

## **Omnicom Group Inc. Policy Regarding Death Benefits**

*As adopted by the Board of Directors on February 10, 2011*

Any future compensation arrangement (including agreements or policies) that would oblige the Company to make payments, grants or awards following the death of a current named executive officer in the form of unearned salary or bonuses, accelerated vesting or the continuation in force of unvested equity grants, awards of ungranted equity, or perquisites must be approved by a vote of the holders of a majority of the shares voting on the matter. Such a vote must occur prior to or within 15 months of entry into or modification of the arrangement.

If a majority of the votes cast fails to approve the matter, the provision relating to death benefits shall be withdrawn from the arrangement and the remaining provisions shall not in any way be affected or impaired thereby.

This policy would not apply to payments, grants or awards of the sort offered to other Company employees.

This policy will not apply to arrangements existing at the time this policy is adopted. The modification of any existing arrangement that provides for payments, grants or awards following the death of a named executive officer will not require shareholder approval unless a provision that provides for payments, grants or awards following the death of such named executive officer is modified.

This policy will not require shareholder approval of an arrangement relating to an employee who later becomes a named executive officer if the arrangement was in place before the employee became a named executive officer.