



OMNICOM REPORTS THIRD QUARTER 2025 RESULTS

2025 Third Quarter:

- Revenue of \$4.0 billion, with organic growth of 2.6%
- Net income of \$341.3 million; \$436.4 million Non-GAAP adjusted
- Diluted earnings per share of \$1.75; \$2.24 Non-GAAP adjusted
- Operating income of \$530.1 million; Non-GAAP Adj. EBITA of \$651.0 million with 16.1% margin

NEW YORK, October 21, 2025 - Omnicom (NYSE: OMC) today announced results for the quarter ended September 30, 2025.

"We expect to close the Interpublic acquisition next month, creating the world's leading marketing and sales company. Together, we will emerge with the industry's most talented team and a powerful platform designed to accelerate growth through strategic advantages in data, media, creativity, production, and technology," said John Wren, Chairman and Chief Executive Officer of Omnicom. "We're already seeing strong momentum with significant new business wins across both companies, underscoring the compelling opportunities this acquisition creates. Our enhanced ability to deliver revenue growth, operate with greater efficiency, and generate healthy free cash flow only strengthens our confidence in the future - for our clients, our people and for long-term shareholder value."

Third Quarter 2025 Results

	Three Months Ended September 30,	
	2025	2024
<i>\$ in millions, except per share amounts</i>		
Revenue	\$ 4,037.1	\$ 3,882.6
Operating Income	530.1	600.1
Operating Income Margin	13.1 %	15.5 %
Net Income ¹	341.3	385.9
Net Income per Share - Diluted ¹	\$ 1.75	\$ 1.95
Non-GAAP Measures: ¹		
EBITA	551.6	622.3
EBITA Margin	13.7 %	16.0 %
Adjusted EBITA	651.0	622.3
Adjusted EBITA Margin	16.1 %	16.0 %
Non-GAAP Adjusted Net Income per Share - Diluted	\$ 2.24	\$ 2.03

1) See notes on page 10.

Revenue

Revenue in the third quarter of 2025 increased \$154.5 million, or 4.0%, to \$4,037.1 million as compared to the third quarter of 2024. Worldwide revenue growth in the third quarter of 2025 compared to the third quarter of 2024 was led by an increase in organic revenue of \$102.4 million, or 2.6%. Acquisition revenue, net of disposition revenue, was not significant. The impact of foreign currency translation increased revenue by \$52.4 million, or 1.4%.

Organic growth by discipline in the third quarter of 2025 compared to the third quarter of 2024 was as follows: 9.1% for Media & Advertising, 2.0% for Execution & Support, and 0.8% for Precision Marketing, partially offset by declines of 1.9% for Healthcare, 7.5% for Public Relations, 17.7% for Experiential and 16.9% for Branding & Retail Commerce.

Organic growth by region in the third quarter of 2025 compared to the third quarter of 2024 was as follows: 4.6% for the United States, 27.3% for Latin America, 3.7% for the United Kingdom, and 5.9% for the Middle East & Africa, partially offset by declines of 0.2% for Other North America, 3.7% for Asia Pacific, and 3.1% for Euro Markets & Other Europe.

Expenses

Operating expenses increased \$224.5 million, or 6.8%, to \$3,507.0 million in the third quarter of 2025 compared to the third quarter of 2024. Included in operating expenses in the third quarter of 2025 are \$60.8 million of acquisition related costs for the pending acquisition of The Interpublic Group of Companies, Inc. ("IPG") and \$38.6 million of repositioning costs, primarily related to severance as we prepare to integrate the pending acquisition of IPG.

Salary and service costs increased \$125.5 million, or 4.5%, to \$2,921.5 million. These costs tend to fluctuate with changes in revenue and are comprised of salary and related costs, which include employee compensation and benefits costs and freelance labor, third-party service costs, and third-party incidental costs. Salary and related costs decreased \$68.4 million, or 3.7%, to \$1,778.5 million, primarily due to our prior repositioning actions and changes in our global employee mix. As a percentage of revenue, salary and related costs decreased as compared to the prior period. Third-party service costs include third-party supplier costs when we act as principal in providing services to our clients. Third-party incidental costs that are required to be included in revenue primarily consist of client-related travel and incidental out-of-pocket costs, which are billed back to the client directly at our cost. Third-party service costs increased \$171.1 million, or 21.8%, to \$955.6 million, primarily as a result of organic growth in our Media & Advertising and Execution & Support disciplines. Third-party incidental costs increased \$22.8 million, or 13.9%, to \$187.4 million, primarily as a result of organic growth.

Occupancy and other costs, which are less directly linked to changes in revenue than salary and service costs, decreased \$2.9 million, or 0.9%, to \$322.7 million. In the third quarter of 2025, as a percentage of revenue, occupancy and other costs decreased as compared to the prior period.

SG&A expenses increased \$64.0 million, or 64.3%, to \$163.5 million. Included in SG&A expenses in the third quarter of 2025 are \$60.8 million of cost related to the pending acquisition of IPG.

Operating Income

Operating income decreased \$70.0 million, or 11.7%, to \$530.1 million in the third quarter of 2025 compared to the third quarter of 2024, and the related margin decreased to 13.1% from 15.5%. Acquisition related costs and repositioning costs related to the pending acquisition of IPG decreased operating margin by 2.4 percentage points in the third quarter of 2025.

Interest Expense, net

Net interest expense in the third quarter of 2025 increased \$2.8 million to \$43.2 million compared to the third quarter of 2024. Interest expense decreased \$6.0 million to \$60.4 million. Interest income decreased \$8.8 million to \$17.2 million, primarily due to lower average cash balances and lower interest rates.

Income Taxes

Our effective tax rate for the third quarter of 2025 increased to 27.2% compared to 26.8% for the third quarter of 2024. The effective tax rate for 2025 increased primarily due to the non-deductibility of certain acquisition related costs in 2025.

Net Income – Omnicom Group Inc. and Diluted Net Income per Share

Net income - Omnicom Group Inc. for the third quarter of 2025 decreased \$44.6 million, or 11.6%, to \$341.3 million compared to the third quarter of 2024. Diluted shares outstanding for the third quarter of 2025 decreased 1.7% to 194.9 million from 198.2 million as a result of net share repurchases. Diluted net income per share of \$1.75 decreased \$0.20, or 10.3%, from \$1.95. Non-GAAP Adjusted Net Income per Share - Diluted for the third quarter of 2025 increased \$0.21, or 10.3%, to \$2.24 from \$2.03. Non-GAAP Adjusted Net Income per Share - Diluted for the third quarters of 2025 and 2024 excluded \$15.9 million and \$16.4 million, respectively, of after-tax amortization of acquired intangible assets and internally developed strategic platform assets. Non-GAAP Adjusted Net Income per Share - Diluted for the third quarter of 2025 also excluded \$50.8 million of after-tax acquisition related costs and \$28.4 million of after-tax repositioning costs. We present Non-GAAP Adjusted Net Income per Share - Diluted to allow for comparability with the prior year period.

EBITA

EBITA decreased \$70.7 million, or 11.4%, to \$551.6 million in the third quarter of 2025 compared to the third quarter of 2024, and the related margin decreased to 13.7% from 16.0%. Adjusted EBITA increased \$28.7 million, or 4.6%, to \$651.0 million in the third quarter of 2025 compared to the third quarter of 2024, and the related margin increased to 16.1% from 16.0%. EBITA and Adjusted EBITA excluded amortization of acquired intangible assets and internally developed strategic platform assets of \$21.5 million and \$22.2 million in the third quarters of 2025 and 2024, respectively. Adjusted EBITA also excluded \$60.8 million of costs related to the pending acquisition of IPG and repositioning costs of \$38.6 million in the third quarter of 2025.

Risks and Uncertainties

Global 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 could cause economic uncertainty and volatility. The impact of these issues on our business will vary by geographic market and discipline. We monitor economic conditions and disruptions closely, as well as client revenue levels and other factors. In response to reductions in revenue, we can take actions to align our cost structure with changes in client demand and manage our working capital. However, there can be no assurance as to the effectiveness of our efforts to mitigate any impact of the current and future adverse economic conditions and disruptions, reductions in client revenue, changes in client creditworthiness and other developments.

Definitions - Components of Revenue Change

We use certain terms in describing the components of the change in revenue above.

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.

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 description above.

Organic growth: calculated by subtracting the foreign exchange rate impact component and the acquisition revenue, net of disposition revenue component from total revenue growth.

Conference Call

Omnicom will host a conference call to review its financial results on Tuesday, October 21, 2025, starting at 4:30 p.m. Eastern Time. A live webcast of the call, along with the related slide presentation, will be available at Omnicom's investor relations website, investor.omnicomgroup.com, and a webcast replay will be made available after the call concludes.

Corporate Responsibility

At Omnicom, we are committed to promoting responsible practices and making positive contributions to society around the globe. Please explore our website (omnicomgroup.com/corporate-responsibility) for highlights of our progress across the areas on which we focus: Empower People, Protect Our Planet, Lead Responsibly.

About Omnicom

Omnicom (NYSE: OMC) is a leading provider of data-inspired, creative marketing and sales solutions. Omnicom's iconic agency brands are home to the industry's most innovative communications specialists who are focused on driving intelligent business outcomes for their clients. The company offers a wide range of services in advertising, strategic media planning and buying, precision marketing, retail and digital commerce, branding, experiential, public relations, healthcare marketing and other specialty marketing services to over 5,000 clients in more than 70 countries. For more information, visit www.omnicomgroup.com.

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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. We define EBITA as earnings before interest, 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 share – Omnicom Group Inc. - Diluted as additional operating performance measures. 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.

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 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 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.

OMNICOM GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(In millions, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 11,743.1	\$ 11,366.9
Operating Expenses:				
Salary and service costs	2,921.5	2,796.0	8,600.4	8,288.7
Occupancy and other costs	322.7	325.6	963.2	953.9
Repositioning costs ¹	38.6	—	127.4	57.8
Cost of services	3,282.8	3,121.6	9,691.0	9,300.4
Selling, general and administrative expenses ¹	163.5	99.5	451.8	295.8
Depreciation and amortization	60.7	61.4	178.4	181.4
Total Operating Expenses¹	3,507.0	3,282.5	10,321.2	9,777.6
Operating Income	530.1	600.1	1,421.9	1,589.3
Interest Expense	60.4	66.4	182.1	182.9
Interest Income	17.2	26.0	68.8	74.0
Income Before Income Taxes and Income From Equity Method Investments	486.9	559.7	1,308.6	1,480.4
Income Tax Expense ¹	132.3	150.2	373.5	389.9
Income From Equity Method Investments	5.8	0.4	6.5	4.6
Net Income¹	360.4	409.9	941.6	1,095.1
Net Income Attributed To Noncontrolling Interests	19.1	24.0	55.0	62.5
Net Income - Omnicom Group Inc.¹	\$ 341.3	\$ 385.9	\$ 886.6	\$ 1,032.6
Net Income Per Share - Omnicom Group Inc.: ¹				
Basic	\$ 1.76	\$ 1.97	\$ 4.54	\$ 5.25
Diluted	\$ 1.75	\$ 1.95	\$ 4.51	\$ 5.19
Dividends Declared Per Common Share	\$ 0.70	\$ 0.70	\$ 2.10	\$ 2.10
Operating income margin	13.1 %	15.5 %	12.1 %	14.0 %
Non-GAAP Measures:⁴				
EBITA ²	\$ 551.6	\$ 622.3	\$ 1,485.0	\$ 1,654.5
EBITA Margin ²	13.7 %	16.0 %	12.6 %	14.6 %
EBITA - Adjusted ^{1,2}	\$ 651.0	\$ 622.3	\$ 1,773.0	\$ 1,712.3
EBITA Margin - Adjusted ^{1,2}	16.1 %	16.0 %	15.1 %	15.1 %
Non-GAAP Adjusted Net Income Per Share - Omnicom Group Inc. - Diluted ^{1,3}	\$ 2.24	\$ 2.03	\$ 5.98	\$ 5.65

1) See Note 3 on page 10.

2) See Note 4 on page 10 for the definition of EBITA.

3) Adjusted Net Income per Share - Diluted for the three and nine months ended September 30, 2025 excludes after-tax amortization of acquired intangible assets and internally developed strategic platform assets, after-tax repositioning costs, and after-tax acquisition related costs. Adjusted Net Income per Share - Diluted for the three and nine months ended September 30, 2024, excludes after-tax amortization of acquired intangible assets and internally developed strategic platform assets and, for the nine months ended September 30, 2024, also excludes after-tax repositioning costs. We believe these measures are useful in evaluating the impact of these items on operating performance and allows for comparability between reporting periods.

4) See Non-GAAP reconciliations starting on page 8.

OMNICOM GROUP INC. AND SUBSIDIARIES
DETAIL OF OPERATING EXPENSES
(Unaudited)
(In millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 11,743.1	\$ 11,366.9
Operating Expenses:				
Salary and service costs:				
Salary and related costs	1,778.5	1,846.9	5,386.8	5,531.1
Third-party service costs ¹	955.6	784.5	2,670.8	2,293.8
Third-party incidental costs ²	187.4	164.6	542.8	463.8
Total salary and service costs	2,921.5	2,796.0	8,600.4	8,288.7
Occupancy and other costs	322.7	325.6	963.2	953.9
Repositioning costs ³	38.6	—	127.4	57.8
Cost of services	3,282.8	3,121.6	9,691.0	9,300.4
Selling, general and administrative expenses ³	163.5	99.5	451.8	295.8
Depreciation and amortization	60.7	61.4	178.4	181.4
Total operating expenses³	3,507.0	3,282.5	10,321.2	9,777.6
Operating Income	\$ 530.1	\$ 600.1	\$ 1,421.9	\$ 1,589.3

1) Third-party service costs include third-party supplier costs when we act as principal in providing services to our clients.

2) 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.

3) See Note 3 on page 10.

OMNICOM GROUP INC. AND SUBSIDIARIES
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
(Unaudited)
(In millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net Income - Omnicom Group Inc.	\$ 341.3	\$ 385.9	\$ 886.6	\$ 1,032.6
Net Income Attributed To Noncontrolling Interests	19.1	24.0	55.0	62.5
Net Income	360.4	409.9	941.6	1,095.1
Income From Equity Method Investments	5.8	0.4	6.5	4.6
Income Tax Expense	132.3	150.2	373.5	389.9
Income Before Income Taxes and Income From Equity Method Investments	486.9	559.7	1,308.6	1,480.4
Interest Expense	60.4	66.4	182.1	182.9
Interest Income	17.2	26.0	68.8	74.0
Operating Income	530.1	600.1	1,421.9	1,589.3
Add back: amortization of acquired intangible assets and internally developed strategic platform assets ¹	21.5	22.2	63.1	65.2
Earnings before interest, taxes and amortization of intangible assets ("EBITA")¹	\$ 551.6	\$ 622.3	\$ 1,485.0	\$ 1,654.5
Amortization of other purchased and internally developed software	3.9	4.3	11.9	13.4
Depreciation	35.3	34.9	103.4	102.8
EBITDA	\$ 590.8	\$ 661.5	\$ 1,600.3	\$ 1,770.7
EBITA¹	\$ 551.6	\$ 622.3	\$ 1,485.0	\$ 1,654.5
Repositioning costs ²	38.6	—	127.4	57.8
Acquisition related costs ²	60.8	—	160.6	—
EBITA - Adjusted^{1,2}	\$ 651.0	\$ 622.3	\$ 1,773.0	\$ 1,712.3
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 11,743.1	\$ 11,366.9
Non-GAAP Measures:				
EBITA ¹	\$ 551.6	\$ 622.3	\$ 1,485.0	\$ 1,654.5
EBITA Margin ¹	13.7 %	16.0 %	12.6 %	14.6 %
EBITA - Adjusted ^{1,2}	\$ 651.0	\$ 622.3	\$ 1,773.0	\$ 1,712.3
EBITA Margin - Adjusted ^{1,2}	16.1 %	16.0 %	15.1 %	15.1 %

1) See Note 4 on page 10 for the definition of EBITA.

2) See Note 3 on page 10.

The above table reconciles the Non-GAAP financial measures of EBITDA, EBITA, EBITA - Adjusted, EBITA Margin and EBITA Margin - Adjusted to the GAAP financial measure of Net Income- Omnicom Group Inc. 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. Accordingly, we believe EBITA, EBITA Margin, EBITA - Adjusted, and EBITA Margin - Adjusted are useful measures for investors to evaluate the comparability of the performance of our business year to year.

OMNICOM GROUP INC. AND SUBSIDIARIES
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
(Unaudited)
(In millions)

	Three Months Ended September 30,					
	Reported 2025	Non- GAAP Adj. ⁽¹⁾	Non- GAAP 2025 Adj.	Reported 2024	Non- GAAP Adj. ⁽¹⁾	Non- GAAP 2024 Adj.
Revenue	\$4,037.1	\$ —	\$4,037.1	\$3,882.6	\$ —	\$3,882.6
Operating Expenses ¹	3,507.0	(99.4)	3,407.6	3,282.5	—	3,282.5
Operating Income	530.1	99.4	629.5	600.1	—	600.1
Operating Income Margin	13.1 %		15.6 %	15.5 %		15.5 %

	Nine Months Ended September 30,					
	Reported 2025	Non- GAAP Adj. ⁽¹⁾	Non- GAAP 2025 Adj.	Reported 2024	Non- GAAP Adj. ⁽¹⁾	Non- GAAP 2024 Adj.
Revenue	\$11,743.1	\$ —	\$11,743.1	\$11,366.9	\$ —	\$11,366.9
Operating Expenses ¹	10,321.2	(288.0)	10,033.2	9,777.6	(57.8)	9,719.8
Operating Income	1,421.9	288.0	1,709.9	1,589.3	57.8	1,647.1
Operating Income Margin	12.1 %		14.6 %	14.0 %		14.5 %

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
	Net Income	Net Income per Share- Diluted	Net Income	Net Income per Share- Diluted	Net Income	Net Income per Share- Diluted	Net Income	Net Income per Share- Diluted
Net Income - Omnicom Group Inc. - Reported	\$ 341.3	\$ 1.75	\$ 385.9	\$ 1.95	\$ 886.6	\$ 4.51	\$1,032.6	\$ 5.19
Repositioning costs (after-tax) ²	28.4	0.15	—	—	95.7	0.49	42.9	0.22
Acquisition related costs (after-tax) ^{1,2}	50.8	0.26	—	—	145.0	0.74	—	—
Amortization of acquired intangible assets and internally developed strategic platform assets (after-tax) ²	15.9	0.08	16.4	0.08	46.7	0.24	48.2	0.24
Non-GAAP Net Income - Omnicom Group Inc. - Adjusted^{2,3}	\$ 436.4	\$ 2.24	\$ 402.3	\$ 2.03	\$1,174.0	\$ 5.98	\$1,123.7	\$ 5.65

1) See Note 3 on page 10.

2) Adjusted Net Income per Share - Diluted for the three and nine months ended September 30, 2025 excludes after-tax amortization of acquired intangible assets and internally developed strategic platform assets, after-tax repositioning costs, and after-tax acquisition related costs. Adjusted Net Income per Share - Diluted for the three and nine months ended September 30, 2024, excludes after-tax amortization of acquired intangible assets and internally developed strategic platform assets and, for the nine months ended September 30, 2024, also excludes after-tax repositioning costs. We believe these measures are useful in evaluating the impact of these items on operating performance and allows for comparability between reporting periods.

3) Weighted-average diluted shares for the three months ended September 30, 2025 and 2024 were 194.9 million and 198.2 million, respectively. Weighted-average diluted shares for the nine months ended September 30, 2025 and 2024 were 196.4 million and 198.9 million, respectively. The above tables reconcile the Non-GAAP financial measures of Non-GAAP Operating Income - Adjusted, Non-GAAP Net Income-Omnicom Group Inc. - Adjusted and Non-GAAP Adjusted Net Income per Share - Diluted to the GAAP financial measures of Operating Income, Net Income - Omnicom Group Inc. and Net Income per Share - Diluted. Management believes these Non-GAAP measures are useful for investors to evaluate the comparability of the performance of our business year to year.

NOTES:

- 1) Net Income and Net Income per Share for Omnicom Group Inc.
- 2) See non-GAAP reconciliations starting on page 8.
- 3) For the three months ended September 30, 2025, operating expenses included \$38.6 million (\$28.4 million after-tax) of repositioning costs, primarily related to severance actions as we prepare to integrate the pending acquisition of IPG. For the nine months ended September 30, 2025, operating expenses include \$127.4 million (\$95.7 million after-tax) of repositioning costs, related to severance actions as we prepare to integrate the pending acquisition of IPG, as well as efficiency initiatives in the second quarter of 2025, primarily within the Omnicom Advertising Group and the Omnicom Production Group. In addition, included in selling, general and administrative expenses for the three and nine months ended September 30, 2025, are acquisition related costs of \$60.8 million (\$50.8 million after-tax) and \$160.6 million (\$145.0 million after-tax), respectively, related to the pending acquisition of IPG. The net impact of these items reduced operating income for the three and nine months ended September 30, 2025, by \$99.4 million (\$79.2 million after-tax) and \$288.0 million (\$240.7 million after-tax), respectively, which reduced diluted net income per share - Omnicom Group Inc. by \$0.41 and \$1.23, respectively. There were no acquisition related costs or repositioning costs for the three months ended September 30, 2024. For the nine months ended September 30, 2024, operating expenses included \$57.8 million (\$42.9 million after-tax) of repositioning costs recorded in the second quarter of 2024, primarily related to severance, which reduced diluted net income per share - Omnicom Group Inc. by \$0.22. There were no acquisition related costs for the three and nine months ended September 30, 2024.
- 4) We define EBITA as earnings before interest, taxes and amortization of acquired intangible assets and internally developed strategic platform assets.