

OMNICOM GROUP INC.
U.S. OFFICE OF FOREIGN ASSETS CONTROL (“OFAC”)
SANCTIONS COMPLIANCE POLICY STATEMENT

As adopted by the Governance Committee on July 19, 2012

Omnicom Group Inc. (“Omnicom”) is committed to conducting its business with honesty and integrity, and in full compliance with all applicable laws, including U.S. statutes and regulations that restrict dealings with certain individuals, organizations, and countries that are subject to embargoes or sanctions. The management of Omnicom expects every officer, director, employee, and agent of Omnicom and its subsidiaries involved in international business transactions to understand the basic elements of such laws and regulations and to comply with them at all times. Omnicom’s compliance with these laws and regulations is a critical component of its reputation and success.

The U.S. Government maintains and enforces sanctions and embargoes that restrict trade, investment, and other transactions with certain individuals, organizations and countries. These laws prohibit virtually any form of business, direct or indirect, with embargoed countries (currently, Cuba, Iran, North Korea, Sudan and Syria) as well as persons or entities designated on the U.S. Department of Treasury’s list of Specially Designated Nationals list. The targets of these prohibitions are subject to change, the prohibitions often apply to overseas affiliates of U.S. companies, and the rules are aggressively enforced.

Failure to comply with U.S. trade sanction laws and regulations can result in criminal sanctions, civil fines, debarment from government contracting, and imprisonment. These penalties can be levied against the corporation and against individuals. Noncompliance by Omnicom personnel will be met with appropriate disciplinary action, including the possibility of termination.

In issuing this Policy Statement, the management of Omnicom reaffirms the company’s commitment to full compliance with U.S. trade sanction laws and regulations. While in most cases an international business opportunity will be permissible under U.S. law, in some instances a transaction may require licensing or other prior approval from the U.S. Government. In other instances, a transaction may not be eligible for approval, and Omnicom or its relevant subsidiary will not be able to proceed. The management of Omnicom recognizes that compliance with U.S. laws and regulations is more important than any transaction.

Personnel are encouraged to raise any questions or concerns they have regarding these laws and regulations and Omnicom’s compliance policy with the Senior Counsel - Corporate of Omnicom, Eric J. Cleary, at (212) 415-3355. Personnel may also anonymously report possible issues or concerns through the Company’s internal control hotline, by calling 1-800-306-7508 (if calling from inside the U.S.) or 1-212-415-3364 (if calling from outside the U.S.).