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Omnicom Group, Inc. (OMC)

Q2 2025 Earnings Call

CORPORATE PARTICIPANTS

Gregory Lundberg

Senior Vice President-Investor Relations, Omnicom Group, Inc.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Paolo Yuvienco

Executive Vice President & Chief Technology Officer, Omnicom Group, Inc.

Philip J. Angelastro

Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

OTHER PARTICIPANTS

David Karnovsky

Analyst, JPMorgan Securities LLC

Steven Cahall

Analyst, Wells Fargo Securities LLC

Cameron McVeigh

Analyst, Morgan Stanley & Co. LLC

Adam Berlin

Analyst, UBS AG (London Branch)

Adrien de Saint Hilaire

Analyst, Bank of America

Jason Boisvert Bazinet

Analyst, Citigroup Global Markets, Inc.

Michael Brian Nathanson

Analyst, MoffettNathanson LLC

Craig Huber

Analyst, Huber Research Partners LLC

MANAGEMENT DISCUSSION SECTION

Operator: Hello and welcome to the Omnicom Second Quarter 2025 Earnings Call. All lines have been placed on mute to prevent any background noise. After the speakers' remarks, there will be a question-and-answer session. [Operator Instructions]

I would now like to turn the conference over to Greg Lundberg, Senior Vice President of Investor Relations. You may begin.

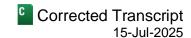
Gregory Lundberg

Senior Vice President-Investor Relations, Omnicom Group, Inc.

Thank you for joining our second quarter earnings call. With me today are John Wren, Chairman and Chief Executive Officer; Phil Angelastro, Executive Vice President and Chief Financial officer; and Paolo Yuvienco, Chief Technology Officer. On our website, omnicomgroup.com, you will find a press release and a presentation covering the information that we'll review today. An archived webcast will be available when today's call concludes.

Before we start, I'd like to remind everyone to read the forward-looking statements and non-GAAP financial and other information that we've included at the end of our investor presentation. Certain of the statements made today may constitute forward-looking statements. These represent our present expectations and relevant factors that could cause actual results to differ materially, are listed in our earnings materials and in our SEC filings including our 2024 Form 10-K.

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During the course of today's call, we will also discuss certain non-GAAP measures. You can find the reconciliation of these to the nearest comparable GAAP measures in the presentation materials. After our prepared remarks, we will open up the line for your questions.

And I'll now hand the call over to John.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Thank you Greg. Good afternoon, everyone, and thank you for joining us today. We're pleased to share our second quarter results. Organic growth was a solid 3% for the quarter in line with our expectations. Non-GAAP adjusted EBITA margin was 15.3% for the quarter and flat to last year. Non-GAAP adjusted net income per share, which excludes the after-tax effect of the amortization of acquired and strategic platform intangibles, repositioning costs, and acquisitions costs was \$2.05, up 5.1% versus the comparable amount in 2024.

Our cash flow continues to support our primary uses of cash, dividends, acquisitions and share repurchases. And our liquidity and balance sheet remained very strong. During the first half, we used \$223 million in cash to repurchase shares and are on track to repurchase \$600 million in shares in 2025. After a solid first half of the year, we are maintaining our guidance for the full year 2025 organic growth to be 2.5% to 4.5%, and adjusted EBITA guidance to be 10 basis points higher than the 15.5% we achieved in 2024.

Turning now to our key initiatives. I'd like to begin with an update on our proposed acquisition of Interpublic. In June, we reached a major milestone when we received antitrust approval to close the transaction in the United States, bringing the total number of approved jurisdictions to 13 out of the 18 required for closing. We remain fully on track to complete the transaction in the second half of this year.

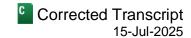
As we progress through the regulatory approval process, Philip, and I have continued to speak with our clients and our people. The response has been overwhelmingly positive. There is a genuine sense of anticipation and excitement about the opportunities our combined company will create that has only intensified as we approach the closing.

By combining our complementary strengths, the new Omnicom will be equipped with industry-leading resources to drive a bold era of growth for our people, delivering superior outcomes for our clients, and generating significant, long-term value for our shareholders. Omnicom and IPG have dedicated teams at both corporate levels, working closely with our merger consultants, leading the process to ensure a seamless and successful closing.

Contrary to the early speculation that the transaction might distract our professional staff, our agencies remain fully focused on delivering exceptional service to our clients and securing new business. Recent wins include Under Armour, Bimbo Global and ASDA, just to name a few. We continued to refine our analysis and identification of synergies to achieve our \$750 million run rate target following the closing. We are highly confident that we will achieve this level of synergies, and we continue to identify further opportunities beyond our target as we move forward with the evaluation.

We've also taken steps to align our existing portfolio, ensuring that we can immediately deliver the benefits of the combined company to our clients, particularly in relation to our operating platform strategy. To that end, effective July 1, Omnicom reorganized our most advanced data and technology assets, Omni, Omni AI, ArtBot, and the Flywheel Commerce Cloud into an end-to-end platform organization to drive our strategy forward. This move is

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designed to directly support our clients' marketing and commercial ambitions while accelerating our own growth trajectory.

With the proposed acquisition of IPG, our new platform will be significantly enhanced by the addition of KINESSO and Acxiom recognized as the world's highest fidelity data platform, as well as Real ID, the most comprehensive customer identity solution available. These assets will enable us to deliver an even greater value and innovation to our clients. The new platform organization will be led by Duncan Painter whose experience in building well-established tech platforms across Flywheel, [ph] EDS (00:06:19), Experian and Sky, and makes him uniquely suited for this role.

Our long-standing strategy has always been rooted in the belief that data and technology supercharge creativity. In today's world, especially with the rise of generative AI, breakthrough creativity is more valuable than ever. I'm proud to share that our agencies returned from this year's Cannes Lion (sic) [Lions International] (00:06:46) Festival of Creativity with two of the industry's highest honors. OMD Worldwide won Media Network of the Year and DDB Worldwide won Network of the Year. Our ability to excel in both creative and media underscores the strength of Omnicom's end-to-end capabilities and the outstanding work we deliver for our clients. The recognition also follows Omnicom being named Most Effective Holding Company for the second consecutive year by the 2024 Effie Index, demonstrating that our people and agencies continue to stay ahead of the curve, consistently delivering work that drives real business impact.

Lastly, I want to highlight a key addition to our leadership team. In May, we welcomed Susan Catalano, our new Chief People Officer in the United States. Susan brings a wealth of experience in organizational redesign, talent operations and management, and has successfully guided global organizations through transformational changes. Susan will play a key role in bringing Omnicom and Interpublic together, creating a world-class HR organization that attracts and develops the industry's best talent.

In closing, we're pleased with our first half financial results, our progress on key strategic initiatives and the integration planning underway for Interpublic. As we look to the second half of the year, we remain confident in achieving our full year organic growth and margin targets. Our focus will remain on delivering for our clients and successfully completing the Interpublic transaction.

Now, I want to introduce and turn the call over to Paolo Yuvienco, our Chief Technology Officer, who is joining us today to explain how we are making generative AI accessible to all our colleagues and clients across the organization. Paolo?

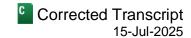
Paolo Yuvienco

Executive Vice President & Chief Technology Officer, Omnicom Group, Inc.

Thanks, John. I want to now spend a few minutes on what we think is one of our most significant competitive differentiators, how we're deploying generative AI and agentic capabilities through our Omni platform and data assets to fundamentally reshape how we create value for clients. Back in 2022, we made the strategic decision to be an early adopter of generative AI, recognizing the transformative potential ahead of many of our competitors and clients.

Initially, our focus was on the obvious applications, using generative AI for ideation in content creation and copy generation, as well as distilling insights from audiences. While these delivered immediate productivity gains, they represented only the first phase of our AI strategy.

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What is driving the latest phase of our continuous transformation has been the development and deployment of our agentic framework. Over the last year, we have been aggressively and systematically rolling out AI agents throughout our workflows where we can deploy multiple AI agents that collaborate seamlessly to deliver comprehensive solutions. Rather than isolated AI tools addressing individual tasks, we can now orchestrate intelligent agents across campaign lifecycles, simultaneously analyzing data, optimizing strategies and refining creative elements. This capability is powered by a proprietary data asset and institutional knowledge, democratizing access to our industry-leading consumer intelligence encompassing behaviors, demographics, cultural insights and transactions. Additionally, we are fine-tuning and grounding the market-leading foundational and frontier models, effectively encoding our strategic expertise into our scalable AI system.

Most importantly, we are orchestrating complex multi-stage workflows that previously required extensive human resources. Examples of this cover the entire spectrum of our workforce. For instance, our strategy and creative teams across all our agencies are incorporating synthetic audience agents that are grounded in the Omni data sets, allowing the teams to conduct synthetic focus groups for ideation, personalized content creation, and prelaunch testing and scoring of campaigns and assets.

In our Health Group, the teams have been able to create a multi-agent reasoning engine that helps in recalibrating campaigns and assets at significantly greater speed when the market conditions change by simulating market scenarios, model stakeholder responses, and synthesizes existing signals. Within our digital commerce group, the teams have crafted numerous agents that assist in new product launches, helping to optimize strategies by surfacing actionable insights from sales trends, market data, and competitor analysis. This all represents far more than operational efficiency, though those benefits are significant. We are building differentiated capabilities through our data and technology stack. This positions Omnicom to capture value as the industry evolves and strengthens our long-term competitive positioning.

Now, I'm going to hand it back to John, but I'll be available for our Q&A session later on the call.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Thanks, Paolo. I hope that gives you a better sense of how we are embedding generative AI across the enterprise.

I'll now turn the call over to Phil for a closer look at our financial results. Phil?

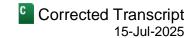
Philip J. Angelastro

Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

Thanks, John. In an uncertain market, our performance through the first half was solid, with organic revenue growth near the midpoint of our annual guidance, and our adjusted EBITA margin levels flat. As we begin the second half, less uncertainty in the macro environment may allow marketers to normalize spending levels, although it is still too early to say that the uncertainty in the macro environment has been eliminated. The larger parts of our business continue to perform very well, and we continue to invest in our technology platforms and tools that differentiate us in the marketplace. And at the corporate level, as John said, we are focused on planning for the integration of IPG so we can hit the ground running.

Let's now review our results in more detail, beginning with changes in revenue on slide 3. Organic growth in the quarter was 3%. The impact on revenue from foreign currency translation increased reported revenue by 1.1% as the US dollar weakened relative to most currencies throughout the quarter. If rates stay where they are, we

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estimate the impact of foreign currency translation on revenue will approximate positive 1% for Q3 and positive 2% in Q4, which would result in a benefit from foreign exchange of approximately 1% for the full year 2025. The net impact of acquisitions and dispositions on reported revenue was positive 0.1%. At this time, we expect the impact of acquisitions and dispositions completed to date will be minimal for the full year 2025.

Let's now turn to slide 4, for a summary of our income statement. This table shows our reported numbers on the left and non-GAAP adjusted numbers on the right. Adjusting for acquisition related expenses and repositioning costs, our Q2 2025 non-GAAP adjusted EBITA grew 3.7% to \$613.8 million, with a margin of 15.3%. And our non-GAAP adjusted diluted EPS grew 5.1% to \$2.05.

To highlight the two adjustments made to operating expenses, the first is an increase in Q2 of acquisition related expenses related to both regulatory approval work and an acceleration in our integration planning work. The second relates to repositioning actions, primarily severance, we took to optimize Omnicom Advertising Group and Omnicom Production Group, as well as to align our businesses and markets more broadly to recent changes in market conditions and client demand related to the challenging macro environment.

Please turn to slide 5 for reconciliation of these items in detail. Acquisition related costs of \$66 million in Q2 2025 increased from the \$34 million we incurred in Q1 of 2025, and repositioning costs were \$89 million during Q2 of 2025. We continue to expect our non-GAAP adjusted EBITA margin for the year to be 10 basis points higher than our 2024 result of 15.5%. As we get closer to closing the acquisition of IPG, we will be evaluating ways to accelerate savings opportunities prior to the closing date. We continue to expect to achieve our cost savings target of \$750 million.

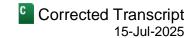
Let's now turn to slide 8, and review organic revenue growth in more detail, beginning with our disciplines. Media & Advertising was up 8% with solid growth in most geographies. Overall results were driven by strong growth in our Media business and mixed performance and Advertising. Precision Marketing grew 5%, including strong performance in our digital, CRM, and experience design agencies in the US, offset by mixed performance internationally. Public Relations declined 9%, primarily in the US, due largely to weaker performance in our global networks and some reduction relative to the benefit in 2024 from national election spend. We expect to see a difficult comp for the rest of 2025.

Healthcare revenues are down 5%, and this includes our having now cycled through a large prior period client loss, as well as work winding down on brands that are close to loss of patent protection. We continue to expect improved performance as the year progresses. Branding & Retail Commerce was down 17%. Branding experienced continued pressure from uncertain market conditions, impacting both new brand launches and rebranding projects, as well as continued slow M&A activity, while Retail Commerce in the quarter slowed. Experiential grew 3%, driven by good performance in the US, offset by a challenging comparison to last year with the Olympics as well as declines in the Middle East and China. Lastly, Execution & Support increased 1% driven by strong growth in the US, offset by negative performance in the UK and continental Europe.

Turning to organic revenue growth by geography on slide 9, we saw growth across all of our regions, with the exception of the UK, where strength in Media & Advertising was offset by other disciplines. Our largest market, the US, had organic growth of 3% and Asia Pacific also posted solid growth as well as continental Europe, although mixed by market.

Slide 10 is our revenue by industry sector. Year to date relative to 2024, there are various small changes in the categories we track. The auto category increased year-over-year, reflecting new business wins, which were offset by some client spend reductions.

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Now let's move down the income statement and look at our expenses on slide 11. In the quarter, salary and related service costs, our largest expense, were down on a reported basis and as a percentage of revenue, driven by our continued efficiency initiatives and ongoing changes in our global employee mix. Third-party service costs grew in connection with the growth in revenue, primarily in the Media & Advertising discipline. Third-party incidental costs, which are out of pocket costs billed back to clients at our cost, also grew in connection with revenue growth. Occupancy and other costs increased just under 4% but decreased as a percentage of revenue. These include office rent, other occupancy and general office expenses, as well as technology expenses.

SG&A expenses increased primarily due to the \$66 million of IPG acquisition-related costs in the second quarter of 2025. Excluding these costs, reported SG&A expenses declined by 6%.

Turning to slide 12 (sic) [slide 5]. You can see a presentation of our income statement that adjusts for the items that are not part of our normal course operations. As I mentioned earlier, when excluding both the acquisition related and repositioning costs from the second quarter of 2025, non-GAAP adjusted EBITA grew 4.1% and the related margin was flat at 15.3%.

Net interest expense in the second quarter of 2025 was flat, reflecting a decrease of \$1 million to \$40.7 million. We estimate that net interest expense will increase by approximately \$4 million in Q3 and by \$5 million in Q4. Our reported income tax rate was 30.2% in Q2 of 2025, compared to 26.4% in the prior year. The increased rate is primarily due to the non-deductibility of certain acquisition-related costs in 2025.

On an adjusted basis, our Q2 2025 rate was 26.5%, up slightly from Q2 of 2024, which was 26.3%. For full year 2025, we expect the rate on an adjusted basis to be between 26.5% and 27%. Average diluted shares outstanding were down 1% from Q2 2024 due to net repurchase activity, while reported diluted earnings per share were down 21% on an adjusted non-GAAP basis. As discussed, it increased 5% to \$2.05 per share.

Now, please turn to slide 12 for a look at year-to-date free cash flow. The year-over-year decline was driven primarily by the reduction in net income resulting from the impact of both the acquisition-related costs and the repositioning costs. As you know, our free cash flow definition excludes changes in operating capital.

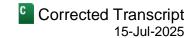
As you can see in the appendix on slide 18, we had an improvement of approximately \$250 million in the use of operating capital in the first six months of 2025, compared to last year. It's worth noting that on a 12-month basis, our change in operating capital is once again positive. Regarding our primary uses of free cash flow for the six months ended June 30, we used \$277 million of cash to pay for dividends to common shareholders, and another \$34 million for dividends to non-controlling interest shareholders.

Our capital expenditures were \$72 million. As we've discussed, they are a bit higher than our historical average due to ongoing investments in our strategic technology platform initiatives. Total acquisition payments were \$48 million, including earn-out payments and the acquisition of additional non-controlling interests. This is down significantly from last year, which included the acquisition of Flywheel net of cash acquired.

Finally, our share repurchase activity was \$223 million, excluding proceeds from stock plans of \$13 million. This included share repurchases of \$142 million in Q2 and \$81 million in Q1. We still expect repurchase activity of approximately \$600 million in total for the year.

Slide 13 is a summary of our credit, liquidity and debt maturities. At the end of Q2 2025, the book value of our outstanding debt was \$6.3 billion, flat with the same prior year period. We have no maturities in 2025. However,

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you will note that our \$1.4 billion April 2026 maturities are now classified as current on our balance sheet. We will address these in due course. Our cash equivalents and short-term investments at the end of the quarter were \$3.3 billion. We continue to maintain an undrawn \$2.5 billion revolving credit facility, which backstops our \$2 billion US commercial paper program.

Slide 14 presents our historical returns on two important performance metrics for the 12 months ended June 30, 2025. Omnicom's return on invested capital was 18% and our return on equity was 34%, both of which reflect our strong performance and strong balance sheet. The year-over-year change is driven by the IPG related acquisition costs and the repositioning costs incurred in the 12 months ended June 30, 2025.

I will now ask the operator to please open the lines up for questions and answers. Thank you.

QUESTION AND ANSWER SECTION

Operator: Thank you. [Operator Instructions] Thank you. Your first question comes from David Karnovsky with JPMorgan. Your line is open.

David Karnovsky

Analyst, JPMorgan Securities LLC

Thank you. John. You noted the ongoing macro uncertainty in your remarks. Can you speak to the progression of things since you last updated in April just given one of your competitors had noted a worsening trend in June? And then how should we view the low end of the guide? And what's your thinking to maintain that in the context of the over 3% growth to the first half?

John D. Wren
Chairman & Chief Executive Officer, Omnicom Group, Inc.

Sure. Other than some specific client type of issues with them being more impacted by proposed tariffs than not, in general, I don't think the environment's changed all that much since the last time we spoke. I think the Trump administration hasn't issued final guidelines, nor conclusions about some key markets that our clients operate in. And so I think it's business as usual for the most part. I think on all of our major clients and they'll be even more significant to us after this transaction closes, they're long-term partners of ours. And so to the extent that there's a little bump in the road someplace, it's nothing more than just that. And we will collectively get through it together in a very constructive way. So, yeah, there are macro concerns. But I would imagine there are macro concerns of different [indiscernible] (00:27:05) but these seem to be controlled by decisions coming out of Washington for the most part and I think they are going to settle down as we get through the balance of the year. Yeah, if you had more something specific you want to know I would be happy to answer you David but...

David Karnovsky

Analyst, JPMorgan Securities LLC

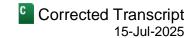
No, just any more thinking, John, on the low end of the range, maintaining [indiscernible] (00:27:34)...

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Yeah, no. No, no, no. What we did is with the uncertainty we made our comments earlier in the year. We're still operating well within that range and we have no reason at this point to think it's going to be any lower for any

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circumstance. And so everything should be upside from the bottom. But until we get further and further into these decisions that are being made by third parties, we really can't measure that impact.

David Karnovsky

Analyst, JPMorgan Securities LLC

Okay. Just one more if I can. Your third-party principal cost increases in the quarter would indicate continued strong contribution from principal trading just for this offering. How do we think about the sustainability and growth here and kind of maintaining that strong performance overall for Media & Advertising?

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Sure. I mean, media is probably the strongest area within the industry. And our third party, what you referred to as third party cost as you see from our disclosures that you can't see from any of our competitors. It's a product that we have. It's a product that we've had for a long time. It's a product that continues to grow. And I can see very clearly that it's going to continue to grow into the future. So, it isn't this unicorn by any standard, other than the fact that everybody else that you speak to in the industry doesn't tell you the truth. So, it is what it is. It continues to grow. It is a product. The reason it's revenue is for all sorts of accounting reasons that Phil could probably better explain. But it's a product that our clients opt into. We plan with them and then we execute against it, and the client gets a better deal, and we get incremental revenue with an incremental margin.

David Karnovsky

Analyst, JPMorgan Securities LLC

Thank you, John.

Operator: The next question comes from Steven Cahall with Wells Fargo. Your line is open.

Steven Cahall

Analyst, Wells Fargo Securities LLC

Thanks. I wanted to follow up on David's question, but focusing on the creative side within Media & Advertising. And Phil, I think last quarter you said creative was flattish in Q1 and might pick up during the year. So I'm just curious if you've seen any pickup on the creative side of things, and then relatedly, as David pointed out, it does look like the Media business is growing strong. John, you said that you think that'll continue into the future. Is there any margin mix benefit or shift that we should think about as Media becomes kind of this longer-term tailwind and becomes a bigger and bigger piece of revenue ahead?

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Well, let me deal with the second part, and then Phil can talk to the first part.

Philip J. Angelastro

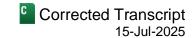
Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

Sure.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

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Yeah, media is a very, very strong area which continues to grow. I think our increased size will benefit us as we move forward and complete the transaction. Also, the unique attributes of what's in our platform that we gather information which allows us to gain insights to help target how clients spend their money and how to optimize that spend improves every single day. Paolo spoke to generative AI and the benefits it has to the tools that we're providing both our creative people and our media people. That continues to happen at breakneck pace. And he's available, by the way, to ask – to answer more specific question because I'm a generalist. And yeah, there are increasing opportunities that are being developed in terms of different products, different opportunities to increase margin, different ways to process media transaction. So, to me, that is very – I'm very optimistic about that and its continued growth. I know some – I think if you objectively look at the industry at least for the last two years, out of the people you would consider competitive in the set, two of us continue to win and the others continue to suffer at one pace or another. By the way, those are the same two that I tried to merge with a decade ago. So, I wasn't wrong then. I probably won't be wrong this time. You want to [indiscernible] (00:32:14)?

Philip J. Angelastro

Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

Yeah. On your first question, Steve, the creative business was basically flat to slightly down in the quarter. Performance was stronger outside the US in many international markets – not every international market, but many, relative to the US. So, performance was okay. It's been better in the past, but not that difficult. I think some of the macro probably had a little more of an impact on the creative business this guarter.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

It's certainly easier to move from quarter-to-quarter or from month-to-month than some of the media commitments that you have to make if you're standing at 20,000 feet and dissecting our business.

Steven Cahall

Analyst, Wells Fargo Securities LLC

Thank you.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Sure.

Operator: The next question comes from Cameron McVeigh with Morgan Stanley. Your line is open.

Cameron McVeigh

Analyst, Morgan Stanley & Co. LLC

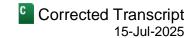
Hi, thanks. I wanted to ask about the AI agents and where you expect to see the biggest immediate value-add. And then long term, how you may expect that to evolve. And then secondly, on that point, yeah, how you expect that to impact your financials? Do you see this more enabling share gains and cross-selling some more of a top line growth driver, or is this more for an operational efficiency standpoint? And yeah, the help with margins or maybe both. Thanks.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.



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I'm going to let Paolo take the lead on the question and then I have some opinions. I don't think they're more than that on what the impacts of it are going to be financially, but Paolo.

Paolo Yuvienco

Executive Vice President & Chief Technology Officer, Omnicom Group, Inc.

Sure. So, as John articulated earlier, we believe that we sit on effectively the most elite data set in the industry. And our generative AI strategy is grounded in this notion of an agentic framework and what those agents are allowing us to do is to effectively infuse the intelligence of our elite data set into every facet of the marketing workflow. So, every discipline, all the teams across Omnicom now have the capability to drive deeper intelligence and a deeper understanding into every part of the work that they're doing for clients. This not only connects our capabilities, but also drives a better understanding of consumers at every touchpoint.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

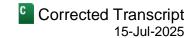
In terms of the financial impacts, this is a book yet to be written. The immediate benefit that we get is we're putting tools in the hands of our employees and colleagues all over the world, in just about every practice area that we function in. What hasn't – adoption of that is going to be dependent upon widespread use of many of these tools by large enterprise clients, which happen to be the clients that we serve, will happen at a slightly different pace than, say, the smallest self-service clients that somebody like Facebook looks to.

Now, what hasn't been factored in to this future state, as you get more productive and possibly need fewer people, there's going to be a cost which hasn't been fully loaded in by these people developing all these breakthrough, wonderful technologies. The cost to compute, the cost to store all those things haven't hit the headlines yet, so they haven't been factored into the decision making process at a client level as to, it's better to use the most – the fanciest product that's on the market or to do it in a more traditional fashion.

That's all – that's going to play out over the course, I think, in the next 24 to 36 months. What's key to us is to make sure that we have all the tools, we make all those tools available to the incredible group of over 100,000 professionals that we have around the world, because they're going to help us invent new things and to do things in ways that sitting here at our corporate headquarters we can't yet imagine which I think is going to be a great benefit. And we'll figure out ways to efficiently deliver these services to a client in a way that they're going to get a return on investment, and they're going to optimize the dollars that they spend in media earned and unearned. Did that quite do it for you? I can expand.

Cameron McVeigh Analyst, Morgan Stanley & Co. LLC	Q
That's helpful. Thank you.	
John D. Wren Chairman & Chief Executive Officer, Omnicom Group, Inc.	A
You're living in an interesting time, as we all are. So, it's wonderful. I'm ve	ery optimistic about it.
Operator: The next question comes from Adam Berlin with UBS. Your I	ine is open.
Adam Berlin Analyst, UBS AG (London Branch)	Q

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Hey, good evening. I've got three questions. The first question is if macro conditions remain the same for the rest of the year as we've seen in H1, is it reasonable to assume growth improves in H2 because of the ramp up of the Amazon revenues from the win last year? That's the first question.

John D. Wren Chairman & Chief Executive Officer, Omnicom Group, Inc.	<u> </u>	
Do you want to ask all three of them, or do you want me to answer them one at a time?		
Adam Berlin Analyst, UBS AG (London Branch)	C	
Yeah, I can [indiscernible] (00:38:10). I'll ask the others then. The second	d question	
John D. Wren Chairman & Chief Executive Officer, Omnicom Group, Inc.	Α	
Yeah, please.		

Adam Berlin
Analyst, UBS AG (London Branch)

The repositioning costs that you talked about in Q2, the \$89 million, when do we see the benefit of those? Is that in H2 or is that more 2026? Or is that already in the 10 bps of guidance that you've given for margin improvement

John D. Wren

this year? And the third question is can you tell us how Flywheel performed in Q2?

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Oh, I'll take a shot at it and Phil will back me up with facts. Hypothetical macro conditions, it's tough for me to project. What I do know is, I do know that have a very long history within Omnicom that we're quite flexible and agile in adjusting to whatever the conditions are. And never lose sight that we're not doing things simply transactionally. We're entering into longer-term relationships, trying to grow clients' brands. So, a blip of small numbers in a particular quarter or a particular moment in time are really irrelevant to the long-term health and continued growth of our business. So, I'm not – as we said earlier, we're very comfortable with the guidance that we previously have given you and we're sticking with it. We don't see – we don't plan based upon, wonderful macro conditions suddenly changing overnight. We think there's still going to be some challenges as we go forward. I think Washington will bring a lot of clarity to this over the rest of this quarter, and then we'll be able to plan better as we move into the fourth quarter and into the future. So, that's how I would respond to the first one. Phil can talk a little bit more about reposition.

Philip J. Angelastro

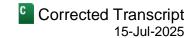
Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

Yeah.

John D. Wren
Chairman & Chief Executive Officer, Omnicom Group, Inc.

But I just have one comment before he does. Many of the changes that we've made, or we've insisted on making almost since July of last year, starting with production, then OAG, then a few, and then now the delivery platform that Duncan's going to continue to build out for us, required some anticipated reorganization. So, the host being Omnicom is ready when this closes in just a few months to absorb those activities in a very productive way, which

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allows us to achieve and possibly exceed the \$750 million we discussed at the time we announced the merger. So, we're not standing still during this period of time. We're planning the integration and where we have to reorganize ourselves to make it easier to ingest our new colleagues, that's what we're doing. Now, Phil can have more specific answers on the repositioning costs. But that's the reason behind why we're incurring them.

Philip J. Angelastro

Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

A

Sure. As far as the actions we took in in the quarter, Adam, couple clarifications. They weren't – they certainly weren't part of the actions we expect to take to meet our \$750 million synergy target, that we talked about, post close. We continue to expect to achieve the \$750 million synergy target, and we're certainly working on plans to exceed it as well as John had mentioned in his prepared remarks. We took the actions in the second quarter, as we said, to optimize, OAG and Omnicom Production units, which will help us certainly in the IPG integration process. And as I said in my prepared remarks, all of this has been considered in our 10 basis point improvement, for the year as we reiterate our guidance.

As far as Flywheel goes, we haven't and aren't going to provide individual numbers for individual – or specific numbers for individual businesses. But the Flywheel business continues to perform well, especially in the US. And it certainly continues to enhance our broader portfolio, including the Omni platform and our Al and data strategies. And, Duncan has been invaluable both in integrating Flywheel into our business as well as, the additional role that he is going to take on that John referred to in his prepared remarks. So, I think that addresses it, but happy to clarify any follow-up items.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

A

And one other positive thing about Flywheel, if you look historically at the portfolios of Omnicom and Interpublic, Interpublic has deeper relationships with many CPG companies that haven't been traditionally part of our growth and portfolio. That's going to introduce Flywheel to even more opportunities to provide service.

Adam Berlin

Analyst, UBS AG (London Branch)



All right. Thank you very much.

Operator: Your next question comes from Adrien de Saint Hilaire with Bank of America. Your line is open.

Adrien de Saint Hilaire

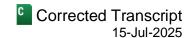


Analyst, Bank of America

Thank you very much, John – John and Phil for taking the questions. Please, so, I've got a few of them. One of your competitor was talking about a smaller pipeline, smaller opportunities right now. I was just wondering what your thoughts were around this.

Secondly, maybe a housekeeping question, but how much repositioning and acquisition related cost should we model for the year? And then sticking to that topic, is there some pull forward in that number, from the \$750 million of cost savings that you've planned from the IPG combination, or those these actions in 2025 come on top of that number?

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Philip J. Angelastro

Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

I'll take the latter first and then, we can go back to your first question. On the repositioning charges, they were not, as I said earlier, they were not part of the \$750 million synergy target. We continue to expect to achieve the \$750 million and beyond. But those charges were not part of the \$750 million. And, I think it's safe to say we don't intend to take any further repositioning charges in the third quarter, I think there are some actions we're going to be taking in connection with when the deal closes. We don't have a precise date, but we expect and believe it will continue to close in the second half, and, when it does, certainly to achieve the \$750 million, there are going to be some actions that we need to take that are going to result in charges, which I think we've made clear prior. But when we get there, we'll certainly provide some more information and disclosure around that.

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

And on your first question, I typically read and follow very much what my competitors are saying. I don't recall that particular quote referring to smaller opportunities. So, maybe you can provide some clarity. Maybe I just don't fully understand the question. I do think that because of some of the uncertainties that are out there that some decision processes have gotten delayed, or a little slower than what we might have expected in prior years. But again, that's a temporary phenomenon from my perspective. Could you give me a little bit more clarity? Maybe I can be a bit more help in terms of that first question.

Adrien de Saint Hilaire

Analyst, Bank of America

Yeah. Sure, sure, sure. So I think they were specifically calling out the fact that there isn't a lot of pitches basically going on [indiscernible] (00:47:08) specifically?

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Well, yeah, that I don't know if that's true or not. I mean, it's certainly inconsistent with all the projections everybody is making about all the disruption I was going to have in my business. When I announced the deal, because that hasn't occurred. But we continue along with at least one competitor to be invited to, I think, every single pitch of any size because clients are curious about how our services differ from those of maybe one other in the group primarily. So, it's business as usual, I think and also there are some active pitches going on during the summer that I find somewhat unusual because people, typically, delay some of those decisions until the autumn. So there is, I wouldn't say quantity a lot, but there is a few big opportunities that we're currently in the process of having conversations with clients about.

Adrien de Saint Hilaire

Analyst, Bank of America

Thank you very much.

John D. Wren

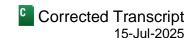
Chairman & Chief Executive Officer, Omnicom Group, Inc.

Thank you.

Philip J. Angelastro

Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

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Thank you.

Operator: The next question comes from Jason Bazinet with Citi. Your line is open.

Jason Boisvert Bazinet

Analyst, Citigroup Global Markets, Inc.

Can I just ask a quick question about your philosophy regarding buybacks? The reason I ask is that the \$600 million that you called out for the year seems very consistent with what you've done in terms of buybacks over the last 10 years, with a few exceptions. But your multiple seems as low today any time maybe ex the GFC back in 2008 and maybe ex COVID in 2020. So, I guess, the inference of the \$600 million is you don't really think about buying back more stock if your stock is cheap and less if you think it's expensive. It's just a pretty consistent sort of capital return independent of the price of your stock. Is that a fair characterization?

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

No, it wouldn't be. And the reason is back on December 8, as we were announcing the transaction to purchase Interpublic, we were acquiring them and we had to come up with a decision as to how much we would permit them to buy back during – until the transaction closed. And since we were insisting that they would be limited, they very respectfully asked us to define what we would do. And at the time, again, remember we were coming off COVID, last year, we were coming off of having purchased Flywheel, and so we agreed arbitrarily to two numbers, a number for them, which I'll allow them to tell you what it is on their call and \$600 million for us.

By all means, if it weren't for this agreement, we would probably be a lot more active in the market than we are currently. But we were respectful of the merger agreement that we signed. The good news is I expect that to be completed sometime in the next four months, at which point we'll be a lot more flexible and free to react to whatever the conditions are. But that's an arbitrary decision that was taken seven, eight months ago that we're honoring. So, it is not business as usual, and it's not because we don't see the same opportunities that you just mentioned.

Jason Boisvert Bazinet

Analyst, Citigroup Global Markets, Inc.

Okay. Thank you. That's very helpful.

Operator: The next question comes from Michael Nathanson with MoffettNathanson. Your line is open.

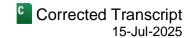
Michael Brian Nathanson

Analyst, MoffettNathanson LLC

Thanks. Hey, John. I have two. Firstly, I just want to ask you about RFK Jr. and potential changes in healthcare advertising. I know Interpublic's got a very good, and you do as well, healthcare business. How are you thinking about potentially the risks to any changes in marketing regulations?

And then secondly, I just wanted to ask, I guess, Paolo, on – we've seen Veo 3 launch from Google and looks pretty good and Sora is out there as well. I guess the chief concern about those products is it allows people to create great content at the click of a switch and more efficient – more messaging, more efficiently, less people. So I think the inherent risks for people is, look, it looks like it's actually cannibalistic to how people get paid in the

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agency world. So, help us square the circle why these tools that create great efficiency and great content is accretive to the business model versus being dilutive?

John D. Wren Chairman & Chief Executive Officer, Omnicom Group, Inc.	A	
Yeah. Well, there is a lot there to unpack. First is RFK, right?		
Michael Brian Nathanson Analyst, MoffettNathanson LLC	Q	
Yeah.		
John D. Wren Chairman & Chief Executive Officer, Omnicom Group, Inc.	A	
I think what you've heard is the third episode of a reality TV show as opposed to anything substantive. There		

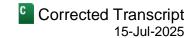
I think what you've heard is the third episode of a reality TV show as opposed to anything substantive. There seems to be a lot of complexity and conversation and very little change or action going on. And many of the things that are being suggested don't seem to have — anything is possible, but don't seem to have caught much traction in terms of the way behavior is occurring with pharmaceutical companies and with just the general public seeking better information about therapeutic answers to problems that they might individually have. So the medium possibly could change in which that information gets relayed. But the need to get that information to the consumer, that only gets more complex every day and that benefits us. So, that's on RFK. I wish that he only does the right thing for the American people.

In terms of your other question...

Philip J. Angelastro Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.	A
I think we need you to repeat it.	
John D. Wren Chairman & Chief Executive Officer, Omnicom Group, Inc.	Α
I'm sorry.	
Philip J. Angelastro Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.	A
If you don't mind.	
[indiscernible] (00:53:53)	
Michael Brian Nathanson Analyst, MoffettNathanson LLC	Q

The question is just more broadly [ph] it's for Paolo too (00:53:57), when you look at the next-generation video products being launched by the likes of Google like Veo 3 or Sora, like the quality – Sora's – the quality of AGI is getting better and better for video. So, we all worry that because of just the efficiency of what they're producing, it actually eats into your business and it's not accretive, it's dilutive just because it effectively allows people to make more and more messaging or creative messages at less and less amount of time, right? So, it looks like it's a dilutive set of tools to businesses that are based on billing hours on creative. So, that's the circle we need to

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square, like these tools sets are getting better and it feels like creating – content is getting more efficient and isn't that a problem for businesses that are billing based on time spent creating messaging?

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

А

Well, I'm going to let Paolo answer the question more specifically, but I just have two things to add to it just so you can understand is we're not caught in time incapable of changing our compensation models as the tools improve and our efficiency improves and the ROI to our clients improve. And we've – historically, it's happened quite a bit over my career. But the biggest seismic move, I guess, in the industry is when we move from getting paid on media commissions to getting paid in another fashion. It will increasingly – our compensation models will increasingly shift, I think, to outcomes, however defined and that's a big word and we don't have enough time to do it, that's number one.

And number two, Paolo can talk to just unbelievable capabilities that are being released every day. But I'll give you one example of something that nobody would have thought of. And it's very small user of a Google product wouldn't care about, but a big company did. We created an advertisement which we were able to create in minutes and it included an animal and that animal, as it was depicted in the content, had a hat on it. And as a result, the attorneys from that very large enterprise company wouldn't allow us to use the tools because it's illegal to put a hat on a cat. And I'm not Dr. Seuss, but Paolo can now talk to the technical part of it.

Paolo Yuvienco

Executive Vice President & Chief Technology Officer, Omnicom Group, Inc.



Yeah. I think – thanks, Michael. The first thing to note is that we incorporate all those major models including Veo 3. We get early access to all these models, and we've integrated them into our agentic framework for use across all the workflows for all of our teams. So, that's the first thing. So, we partner very closely with those model providers.

The other thing to note is that it is not just about driving efficiency. And as I said earlier, it's absolutely driving a certain degree of efficiency as it relates to content creation. John noted a specific example for one of our clients where we're able to realize those efficiencies very quickly. But what we see, at least today and for the future, is that it's allowing our creative teams to explore really more creative territories, unchartered creative territories, and that is really expanding the aperture of our creativity that we already believe that we have an unfair share of within Omnicom.

So, remuneration models aside, I think that all of the advancements in this technology is supercharging our capabilities and actually adding greater value to what we deliver for our clients, which are outcomes on a regular basis.

Michael Brian Nathanson

Analyst, MoffettNathanson LLC

C

Okay. Thanks, Paolo.

Paolo Yuvienco

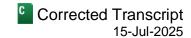
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Executive Vice President & Chief Technology Officer, Omnicom Group, Inc.

Thank you.

Operator: The next question comes from Craig Huber with Huber Research Partners. Your line is open.

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Craig Huber

Analyst, Huber Research Partners LLC

Great. Thank you. Just to follow up on those questions on AI, so the potential cost savings using AI and generative AI on behalf of your clients, those cost savings for your clients, where do you think those dollars go? Do they get ploughed back into activities through an Omnicom or do they come outside of the ecosystem and you actually lose the dollars? How do you think that plays out here?

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Well, I think, initially – I think it makes us more efficient, all right, and it allows us to be more creative because we can test more ideas to find out whether or not they're really great ideas or not such great ideas. So, it's been my experience that anytime that we can become more efficient, clients typically will reinvest that money in the brand itself. And I think if you were to do a survey as I probably have and I won't use the clients' names, industries like the auto industry, which is currently in all sorts of chaos because of tariffs, because of electric cars versus non-electric cars but when you cut through all those tactical noise and companies adjust, one of the things, I think, most major brands have realized is that with the savings and the improvement that they saw in their businesses during COVID, which declined or challenged a little bit post-COVID, what they forgot to do as they were enjoying those savings was to continue to invest in the brand. And that awareness, which you might think is obvious, really hasn't really occurred to people until very recently.

And increasingly, more and more of my conversations have to do with, how are you going to protect this brand that you've invested in over the last 50 or 100 years? And isn't that what differentiates your automobile in my example from the next guy? So if past is precedent at all, any savings that we get will get reinvested in the brand itself or in tactics which will drive sales. As a general statement, I believe that to be true. And Paolo will then talk to the tools. But again, Microsoft is investing in Three Mile Island for a reason, all right, because somebody's going to need electricity to power all this great stuff when it starts to get into a wide use, right?

Paolo Yuvienco

Executive Vice President & Chief Technology Officer, Omnicom Group, Inc.

I think, generally speaking, that with every technological revolution, the expectations of consumers typically moving faster than brands can keep up with. And the only way the brands can keep up is to actually create more personalized content that can deliver on what they're trying to ultimately sell. So with that, there's more and more content that needs to be created and generated. So it's not necessarily about creating the same content for cheaper, it's about being able to create more content to drive true mass personalization at scale.

Craig Huber

Analyst, Huber Research Partners LLC

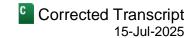
So what you're suggesting then is that, hypothetically, you save – say the customer saves 10% because they're using AI tools through your company a lot more, that extra 10% savings are going to plow those dollars back into marketing, advertising and therefore your company are going to see the same dollars, so you're not going to lose out. Is that what you're suggesting?

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

In general terms, yes. For the reasons that Paolo expressed plus our media products get more and more sophisticated every single day, and we're able to optimize them better and better, and we're able to identify the

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audiences that we should be talking to with this content. People will reinvest in – if I ask you to spend a dollar, but I kind of can prove to you that you're going to get \$2.20 back for it, you're going to reinvest that money.

Philip J. Angelastro

Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

And the more of those scenarios there are where you can prove the return, the more comfortable clients are going to be spending more to generate that return.

Craig Huber

Analyst, Huber Research Partners LLC

Okay. My next question I want to ask you, on the tariffs, you touched on this a little bit here maybe three months ago. Everybody was waking out about the tariffs and so forth. How are your clients feeling right now about the tariff's potential impact out there on their business and the macro side of things?

John D. Wren

Chairman & Chief Executive Officer, Omnicom Group, Inc.

Well, Phil is going to speak to the first 3,500 clients of ours. I'll speak to the balance. Go ahead. I'm only joking. Go ahead.

Philip J. Angelastro

Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

All right. I think there's a lot of variables in terms of how clients feel about it. It depends on what industry they're in. It depends on what they're trying to sell, what their goals are, et cetera. Some of them certainly probably paused a little bit, when the first round of tariffs came out in early April and reassessed the landscape. Some of them though, at the same time, decided to pull forward some investment spend depending on what their objectives were, so it really runs the gamut. And I think it also – there's a bunch of different answers depending on what geographies they're operating in and what their tactics really are. So, I think you've had a number of broad responses based on a lot of different facts and circumstances and it's hard to say, here's the answer as it applies to a broad contingent of clients.

John D. Wren

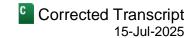
Chairman & Chief Executive Officer, Omnicom Group, Inc.

But I'll give you one real life, very important, observation. And of the people in the room with me, Greg, who you know, was there too at Cannes this year and there were approximately 37,000 people, making up professionals in the industry, making up clients, and making up an awful lot of people from tech and from media. I didn't hear and I was shocked for the whole week. I didn't hear the word tariff once. People were looking past this current situation to the future and to running their business and the implications of how we would go about doing it. I mean, it was so noticeable that it wasn't a word that was being bantered around. It was kind of refreshing. So I'd take some optimism, and we will get through this phase with whatever industries are currently being impacted, and that the 37,000 people I was with three weeks ago in the south of France were probably a better indication of the future than today's headlines.

Craig Huber

Analyst, Huber Research Partners LLC

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And thank you for that. My final question just real quick, you said 13 out of 18 jurisdictions or countries around the world haven't approved your acquisition merger with IPG. Who are the remaining five, just we're on the same page?

John D. Wren Chairman & Chief Executive Officer, Omnicom Group, Inc. [indiscernible] (01:06:14). Go ahead, Phil. You're on.

Philip J. Angelastro Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

So the largest one is certainly the EU. I think other than that, we're not going to name names. I think each one is a little different and is a little - at a little different phase of the review process, but we certainly expect to close in the second half of the year. We don't see any issues that would change that conclusion. And we're going to do our best to get through the rest of these reviews.

Craig Huber Analyst, Huber Research Partners LLC Great.

John D. Wren Chairman & Chief Executive Officer, Omnicom Group, Inc.

I would just echo that with the confidence that I mentioned before. It's summertime, so we expect – we don't expect as much activity in July and August as we had prior to this, as people go on holiday. But we're pretty damn - we are confident that we're well along in the process with all of these remaining operations. Getting through the United States was probably the biggest hurdle, not hurdle, but question. And I think a lot of these remaining governments look to see the US has approved it before they finalize whatever their decisions are. But...

Craig Huber Analyst, Huber Research Partners LLC

Great, Thanks, Phil. Thanks, John.

Philip J. Angelastro Executive Vice President & Chief Financial Officer, Omnicom Group, Inc.

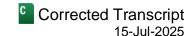
Sure. Thank you.

John D. Wren Chairman & Chief Executive Officer, Omnicom Group, Inc.

Great. Thank you.

Operator: Thank you. That is all the time we have for questions. This concludes today's conference call. Thank you for joining. You may now disconnect.

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