDA is defined as earnings before interest, taxes, depreciation and amortization of intangible assets. Net Debt is defined as total debt less cash, cash equivalents and short-term investments. We believe net debt, together with the comparable GAAP measures, reflects one of the liquidity metrics used by us to assess our cash management. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in accordance with GAAP. Non-GAAP financial measures as reported by us may not be comparable to similarly titled amounts reported by other companies.

Other Information

All dollar amounts are in millions except for per share figures. The information contained in this document has not been audited, although some data has been derived from Omnicom’s historical financial statements, including its audited financial statements. In addition, industry, operational, and other non-financial data contained in this document have been derived from sources that we believe to be reliable, but we have not independently verified such information, and we do not, nor does any other person, assume responsibility for the accuracy or completeness of that information. Certain amounts in prior periods have been reclassified to conform to our current presentation. The inclusion of information in this presentation does not mean that such information is material or that disclosure of such information is required.