UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☑ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021

Commission File Number: 1-10551

OMNICOM GROUP INC.

(Exact name of registrant as specified in its charter)

New York	13-1514814
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
280 Park Avenue, New York, NY	10017
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 415-3600

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, $0.15 Par Value	OMC	New York Stock Exchange
0.800% Senior Notes due 2027	OMC/27	New York Stock Exchange
1.400% Senior Notes due 2031	OMC/31	New York Stock Exchange
2.250% Senior Notes due 2033	OMC/33	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐	Non-accelerated filer	☐
Smaller reporting company	☐			Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The aggregate market value of the voting and non-voting common stock held by non-affiliates as of June 30, 2021 was $16,927,235,351. As of February 1, 2022, there were 208,992,475 shares of Omnicom Group Inc. Common Stock outstanding.

Portions of the Omnicom Group Inc. Definitive Proxy Statement for the Annual Meeting of Shareholders scheduled to be held on May 3, 2022 are incorporated by reference into Part III of this report to the extent described herein.

OMNICOM GROUP INC.
ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2021

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FORWARD-LOOKING STATEMENTS

Certain statements in this Annual Report on Form 10-K constitute 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 position, 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: adverse economic conditions, including those caused by the impact of the COVID-19 pandemic, severe and sustained inflation in countries that comprise our major markets, supply chain issues affecting the distribution of our clients' products; 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 and a deterioration or a disruption in the credit markets; the ability to attract new clients and retain existing clients in the manner anticipated; changes in client advertising, marketing and corporate communications requirements; failure to manage potential conflicts of interest between or among clients; unanticipated changes relating to competitive factors in the advertising, marketing and corporate communications industries; the ability to hire and retain key personnel; currency exchange rate fluctuations; reliance on information technology systems; changes in legislation or governmental regulations affecting the Company or its clients; risks associated with assumptions the Company makes in connection with its critical accounting estimates and legal proceedings; and the Company's international operations, which are subject to the risks of currency repatriation restrictions, social or political conditions and regulatory environment. 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 this report. Except as required under applicable law, the Company does not assume any obligation to update these forward-looking statements.

PART I

Introduction

This report is our 2021 annual report to shareholders and our 2021 Annual Report on Form 10-K, or 2021 Form 10-K.

Omnicom Group Inc., a New York corporation formed in 1986, through its branded networks and agencies provides advertising, marketing and corporate communications services to over 5,000 clients in more than 70 countries. The terms “Omnicom,” “the Company,” “we,” “our” and “us” each refer to Omnicom Group Inc. and its subsidiaries unless the context indicates otherwise.

Item 1. Business

Our Business

Omnicom is a strategic holding company providing advertising, marketing and corporate communications services to clients through our branded networks and agencies around the world. We operate in a highly competitive industry and compete against other global, national and regional advertising and marketing services companies, as well as technology, social media and professional services companies. The proliferation of media channels, including the rapid development and integration of interactive technologies and media, has fragmented consumer audiences targeted by our clients. These developments make it more complex for marketers to reach their target audiences in a cost-effective way, causing them to turn to global service providers such as Omnicom for a customized mix of advertising and marketing services designed to optimize their total marketing expenditure.

On a global, pan-regional and local basis, our networks and agencies provide a comprehensive range of services in the following fundamental disciplines: Advertising, Precision Marketing, Commerce & Brand Consulting, Experiential, Execution & Support, Public Relations and Healthcare. Advertising includes creative services across digital and traditional media, strategic media planning and buying, and data analytics services. Precision Marketing includes digital and direct marketing, digital transformation and data and analytics. Commerce & Brand Consulting services include brand consulting, strategy and research, and retail ecommerce. Experiential marketing services include live and digital events and experience design and execution. Execution & Support includes field marketing, sales support, digital and physical merchandising and point-of-sale, as well as other specialized marketing and custom communications services. Public relations services include corporate communications, crisis management, public affairs, and media and media relations services. Healthcare includes advertising and media services to global healthcare and pharmaceutical clients.

Our business model was built and continues to evolve around our clients. Our fundamental business principle is that our clients’ specific marketing requirements are the central focus of how we structure our service offerings and allocate our resources. This client-centric business model requires that multiple agencies within Omnicom collaborate in formal and informal virtual client networks utilizing our key client matrix organization structure. This collaboration allows us to cut across our internal organizational structures to execute our clients’ marketing requirements in a consistent and comprehensive manner. We use our client-centric approach to grow our business by expanding our service offerings to existing clients, moving into new markets and obtaining new clients. In addition to collaborating through our client service models, our agencies and networks collaborate across internally developed technology platforms. Annalect, our proprietary data and analytics platform, serves as the strategic resource for all of our agencies and networks to share when developing client service strategies across our virtual networks. Omni, our people-based precision marketing and insights platform, identifies and defines personalized consumer experiences at scale across creative, media and other disciplines.

Driven by our clients’ continuous demand for more effective and efficient marketing activities, we strive to provide an extensive range of advertising, marketing and corporate communications services through various client-centric networks that are organized to meet specific client objectives. Our service offerings include:

advertising	investor relations
branding	marketing research
content marketing	media planning and buying
corporate social responsibility consulting	merchandising and point of sale
crisis communications	mobile marketing
custom publishing	multi-cultural marketing
data analytics	non-profit marketing
database management	organizational communications
digital/direct marketing	package design
digital transformation	product placement
entertainment marketing	promotional marketing

- experiential marketing
- field marketing
- financial/corporate business-to-business advertising
- graphic arts/digital imaging
- healthcare marketing and communications
- instore design
- interactive marketing
- public affairs
- public relations
- retail marketing
- sales support
- search engine marketing
- shopper marketing
- social media marketing
- sports and event marketing

Certain business trends have impacted our business and industry. These trends include clients increasingly expanding the focus of their brand strategies from national markets to pan-regional and global markets and integrating traditional and non-traditional marketing channels, as well as utilizing new communications technologies and emerging digital platforms. As clients increase their demands for marketing effectiveness and efficiency, they tend to continue to consolidate their business within one or a small number of service providers in the pursuit of a single engagement covering all consumer touch points. We have structured our business around these trends. We believe that our key client matrix organization structure approach to collaboration and integration of our services and solutions provides a competitive advantage to our business in the past and we expect this to continue over the medium and long term. Our key client matrix organization structure facilitates superior client management and allows for greater integration of the services required by the world's largest brands. Our overarching strategy is to continue to use our virtual client networks to grow our business relationships with our largest clients by serving them across our networks, disciplines and geographies.

As the impact of the COVID-19 pandemic on the global economy moderated, we experienced improvement in our business in 2021 as compared to 2020. In 2021, revenue increased $1,118.3 million, or 8.5%, compared to 2020. The increase in revenue primarily reflects increased client spending in all our disciplines and across all our geographic areas compared to the prior year and the strengthening of most foreign currencies, primarily the British Pound and the Euro, against the U.S. Dollar. The increase in revenue year-over-year was impacted by a reduction in acquisition revenue, net of disposition revenue, primarily due to the sale of a specialty media business in the second quarter of 2021.

Global economic conditions may continue to be volatile as long as the COVID-19 pandemic remains a public health threat. We expect global economic performance and the performance of our businesses to vary by geography and discipline until the impact of the COVID-19 pandemic on the global economy subsides.

We continually evaluate our portfolio of businesses to identify areas for investment and acquisition opportunities, as well as to identify non-strategic or underperforming businesses for disposition. For information about our acquisitions and dispositions, see Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, or MD&A, - *Acquisitions and Goodwill* and Notes 5 and 13, respectively, to the consolidated financial statements. In the three years ended December 31, 2021, none of our acquisitions or dispositions, individually or in the aggregate, was material to our results of operations or financial position.

The various components of our business, including revenue by discipline and geographic area, and material factors that affected us in 2021, are discussed in the MD&A.

Our Clients

Our clients operate in virtually every sector of the global economy. In many cases, multiple agencies or networks serve different brands, product groups or both within the same client. For example, in 2021 our largest client represented 3.2% of revenue and was served by approximately 110 of our agencies. Our 100 largest clients, many of which represent the largest global marketers, represented approximately 54% of revenue and were each served, on average, by approximately 52 of our agencies.

Government Regulations

We are subject to various local, state and federal laws and regulations in the countries in which we conduct business. Compliance with these laws and regulations in the normal course of business did not have a material effect on our business, results of operations or financial position. Additional information regarding the impact of government regulations on our business is included in Item 1A. Risk Factors - *Regulatory Risks*.

Human Capital Resources/Environmental, Social and Governance (ESG)

Our employees are our most important assets. We believe a critical component to our success depends on the ability to attract, develop and retain key personnel. The skill sets of our workforce across our agencies and within each discipline are similar. Common to all is the ability to understand a client's brand or product and its selling proposition and to develop a unique message to communicate the value of the brand or product to the client's target audience, whether through traditional channels or emerging digital platforms. Recognizing the importance of this core competency, we support and develop our employees through training and development programs that build and strengthen employees' leadership and professional skills.

Human capital management strategies are developed collectively by senior management, including the management teams of the Company's networks and practice areas, and are overseen by the Company's Board of Directors. We are committed to efforts that ensure that the workplace is equitable, ethical, fosters an inclusive work environment across our global workforce and respects human rights. Our social and human capital management priorities include, among other things, adopting codes of conduct and business ethics, providing competitive wages and benefits, comprehensive training programs, succession planning, promoting diversity and inclusion and implementing technology platforms that prioritize the achievement of systemic equity throughout the Company. Our environmental sustainability initiatives focus on efficiency of office space, energy usage and travel.

In connection with our ESG efforts, we are a signatory to the UN Global Compact, a principle-based framework to encourage businesses and firms worldwide to adopt sustainable and socially responsible policies. We support the UN Sustainable Development Goals, a collection of global goals designed to be a blueprint to achieve a better, more inclusive and sustainable future. Also, we are committed to joining the Science-Based Target Initiative (SBTi), which publicly audits companies on their emissions reduction efforts

At December 31, 2021, we employed approximately 71,700 people worldwide. The United States, our largest employee base, employed approximately 22,600 people. None of our regular employees in the United States are represented by a labor union. The approximate number of employees in our principal geographic regions at December 31, 2021 were 29,800 in the Americas, 28,800 in Europe, the Middle East and Africa, or EMEA, and 13,100 in Asia Pacific. Certain employees in a few countries outside the United States, primarily in Europe, are represented by work councils. See the MD&A for a discussion of the effect of salary and related costs on our results of operations.

Information About Our Executive Officers

At February 1, 2022, our executive officers were:

Name	Position	Age
John D. Wren	Chairman of the Board and Chief Executive Officer	69
Daryl Simm	President and Chief Operating Officer	60
Philip J. Angelastro	Executive Vice President and Chief Financial Officer	57
Michael J. O'Brien	Executive Vice President, General Counsel and Secretary	60
Andrew L. Castellaneta	Senior Vice President, Chief Accounting Officer	63
Peter L. Swiecicki	Senior Vice President, Finance and Controller	63
Rochelle M. Tarlowe	Senior Vice President and Treasurer	51
Jonathan B. Nelson	CEO, Omnicom Digital	54

Mr. Wren was named Chairman of the Board and Chief Executive Officer in May 2018 and previously served as President and Chief Executive Officer from 1997 to May 2018. Mr. Simm was named President and Chief Operating Officer in November 2021 and previously served as Chief Executive Officer of Omnicom Media Group for more than 20 years. Ms. Tarlowe was named Senior Vice President and Treasurer in May 2019 and previously served as Senior Vice President and Treasurer of Avis Budget Group from 2007 until April 2019. All other executive officers have held their present position for at least five years. Additional information about our directors and executive officers will appear in our definitive proxy statement, which is expected to be filed with the United States Securities and Exchange Commission, or SEC, in March 2022.

Available Information

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Documents we file with the SEC are available free of charge on our website at http://investor.omnicomgroup.com, as soon as reasonably practicable after such material is filed with the SEC. The information included on or available through our website is not part of this or any other report we file with the SEC. Any document that we file with the SEC is available on the SEC's website at www.sec.gov.

Item 1A. Risk Factors

Economic Risks

Adverse economic conditions, a reduction in client spending, a deterioration in the credit markets or a delay in client payments could have a material effect on our business, results of operations and financial position.

Economic conditions have a direct impact on our business, results of operations and financial position. Adverse economic conditions, including those caused by the COVID-19 pandemic, severe and sustained inflation in countries that comprise our major markets, supply chain issues affecting the distribution of our clients' products, or a disruption in the credit markets, pose a risk that clients may reduce, postpone or cancel spending on advertising, marketing and corporate communications projects. Such actions would reduce the demand for our services and could result in a reduction in our revenue, which would adversely affect our business, results of operations and financial position. A contraction in the availability of credit may make it more difficult for us to meet our working capital requirements. In addition, a disruption in the credit markets could adversely affect our clients liquidity and could cause them to delay payment for our services or take other actions that would negatively affect our working capital. In such circumstances, we may need to obtain additional financing to fund our day-to-day working capital requirements, which may not be available on favorable terms, or at all. Even if we take action to respond to adverse economic conditions, reductions in revenue and disruptions in the credit markets by aligning our cost structure and more efficiently managing our working capital, such actions may not be effective.

In an economic downturn, the risk of a material loss related to media purchases and production costs incurred on behalf of our clients could significantly increase, and methods for managing or mitigating such risk may be less available or unavailable.

In the normal course of business, our agencies enter into contractual commitments with media providers and production companies on behalf of our clients at levels that can substantially exceed the revenue from our services. These commitments are included in accounts payable when the services are delivered by the media providers or production companies. If permitted by local law and the client agreement, many of our agencies purchase media and production services for our clients as an agent for a disclosed principal. In addition, while operating practices vary by country, media type and media vendor, in the United States and certain foreign markets, many of our agencies' contracts with media and production providers specify that our agencies are not liable to the media and production providers under the theory of sequential liability until and to the extent we have been paid by our client for the media or production services.

Where purchases of media and production services are made by our agencies as a principal or are not subject to the theory of sequential liability, the risk of a material loss as a result of payment default by our clients could increase significantly and such a loss could have a material adverse effect on our business, results of operations and financial position.

In addition, our methods of managing the risk of payment default, including obtaining credit insurance, requiring payment in advance, mitigating the potential loss in the marketplace or negotiating with media providers, may be insufficient, less available, or unavailable during a severe economic downturn.

The COVID-19 pandemic has negatively impacted our business, results of operations and financial position, and the COVID-19 pandemic or other similar public health crises could adversely impact our business, results of operations and financial position in the future.

The COVID-19 pandemic negatively impacted our business, results of operations and financial position in 2020 and through the first quarter of 2021, as most of our clients' businesses were affected by the pandemic. As long as the COVID-19 pandemic, including any existing or new variants, remains a public health threat, global economic conditions will continue to be volatile and such uncertainty cuts across all clients, industries and geographies. Demand for certain of our service offerings may be adversely affected by new developments in the pandemic, including the emergence of new variants, or other similar public health crises. The extent of the impact of the COVID-19 pandemic, or other similar public health crises, on our business will depend on numerous factors that we are not able to accurately predict.

Business and Operational Risks

Clients periodically review and change their advertising, marketing and corporate communications requirements and relationships. If we are unable to remain competitive or retain key clients, our business, results of operations and financial position may be adversely affected.

We operate in a highly competitive industry. Key competitive considerations for retaining existing clients and winning new clients include our ability to develop solutions that meet client needs in a rapidly changing environment, the quality and effectiveness of our services and our ability to serve clients efficiently, particularly large multinational clients, on a broad geographic basis. While many of our client relationships are long-standing, from time to time clients put their advertising, marketing and corporate communications business up for competitive review. We have won and lost accounts as a result of these reviews. To the extent that we are not able to remain competitive or retain key clients, our revenue may be adversely affected, which could have a material adverse effect on our business, results of operations and financial position.

Acquiring new clients and retaining existing clients depends on our ability to avoid and manage conflicts of interest arising from other client relationships, retaining key personnel and maintaining a highly skilled workforce.

Our ability to acquire new clients and retain existing clients may, in some cases, be limited by clients' perceptions of, or policies concerning, conflicts of interest arising from other client relationships. If we are unable to maintain multiple agencies to manage multiple client relationships and avoid potential conflicts of interests, our business, results of operations and financial position may be adversely affected.

As a service business, our ability to attract and retain key personnel is an important aspect of our competitiveness. If we are unable to attract and retain key personnel, our ability to provide our services in the manner clients have come to expect may be adversely affected, which could harm our reputation and result in a loss of clients, which could have a material adverse effect on our business, results of operations and financial position.

The loss of several of our largest clients could have a material adverse effect on our business, results of operations and financial position.

In 2021, our 100 largest clients represented approximately 54% of our revenue. Clients generally are able to reduce or cancel current or future spending on advertising, marketing and corporate communications projects at any time on short notice for any reason. A significant reduction in spending on our services by our largest clients, or the loss of several of our largest clients, if not replaced by new clients or an increase in business from existing clients, would adversely affect our revenue and could have a material adverse effect on our business, results of operations and financial position.

We rely extensively on information technology systems, and cybersecurity incidents could adversely affect us.

We rely on information technology systems and infrastructure to connect with our clients, people and others and store business and financial data. Increased cybersecurity threats and attacks, which are constantly evolving, pose a risk to our systems and networks. For example, in February 2021, we experienced a cybersecurity incident that resulted in the disruption of certain of our information technology systems at one of our networks. Based on our investigation, the incident did not have a material impact on our business, results of operations or financial position. However, cybersecurity threats and attacks in the future could be material. Security breaches, improper use of our systems and unauthorized access to our data and information by employees and others may pose a risk that sensitive data may be exposed to unauthorized persons or to the public. We also have access to sensitive or personal data or information that is subject to privacy laws and regulations. Our systems and processes may be unable to prevent future material security breaches, and such breaches could adversely affect our business and reputation.

We also use third-party service providers, including cloud providers, to store, transmit and process data. These third-party service providers could also be subject to cybersecurity incidents that could adversely affect us.

In addition, through 2021, the overwhelming majority of our workforce temporarily transitioned to working from home during the COVID-19 pandemic. The increase in the number of our employees working from home may increase certain business and procedural control risks, including increased risk of cybersecurity incidents and exposure of sensitive business and client advertising and marketing information, as well as personal data or information.

Risks Related to International Operations

Currency exchange rate fluctuations have impacted, and in the future could impact, our business, results of operations and financial position.

In 2021, our international operations represented approximately 49% of our revenue. We operate in all major international markets including the Euro Zone, the United Kingdom, or the U.K., Australia, Brazil, Canada, China and Japan. Our agencies transact business in more than 50 different currencies. Substantially all of our foreign operations transact business in their local currency and, accordingly, their financial statements are translated into U.S. Dollars. As a result, both adverse and beneficial fluctuations in foreign exchange rates impact our business, results of operations and financial position. In addition, funds transferred to the United States can be adversely or beneficially impacted by changes in foreign currency exchange rates.

As a global business we face certain risks of doing business internationally, and we are exposed to risks from operating in high-growth markets and developing countries, which could have a material adverse effect on our business, results of operations and financial position.

The operational and financial performance of our international businesses are affected by global and regional economic conditions, competition for new business and staff, currency exchange rate fluctuations, political conditions, differing tax and regulatory environments and other risks associated with extensive international operations. In addition, we conduct business in numerous high-growth markets and developing countries that tend to have longer billing collection cycles, currency repatriation restrictions and commercial laws that can be undeveloped, vague, inconsistently enforced, retroactively applied or frequently changed. The risks associated with our international operations could have a material adverse effect on our business, results of operations and financial position. Additionally, our operations are subject to the United States Foreign Corrupt Practices Act and other anti-corruption and anti-bribery laws and regulations. These laws and regulations are complex and stringent, and any changes and violations could have an adverse effect on our business and reputation. For financial information by geographic region, see Note 8 to the consolidated financial statements.

We have substantial operations in the U.K. and the Euro Zone. In 2020, the U.K. completed its separation from the European Union, or E.U., (commonly referred to as “Brexit”) and entered into an agreement, or Brexit Agreement, with the E.U. that defines the terms of their relationship, covering, among other things, trade and tariffs, services and travel. The uncertainties related to the impact of the Brexit Agreement have cross-border operational, financial and tax implications, among others, and any economic volatility that may arise in the U.K., the E.U. or elsewhere may adversely affect our business.

Risks Related to Acquisitions

We may be unsuccessful in evaluating material risks involved in completed and future acquisitions.

We regularly evaluate potential acquisitions of businesses that are complementary to our businesses and client needs. As part of the process, we conduct business, legal and financial due diligence to identify and evaluate material risks involved in any particular transaction. Despite our efforts, we may be unsuccessful in ascertaining or evaluating all such risks. As a result, the intended advantages of any given acquisition may not be realized. If we fail to identify certain material risks from one or more acquisitions, our business, results of operations and financial position could be adversely affected.

Our goodwill is an intangible asset that may become impaired, which could have a material adverse effect on our business, results of operations and financial position.

In accordance with generally accepted accounting principles in the United States, or U.S. GAAP or GAAP, we have recorded a significant amount of goodwill related to our acquisitions; a substantial portion of which represents the intangible specialized know-how of the acquired workforce. As discussed in Note 2 to the consolidated financial statements, we review the carrying value of goodwill for impairment annually at June 30 and whenever events or circumstances indicate the carrying value may not be recoverable. The estimates and assumptions about future results of operations and cash flows made in connection with the impairment testing could differ from future actual results of operations and cash flows. While we have concluded, for each year presented in the financial statements included in this report, that our goodwill is not impaired, future events could cause us to conclude that the intangible asset values associated with a given operation may become impaired. Any resulting non-cash impairment charge could have a material adverse effect on our business, results of operations and financial position.

Regulatory Risks

Government regulation and consumer advocates may limit the scope and content of our services, which could affect our ability to meet our clients' needs, which could have a material adverse effect on our business, results of operations and financial position.

Government agencies and consumer groups directly or indirectly affect or attempt to affect the scope, content and manner of presentation of advertising, marketing and corporate communications services, through regulation or other governmental action, which could affect our ability to meet our clients' needs. Such regulation may seek, among other things, to limit the tax deductibility of advertising expenditures by certain industries or for certain products and services. In addition, there has been a tendency on the part of businesses to resort to the judicial system to challenge advertising practices and claims, which could cause our clients affected by such actions to reduce their spending on our services. Any regulatory or judicial action that affects our ability to meet our clients' needs or reduces client spending on our services could have a material adverse effect on our business, results of operations and financial position.

Further, laws and regulations related to user privacy, use of personal information and Internet tracking technologies have been proposed or enacted in the United States and a number of international markets. These laws and regulations could affect the acceptance of new communications technologies and the use of current communications technologies as advertising media. These actions could affect our business and reduce demand for certain of our services, which could have a material adverse effect on our business, results of operations and financial position.

We could be affected by future laws or regulations enacted in response to climate change concerns and other actions.

Our businesses could be indirectly affected by increased prices for goods or services provided to us by companies that are directly affected by laws and regulations aimed at mitigating the impact of climate change. Specifically, these companies may seek to pass their increased costs through to their customers. If our clients are impacted by such laws or regulations, either directly or indirectly, their spending for advertising and marketing services may decline, which could adversely impact our business, results of operations and financial position. Additionally, to comply with potential future changes in environmental laws and regulations, we may need to incur additional costs, which could impact our business, results of operations and financial position.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We conduct business and maintain offices throughout the world. The facility requirements of our businesses are similar across geographic regions and disciplines. Substantially all our office space is leased under operating leases with varying expiration dates. Lease obligations of our foreign operations are generally denominated in their local currency. We believe that our facilities are adequate for our current operations and are well maintained. Our principal corporate offices are located at 280 Park Avenue, New York, New York; 1055 Washington Boulevard, Stamford, Connecticut; and 525 Okeechobee Boulevard, West Palm Beach, Florida. We also maintain executive offices in London, England; Shanghai, China; and Singapore. Notes 2 and 16 to the consolidated financial statements provide a description of our lease expense, which comprises a significant component of our occupancy and other costs, and our lease commitments.

Item 3. Legal Proceedings

In the ordinary course of business, we are involved in various legal proceedings. We do not expect that these proceedings will have a material adverse effect on our results of operations or financial position.

Item 4. Mine Safety Disclosures

Not Applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is listed and traded on the New York Stock Exchange under the symbol OMC. As of February 1, 2022, there were 1,905 registered holders of our common stock.

Common stock repurchases during the three months ended December 31, 2021 were:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 - October 31, 2021	78,719	$74.45	—	—
November 1 - November 30, 2021	407,529	$68.37	—	—
December 1 - December 31, 2021	3,106,633	$70.95	—	—
	3,592,881	$70.73	—	—

During the three months ended December 31, 2021, we purchased 3,512,485 shares of our common stock in the open market, and we withheld 80,396 shares from employees to satisfy estimated statutory income tax obligations related to the vesting of restricted stock awards. The value of the common stock withheld was based on the closing price of our common stock on the applicable vesting or exercise date. There were no unregistered sales of equity securities during the three months ended December 31, 2021.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

EXECUTIVE SUMMARY

Impact of the COVID-19 Pandemic on our Business

As the impact of the COVID-19 pandemic on the global economy moderated, we experienced improvement in our business in 2021 as compared to 2020. In 2021, revenue increased $1,118.3 million, or 8.5%, compared to 2020. The increase in revenue primarily reflects increased client spending in all our disciplines and across all our geographic areas compared to the prior year and the strengthening of most foreign currencies, primarily the British Pound and the Euro, against the U.S. Dollar. The increase in revenue year-over-year was partially offset by a reduction in acquisition revenue, net of disposition revenue, reflecting the sale of ICON International, or ICON, a specialty media business, in the second quarter of 2021.

Global economic conditions may continue to be volatile as long as the COVID-19 pandemic remains a public health threat, which could negatively impact our clients' spending plans. We expect global economic performance and the performance of our businesses to vary by geography and discipline until the impact of the COVID-19 pandemic on the global economy subsides.

Results of Operations for the Year Ended December 31, 2021

We are a strategic holding company providing advertising, marketing and corporate communications services to clients through our branded networks and agencies around the world. On a global, pan-regional and local basis, our networks and agencies provide a comprehensive range of services in the following fundamental disciplines: Advertising, Precision Marketing, Commerce & Brand Consulting, Experiential, Execution & Support, Public Relations and Healthcare. Advertising includes creative services across digital and traditional media, and strategic media planning and buying and data analytics services. Precision Marketing includes digital and direct marketing, digital transformation and data and analytics. Commerce & Brand Consulting services include brand consulting, strategy and research and retail ecommerce. Experiential marketing services include live and digital events and experience design and execution. Execution & Support includes field marketing, sales support, digital and physical merchandising and point-of-sale, as well as other specialized marketing and custom communications services. Public relations services include corporate communications, crisis management, public affairs and media and media relations services. Healthcare includes advertising and media services to global healthcare and pharmaceutical clients. Our business model was built and continues to evolve around our clients. While our networks and agencies operate under different names and frame their ideas in different disciplines, we organize our services around our clients. Our fundamental business principle is that our clients' specific marketing requirements are the central focus of how we structure our service offerings and allocate our resources. This client-centric business model requires that multiple agencies within Omnicom collaborate in formal and informal virtual client networks utilizing our key client matrix organization structure. This collaboration allows us to cut across our internal organizational structures to execute our clients' marketing requirements in a consistent and comprehensive manner. We use our client-centric approach to grow our business by expanding our service offerings to existing clients, moving into new markets and obtaining new clients. In addition, we pursue selective acquisitions of complementary companies with strong entrepreneurial management teams that typically currently serve or could serve our existing clients.

Driven by our clients' continuous demand for more effective and efficient marketing activities, we strive to provide an extensive range of advertising, marketing and corporate communications services through various client-centric networks that are organized to meet specific client objectives. These services include, among others, advertising, brand consulting, content marketing, corporate social responsibility consulting, crisis communications, custom publishing, data analytics, database management, digital/direct marketing, digital transformation, entertainment marketing, experiential marketing, field marketing, financial/corporate business-to-business advertising, graphic arts/digital imaging, healthcare marketing and communications, in-store design, interactive marketing, investor relations, marketing research, media planning and buying, merchandising and point of sale, mobile marketing, multi-cultural marketing, non-profit marketing, organizational communications, package design, product placement, promotional marketing, public affairs, public relations, retail marketing, sales support, search engine marketing, shopper marketing, social media marketing and sports and event marketing.

We continually evaluate our portfolio of businesses to identify areas for investment and acquisition opportunities, as well as to identify non-strategic or underperforming businesses for disposition.

As a leading global advertising, marketing and corporate communications company, we operate in all major markets and have a large and diverse client base. For the year ended December 31, 2021, our largest client represented 3.2% of revenue and our 100 largest clients, which represent many of the world's major marketers, represented approximately 54% of revenue. Our clients operate in virtually every sector of the global economy with no one industry representing more than 16% of our revenue in 2021. Although our revenue is generally balanced between the United States and international markets and we have a large and diverse client base, we are not immune to general economic downturns.

Certain global events targeted by major marketers for advertising expenditures, such as the FIFA World Cup and the Olympics, and certain national events, such as the U.S. election process, may affect our revenue period-over-period in certain businesses. Typically, these events do not have a significant impact on our revenue in any period.

Global economic conditions have a direct impact on our business and financial performance. Adverse global or regional economic conditions, including those arising from the COVID-19 pandemic, severe and sustained inflation in countries that comprise our major markets and client supply chain issues, pose a risk that our clients may reduce, postpone or cancel spending on advertising, marketing and corporate communications services, which would reduce the demand for our services. Revenue is typically lower in the first and third quarters and higher in the second and fourth quarters, reflecting client spending patterns during the year and additional project work that usually occurs in the fourth quarter.

Beginning in March 2020 and continuing through the first quarter of 2021, our business experienced the effects from reductions in client spending due to the economic impact related to the COVID-19 pandemic. While mixed by business and geography, the spending reductions impacted all our businesses and markets. Globally, the most impacted businesses were our Experiential discipline, especially in our event marketing businesses, and our Execution & Support discipline, primarily in field marketing. Most of our markets began to improve versus the prior year in the first quarter of 2021, and the improvement continued through the end of 2021 as clients substantially increased their spending on our services. The economic and fiscal issues, including impacts related to the pandemic, facing the countries we operate in could cause economic uncertainty and volatility; however, the impact on our business will likely vary by country. We monitor economic conditions 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, reductions in client revenue, changes in client creditworthiness and other developments.

General marketing communications trends impact our business and industry and, on balance, we believe that these effects are generally positive. These trends include integrating traditional and non-traditional marketing channels, as well as utilizing new communications technologies and emerging digital platforms, and clients increasingly expanding the focus of their brand strategies from national markets to pan-regional and global markets. As clients increase their demands for marketing effectiveness and efficiency, many of them have made it a practice to consolidate their business within one or a small number of service providers in the pursuit of a single engagement covering all consumer touch points. We have structured our business around these trends. Certain trends such as increased spending on digital marketing platforms, and our key client matrix organization structure approach to collaboration and integration of our services and solutions provide a competitive advantage to our business, and we expect this advantage to continue over the medium and long term.

Given our size and breadth, we manage our business by monitoring several financial indicators. The key indicators that we focus on are revenue and operating expenses. We analyze revenue growth by reviewing the components and mix of the growth, including growth by principal regional market and marketing discipline, the impact from foreign currency exchange rate changes, growth from acquisitions, net of dispositions, and growth from our largest clients. Operating expenses are comprised of cost of services, selling, general and administrative expenses, or SG&A, and depreciation and amortization.

In 2021, our revenue increased $1,118.3 million, or 8.5%, compared to 2020. Changes in foreign exchange rates increased revenue 2.2%, acquisition revenue, net of disposition revenue, reduced revenue 3.9%, and organic growth increased revenue 10.2%. The reduction in acquisition revenue, net of disposition revenue, reflects the sale of ICON in the second quarter of 2021. In 2021, our business experienced a recovery from the negative effects of the COVID-19 pandemic in all our disciplines and regional markets as compared to 2020. The negative effects from the pandemic did not significantly impact our major markets and businesses until late in the first quarter of 2020. As a result, the improvement in revenue in 2021 versus the prior year was driven by the recovery in the second through the fourth quarter of 2021 as compared to the prior year. The change in revenue across our principal regional markets were: North America increased $132.6 million, Europe increased $611.9 million, Asia-Pacific increased $292.7 million and Latin America increased $20.7 million. In North America, improved organic revenue growth in the United States and Canada was partially offset by a decrease in revenue resulting from the disposition of ICON in the second quarter of 2021. The United States experienced organic revenue growth in all disciplines, led by our Advertising discipline, on the strength of our media business, and our Precision Marketing and Public Relations disciplines. In Europe, organic revenue increased in substantially all countries and disciplines, especially our Advertising discipline, which was led by our media business, and our Experiential, Precision Marketing and Commerce and Brand Consulting disciplines. The strengthening of the British Pound and the Euro against the U.S. Dollar contributed to increased revenue in the region. In Latin America, organic revenue growth in all countries in the region, especially Brazil, Colombia, and Chile, primarily in our Advertising discipline, was partially offset by the weakening of the Brazilian Real against the U.S. Dollar. In Asia-Pacific, revenue increased due to strong organic revenue growth in substantially all countries, particularly China, Australia, India, New Zealand, and Japan and in all disciplines. The strengthening of substantially all currencies against the U.S. Dollar contributed to increased revenue in the region. The increases in revenue in 2021, compared to 2020, in our fundamental disciplines were: Advertising $447.9 million, Precision Marketing $250.2 million, Commerce and Brand Consulting $88.9 million, Experiential $119.1 million, Execution & Support $65.3 million, Public Relations $80.8 million and Healthcare $66.1 million.

We measure cost of services in two distinct categories: salary and service costs and occupancy and other costs. As a service business, salary and service costs make up the significant portion of our operating expenses and substantially all these costs comprise the essential components directly linked to the delivery of our services. Salary and service costs include employee compensation and benefits, freelance labor and third-party service costs, which primarily include third-party supplier costs when we act as principal in providing services to our clients and client-related travel costs. Occupancy and other costs consist of the indirect costs related to the delivery of our services, including office rent and other occupancy costs, equipment rent, technology costs, general office expenses and other expenses.

In 2021, operating expenses increased $519.2 million, or 4.5%, year-over-year. Operating expenses for 2021 reflect a reduction of $50.5 million related to the gain from the sale of ICON, and the prior year included an increase of $277.9 million related to charges we recorded in the second quarter of 2020 in connection with the actions we took in response to the COVID-19 pandemic. Salary and service costs, which tend to fluctuate with changes in revenue, increased $829.2 million, or 8.7%, compared to 2020, reflecting increases in salary and related service costs, which include an increase in freelance labor costs, and third-party service costs of $720.1 million and $109.1 million, respectively. These increases primarily resulted from the increase in organic revenue, as well as the strengthening of most foreign currencies against the U.S. Dollar, especially the British Pound and Euro. The prior year reflects a reduction in salary and service costs of $162.6 million related to reimbursements under pandemic relief government programs in several countries, as well as an increase of $55.8 million related to asset impairment charges. Occupancy and other costs, which are less directly linked to changes in revenue than salary and service costs, increased $9.7 million, or 0.9%, in 2021 as compared to 2020. Operating profit increased $599.1 million to $2,197.9 million, operating margin increased to 15.4% from 12.1%, and EBITA margin increased to 15.9% from 12.8%. The increases in operating profit, operating margin and EBITA margin reflect the positive impact of organic revenue growth, the positive impact of cost reduction actions taken in the prior year in response to the COVID-19 pandemic, and the negative impact in the prior year from the net increase in operating expenses recorded in the second quarter of 2020 aggregating $171.1 million, related to the COVID-19 repositioning costs, and asset impairment charges recorded in the fourth quarter of 2020, partially offset by the benefit of $162.6 million related to reimbursements under pandemic relief government programs. Additionally, operating profit, operating margin and EBITA margin for 2021 were favorably impacted by the $50.5 million gain recorded in connection with the sale of ICON.

Looking ahead to 2022, we expect organic revenue growth to be between 5% and 6%. Additionally, we expect certain operating costs, such as travel and general office expenses, to continue to increase to normal levels as more of our workforce returns to the office; we believe we can offset the impact of these increases by managing other discretionary costs, as well as certain infrastructure costs. Accordingly, for the full year 2022, we believe we will be able to maintain the operating margins we achieved in 2021.

SG&A expenses increased slightly year-over-year. SG&A expenses primarily consist of third-party marketing costs, professional fees and compensation and benefits and occupancy and other costs of our corporate and executive offices, which includes group-wide finance and accounting, treasury, legal and governance, human resource oversight and similar costs.

In 2021, net interest expense increased $19.6 million year-over-year to $209.1 million. Interest expense on debt in 2021 increased $13.6 million to $213.2 million compared to 2020, primarily arising from a loss of $26.6 million on the early redemption in May 2021 of all the outstanding $1.25 billion of our 3.625% Senior Notes due 2022, or 2022 Notes, which was partially offset by the benefit from the issuance of $800 million of our 2.60% Senior Notes due 2031, or 2031 Notes, at a lower rate. Interest income in 2021 decreased $5.0 million year-over-year to $27.3 million primarily due to lower rates.

Our effective tax rate for 2021 decreased year-over-year to 24.6% from 27.1%. In connection with the sale of ICON in the second quarter of 2021, we recorded a pre-tax gain of $50.5 million. The lower effective tax rate for 2021 was predominantly the result of $32.8 million favorable settlements of uncertain tax positions in certain domestic jurisdictions, as well as a nominal tax applied against the book gain on the sale of ICON resulting from excess tax over book basis. The effective tax rate for 2020 reflects an increase due to the non-deductibility in certain jurisdictions of a portion of the COVID-19 repositioning charges recorded in the second quarter of 2020.

Net income - Omnicom Group Inc. in 2021 increased $462.4 million to $1,407.8 million from $945.4 million in 2020. The year-over-year increase is due to the factors described above. Diluted net income per share - Omnicom Group Inc. increased to $6.53 in 2021, compared to $4.37 in 2020, due to the factors described above, as well as the impact of the reduction in our weighted average common shares outstanding resulting from the resumption of repurchases of our common stock during the year, net of shares issued for restricted stock awards, stock option exercises and the employee stock purchase plan during the year.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The following summary of our critical accounting policies provides a better understanding of our financial statements and the related discussion in this MD&A. We believe that the following policies may involve a higher degree of judgment and complexity in their application than most of our accounting policies and represent the critical accounting policies used in the preparation of our financial statements. Readers are encouraged to consider this summary together with our consolidated financial statements and the related notes, including Note 2, for a more complete understanding of the critical accounting policies discussed below.

Estimates

We prepare our financial statements in conformity with U.S. GAAP and are required to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We use a fair value approach in testing goodwill for impairment and when evaluating our equity method investments to determine if an other-than-temporary impairment has occurred. Actual results could differ from those estimates and assumptions.

Acquisitions and Goodwill

We have made and expect to continue to make selective acquisitions. The evaluation of potential acquisitions is based on various factors, including specialized know-how, reputation, geographic coverage, competitive position and service offerings of the target businesses, as well as our experience and judgment.

Our acquisition strategy is focused on acquiring the expertise of an assembled workforce in order to continue to build upon the core capabilities of our various strategic business platforms and agency brands through the expansion of their geographic reach or their service capabilities to better serve our clients. Additional key factors we consider include the competitive position and specialized know-how of the acquisition targets. Accordingly, as is typical in most service businesses, a substantial portion of the assets we acquire are intangible assets primarily consisting of the know-how of the personnel, which is treated as part of goodwill and is not required to be valued separately under U.S. GAAP. For each acquisition, we undertake a detailed review to identify other intangible assets that are required to be valued separately. A significant portion of the identifiable intangible assets acquired is derived from customer relationships, including the related customer contracts, as well as trade names. In valuing these identified intangible assets, we typically use an income approach and consider comparable market participant measurements.

We evaluate goodwill for impairment at least annually at the end of the second quarter of each fiscal year and whenever events or circumstances indicate the carrying value may not be recoverable. Under FASB ASC Topic 350, *Intangibles - Goodwill and Other*, we have the option of either assessing qualitative factors to determine whether it is more-likely-than-not that the carrying value of our reporting units exceeds their respective fair value or proceeding directly to the goodwill impairment test. We performed the annual impairment test and compared the fair value of each of our reporting units to its respective carrying value, including goodwill. In June 2021, we combined certain practice areas into a new reporting unit and assigned a segment manager primarily responsible for the Omnicom Public Relations Group. As a result, the number of operating segments increased from five to six. We identified our regional reporting units as components of our operating segments, which are our six global agency networks. The regional reporting units of each agency network are responsible for the agencies in their region. They report to the segment managers and facilitate the administrative and logistical requirements of our key client matrix organization structure for delivering services to clients in their regions. We have concluded that for each of our operating segments, their regional reporting units have similar economic characteristics and should be aggregated for purposes of testing goodwill for impairment at the operating segment level. Our conclusion was based on a detailed analysis of the aggregation criteria set forth in FASB ASC Topic 280, *Segment Reporting*, and in FASB ASC Topic 350. Consistent with our fundamental business strategy, the agencies within our regional reporting units serve similar clients in similar industries, and in many cases the same clients. In addition, the agencies within our regional reporting units have similar economic characteristics. The main economic components of each agency are employee compensation and related costs and direct service costs and occupancy and other costs, which include rent and occupancy costs, technology costs that are generally limited to personal computers, servers and off-the-shelf software and other overhead expenses. Finally, the expected benefits of our acquisitions are typically shared by multiple agencies in various regions as they work together to integrate the acquired agency into our virtual client network strategy.

Goodwill Impairment Review - Estimates and Assumptions

We use the following valuation methodologies to determine the fair value of our reporting units: (1) the income approach, which utilizes discounted expected future cash flows, (2) comparative market participant multiples for EBITDA (earnings before interest, taxes, depreciation and amortization) and (3) when available, consideration of recent and similar acquisition transactions.

In applying the income approach, we use estimates to derive the discounted expected cash flows (“DCF”) for each reporting unit that serves as the basis of our valuation. These estimates and assumptions include revenue growth and operating margin, EBITDA, tax rates, capital expenditures, weighted average cost of capital and related discount rates and expected long-term cash flow growth rates. All of these estimates and assumptions are affected by conditions specific to our businesses, economic conditions related to the industry we operate in, as well as conditions in the global economy. The assumptions that have the most significant effect on our valuations derived using a DCF methodology are: (1) the expected long-term growth rate of our reporting units’ cash flows and (2) the weighted average cost of capital (“WACC”) for each reporting unit.

At June 30, 2021 we adjusted our assumptions to reflect the economic conditions in light of the impact on our business related to the COVID-19 pandemic. The assumptions used for the long-term growth rate and WACC in our evaluations as of June 30, 2021 and 2020 were:

	2021	2020
Long-Term Growth Rate	3.5%	3.0%
WACC	9.8% - 10.4%	10.6% - 10.8%

Long-term growth rate represents our estimate of the long-term growth rate for our industry and the markets of the global economy we operate in. For the past ten years, the average historical revenue growth rate of our reporting units and the Average Nominal GDP, or NGDP, growth of the countries comprising the major markets that account for substantially all of our revenue was approximately 3.2% and 3.4%, respectively. We considered this history when determining the long-term growth rates used in our annual impairment test at June 30, 2021, and included in the 10-year history is the full year 2020 that reflects the impact of the COVID-19 pandemic on the global economy. We believe marketing expenditures over the long term have a high correlation to NGDP. Based on our historical performance, we also believe that our long-term growth rate will exceed NGDP growth in the markets we operate in, which are similar across our reporting units. Accordingly, for our annual test as of June 30, 2021, we used an estimated long-term growth rate of 3.5%.

When performing the annual impairment test as of June 30, 2021 and estimating the future cash flows of our reporting units, we considered the current macroeconomic environment, as well as industry and market specific conditions at mid-year 2021. In the first half of 2021, our revenue increased 10.0%, which excluded our net disposition activity and the impact from changes in foreign exchange rates.

The WACC is comprised of: (1) a risk-free rate of return, (2) a business risk index ascribed to us and to companies in our industry comparable to our reporting units based on a market derived variable that measures the volatility of the share price of equity securities relative to the volatility of the overall equity market, (3) an equity risk premium that is based on the rate of return on equity of publicly traded companies with business characteristics comparable to our reporting units, and (4) a current after-tax market rate of return on debt of companies with business characteristics similar to our reporting units, each weighted by the relative market value percentages of our equity and debt.

Our six reporting units vary in size with respect to revenue and the amount of debt allocated to them. These differences drive variations in fair value among our reporting units. In addition, these differences as well as differences in book value, including goodwill, cause variations in the amount by which fair value exceeds book value among the reporting units. The reporting unit goodwill balances and debt vary by reporting unit primarily because our three legacy agency networks were acquired at the formation of Omnicom and were accounted for as a pooling of interests that did not result in any additional debt or goodwill being recorded. The remaining three agency networks were built through a combination of internal growth and acquisitions that were accounted for using the acquisition method and as a result, they have a relatively higher amount of goodwill and debt. Finally, the allocation of goodwill when components are transferred between reporting units is based on relative fair value at the time of transfer.

Goodwill Impairment Review - Conclusion

Based on the results of our impairment test, we concluded that our goodwill at June 30, 2021 was not impaired, because the fair value of each of our reporting units was in excess of its respective net book value. For our reporting units with negative book value, we concluded that the fair value of their total assets was in excess of book value. The minimum decline in fair value that one of our reporting units would need to experience in order to fail the goodwill impairment test was approximately 34%. Notwithstanding our belief that the assumptions we used for WACC and long-term growth rate in our impairment testing were reasonable, we performed a sensitivity analysis for each of our reporting units. The results of this sensitivity analysis on our impairment test as of June 30, 2021 revealed that if the WACC increased by 1% and/or the long-term growth rate decreased by 1%, the fair value of each of our reporting units would continue to be in excess of its respective net book value and would pass the impairment test.

We will continue to perform our impairment test each year at June 30th unless events or circumstances trigger the need for an interim impairment test. There were no events through December 31, 2021 that would change our impairment assessment. The estimates used in our goodwill impairment test do not constitute forecasts or projections of future results of operations, but rather are estimates and assumptions based on historical results and assessments of macroeconomic factors affecting our reporting units as of the valuation date. We believe that our estimates and assumptions are reasonable, but they are subject to change from period to period. Actual results of operations and other factors will likely differ from the estimates used in our discounted cash flow valuation, and it is possible that differences could be significant. A change in the estimates we use could result in a decline in the estimated fair value of one or more of our reporting units from the amounts derived as of our latest valuation and could cause us to fail our goodwill impairment test if the estimated fair value for the reporting unit is less than the carrying value of the net assets of the reporting unit, including its goodwill. A large decline in estimated fair value of a reporting unit could result in a non-cash impairment charge and may have an adverse effect on our results of operations and financial position. Additional information about acquisitions and goodwill appears in Notes 2, 5 and 6 to the consolidated financial statements.

Revenue Recognition

Revenue is recognized when a customer obtains control of promised goods or services (the performance obligation) in an amount that reflects the consideration we expect to receive in exchange for those goods or services (the transaction price). We measure revenue by estimating the transaction price based on the consideration specified in the client arrangement. Revenue is recognized as the performance obligations are satisfied. Our revenue is primarily derived from the planning and execution of advertising communications and marketing services in the following fundamental disciplines: Advertising, Precision Marketing, Commerce & Brand Consulting, Experiential, Execution & Support, Public Relations and Healthcare. Our client contracts are primarily fees for service on a rate per hour or per project basis. Revenue is recorded net of sales, use and value added taxes.

Performance Obligations. In substantially all our disciplines, the performance obligation is to provide advisory and consulting services at an agreed-upon level of effort to accomplish the specified engagement. Our client contracts are comprised of diverse arrangements involving fees based on any one or a combination of the following: an agreed fee or rate per hour for the level of effort expended by our employees; commissions based on the client's spending for media purchased from third parties; qualitative or quantitative incentive provisions specified in the contract; and reimbursement for third-party costs that we are required to include in revenue when we control the vendor services related to these costs and we act as principal. The transaction price of a contract is allocated to each distinct performance obligation based on its relative stand-alone selling price and is recognized as revenue when, or as, the customer receives the benefit of the performance obligation. Clients typically receive and consume the benefit of our services as they are performed. Substantially all our client contracts provide that we are compensated for services performed to date and allow for cancellation by either party on short notice, typically 90 days, without penalty.

Generally, our short-term contracts, which normally take 30 to 90 days to complete, are performed by a single agency and consist of a single performance obligation. As a result, we do not consider the underlying services as separate or distinct performance obligations because our services are highly interrelated, occur in close proximity, and the integration of the various components of a marketing message is essential to overall service. In certain of our long-term client contracts, which have a term of up to one year, the performance obligation is a stand-ready obligation, because we provide a constant level of similar services over the term of the contract. In other long-term contracts, when our services are not a stand-ready obligation, we consider our services distinct performance obligations and allocate the transaction price to each separate performance obligation based on its stand-alone selling price, including contracts for strategic media planning and buying services, which are considered to be multiple performance obligations, and we allocate the transaction price to each distinct service based on the staffing plan and the stand-alone selling price. In substantially all of our creative services contracts, we have distinct performance obligations for our services, including certain creative services contracts where we act as an agent and arrange, at the client's direction, for third parties to perform studio production efforts.

Revenue Recognition Methods. A substantial portion of our revenue is recognized over time, as the services are performed, because the client receives and consumes the benefit of our performance throughout the contract period, or we create an asset with no alternative use and are contractually entitled to payment for our performance to date in the event the client terminates the contract for convenience. For these client contracts, other than when we have a stand-ready obligation to perform services, revenue is recognized over time using input measures that correspond to the level of staff effort expended to satisfy the performance obligation on a rate per hour or equivalent basis. For client contracts when we have a stand-ready obligation to perform services on an ongoing basis over the life of the contract, typically for periods up to one year, where the scope of these arrangements is broad and there are no significant gaps in performing the services, we recognize revenue using a time-based measure resulting in a straight-line revenue recognition. From time to time, there may be changes in the client service requirements during the term of a contract and the changes could be significant. These changes are typically negotiated as new contracts covering the additional requirements and the associated costs, as well as additional fees for the incremental work to be performed.

To a lesser extent, for certain other contracts where our performance obligations are satisfied in phases, we recognize revenue over time using certain output measures based on the measurement of the value transferred to the customer, including milestones achieved. Where the transaction price or a portion of the transaction price is derived from commissions based on a percentage of purchased media from third parties, the performance obligation is not satisfied until the media is run and we have an enforceable contract providing a right to payment. Accordingly, revenue for commissions is recognized at a point in time, typically when the media is run, including when it is not subject to cancellation by the client or media vendor.

Principal vs. Agent. In substantially all our businesses, we incur third-party costs on behalf of clients, including direct costs and incidental, or out-of-pocket costs. Third-party direct costs incurred in connection with the creation and delivery of advertising or marketing communication services include, among others: purchased media, studio production services, specialized talent, including artists and other freelance labor, event marketing supplies, materials and services, promotional items, market research and third-party data and other related expenditures. Out-of-pocket costs include, among others: transportation, hotel, meals and telecommunication charges incurred by us in the course of providing our services. Billings related to out-of-pocket costs are included in revenue since we control the goods or services prior to delivery to the client.

However, the inclusion of billings related to third-party direct costs in revenue depends on whether we act as a principal or as an agent in the client arrangement. In most of our businesses, including advertising, which also includes studio production efforts and media planning and buying services, public relations, healthcare advertising and most of our Experiential businesses, we act as an agent and arrange, at the client's direction, for third parties to perform certain services. In these cases, we do not control the goods or services prior to the transfer to the client. As a result, revenue is recorded net of these costs, equal to the amount retained for our fee or commission.

In certain businesses we may act as principal when contracting for third-party services on behalf of our clients. In our events business and most of our Execution & Support businesses, including field marketing and certain specialty marketing businesses, we act as principal because we control the specified goods or services before they are transferred to the client and we are responsible for providing the specified goods or services, or we are responsible for directing and integrating third-party vendors to fulfill our performance obligation at the agreed upon contractual price. In such arrangements, we also take pricing risk under the terms of the client contract. In certain specialty media buying businesses, we act as principal when we control the buying process for the purchase of the media and contract directly with the media vendor. In these arrangements, we assume the pricing risk under the terms of the client contract. When we act as principal, we include billable amounts related to third-party costs in the transaction price and record revenue over time at the gross amount billed, including out-of-pocket costs, consistent with the manner that we recognize revenue for the underlying services contract. However, in media buying contracts where we act as principal, we recognize revenue at a point in time, typically when the media is run, including when it is not subject to cancellation by the client or media vendor.

Variable Consideration. Some of our client arrangements include variable consideration provisions, which include performance incentives, tiered commission structures and vendor rebates in certain markets outside of the United States. Variable consideration is estimated and included in total consideration at contract inception based on either the expected value method or the most likely outcome method. These estimates are based on historical award experience, anticipated performance and other factors known at the time. Performance incentives are typically recognized in revenue over time. Variable consideration for our media businesses in certain international markets includes rebate revenue and is recognized when it is probable that the media will be run, including when it is not subject to cancellation by the client. In addition, when we receive rebates or credits from vendors for transactions entered into on behalf of clients, they are remitted to the clients in accordance with contractual requirements or retained by us based on the terms of the client contract or local law. Amounts passed on to clients are recorded as a liability and amounts retained by us are recorded as revenue when earned, typically when the media is run.

NEW ACCOUNTING STANDARDS

See Note 22 to the consolidated financial statements for information on the adoption of new accounting standards and accounting standards not yet adopted.

RESULTS OF OPERATIONS - 2021 Compared to 2020 (in millions):

	Year Ended December 31, 2021	Year Ended December 31, 2020
Revenue	$ 14,289.4	$ 13,171.1
Operating Expenses:		
Salary and service costs	10,402.0	9,572.8
Occupancy and other costs	1,148.2	1,138.5
Gain on disposition of subsidiary	(50.5)	—
COVID-19 repositioning costs	—	277.9
Cost of services	11,499.7	10,989.2
Selling, general and administrative expenses	379.7	360.5
Depreciation and amortization	212.1	222.6
	12,091.5	11,572.3
Operating Profit	2,197.9	1,598.8
Operating Margin - %	15.4 %	12.1 %
Interest Expense	236.4	221.8
Interest Income	27.3	32.3
Income Before Income Taxes and Income (Loss) From Equity Method Investments	1,988.8	1,409.3
Income Tax Expense	488.7	381.7
Income (Loss) From Equity Method Investments	7.5	(6.8)
Net Income	1,507.6	1,020.8
Net Income Attributed To Noncontrolling Interests	99.8	75.4
Net Income - Omnicom Group Inc.	$ 1,407.8	$ 945.4

Non-GAAP Financial Measures

We use EBITA and EBITA Margin as additional operating performance measures that exclude the non-cash amortization expense of intangible assets, which primarily consists of amortization of intangible assets arising from acquisitions. We define EBITA as earnings before interest, taxes and amortization of intangible assets, and EBITA Margin as EBITA divided by revenue. EBITA and EBITA Margin are non-GAAP financial measures. We believe that EBITA and EBITA Margin are useful measures for investors to evaluate the performance of our business. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with U.S. GAAP. Non-GAAP financial measures reported by us may not be comparable to similarly titled amounts reported by other companies.

The following table reconciles the U.S. GAAP financial measure of net income - Omnicom Group Inc. to EBITA and EBITA Margin for the periods presented (in millions):

	Year Ended December 31, 2021	Year Ended December 31, 2020
Net Income - Omnicom Group Inc.	$ 1,407.8	$ 945.4
Net Income Attributed To Noncontrolling Interests	99.8	75.4
Net Income	1,507.6	1,020.8
Income (Loss) From Equity Method Investments	7.5	(6.8)
Income Tax Expense	488.7	381.7
Income Before Income Taxes and Income (Loss) From Equity Method Investments	1,988.8	1,409.3
Interest Expense	236.4	221.8
Interest Income	27.3	32.3
Operating Profit	2,197.9	1,598.8
Add back: Amortization of intangible assets	80.0	83.1
Earnings before interest, taxes and amortization of intangible assets (“EBITA”)	$ 2,277.9	$ 1,681.9
Revenue	$ 14,289.4	$ 13,171.1
EBITA	$ 2,277.9	$ 1,681.9
EBITA Margin - %	15.9 %	12.8 %

Revenue

In 2021, our revenue increased $1,118.3 million, or 8.5%, compared to 2020. Changes in foreign exchange rates increased revenue 2.2%, acquisition revenue, net of disposition revenue, reduced revenue 3.9%, and organic growth increased revenue 10.2%. The reduction in acquisition revenue, net of disposition revenue, reflects the sale of ICON in the second quarter of 2021. In 2021, our business experienced a recovery from the negative effects of the COVID-19 pandemic in all our disciplines and regional markets as compared to 2020. The negative effects from the pandemic did not significantly impact our major markets and businesses until late in the first quarter of 2020. As a result, the improvement in revenue in 2021 versus the prior year was driven by the recovery in the second, third and fourth quarters of 2021 as compared to the prior year. The change in revenue across our principal regional markets were: North America increased $132.6 million, Europe increased $611.9 million, Asia-Pacific increased $292.7 million and Latin America increased $20.7 million. In North America, improved organic revenue growth in the United States and Canada was partially offset by a decrease in revenue resulting from the disposition of ICON in the second quarter of 2021. The United States experienced organic revenue growth in all disciplines, led by our Advertising discipline, on the strength of our media business, and our Precision Marketing and Public Relations disciplines. In Europe, organic revenue increased in substantially all countries and disciplines, especially our Advertising discipline, which was led by our media business, and our Experiential, Precision Marketing and Commerce and Brand Consulting disciplines. The strengthening of the British Pound and the Euro against the U.S. Dollar contributed to increased revenue in the region. In Latin America, organic revenue growth in all countries in the region, especially Brazil, Colombia, and Chile, primarily in our Advertising discipline, was partially offset by the weakening of the Brazilian Real against the U.S. Dollar. In Asia-Pacific, revenue increased due to strong organic revenue growth in substantially all countries, particularly China, Australia, India, New Zealand, and Japan and in all disciplines. The strengthening of substantially all currencies against the U.S. Dollar contributed to increased revenue in the region. The increases in revenue in 2021, compared to 2020, in our fundamental disciplines were: Advertising $447.9 million, Precision Marketing $250.2 million, Commerce and Brand Consulting $88.9 million, Experiential $119.1 million, Execution & Support $65.3 million, Public Relations $80.8 million and Healthcare $66.1 million.

The components of revenue change in the United States (“Domestic”) and the remainder of the world (“International”) were (in millions):

	Total		Domestic		International	
	$	%	$	%	$	%
December 31, 2020	$ 13,171.1		$ 7,186.1		$ 5,985.0	
Components of revenue change:						
Foreign exchange rate impact	288.2	2.2 %	—	— %	288.2	4.8 %
Acquisition revenue, net of disposition revenue	(516.5)	(3.9)%	(524.8)	(7.3)%	8.3	0.1 %
Organic growth	1,346.6	10.2 %	584.6	8.1 %	762.0	12.7 %
December 31, 2021	$ 14,289.4	8.5 %	$ 7,245.9	0.8 %	$ 7,043.5	17.7 %

The components and percentages are calculated as follows:

- The foreign exchange impact is calculated by translating the current period’s local currency revenue using the prior period average exchange rates to derive current period constant currency revenue (in this case $14,001.2 million for the Total column). The foreign exchange impact is the difference between the current period revenue in U.S. Dollars and the current period constant currency revenue ($14,289.4 million less $14,001.2 million for the Total column).
- 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 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 dispositions through the disposition date. The acquisition revenue and disposition revenue amounts are netted in the table.
- Organic growth is calculated by subtracting the foreign exchange rate impact, and the acquisition revenue, net of disposition revenue components from total revenue growth.
- The percentage change is calculated by dividing the individual component amount by the prior period revenue base of that component ($13,171.1 million for the Total column).

Changes in the value of foreign currencies against the U.S. Dollar affect our results of operations and financial position. For the most part, because the revenue and expense of our foreign operations are both denominated in the same local currency, the economic impact on operating margin is minimized. Assuming exchange rates at February 4, 2022 remain unchanged, we expect the impact of changes in foreign exchange rates to reduce revenue in 2022 by approximately 2.0% for the first quarter and 1.5% for the year. In addition, for the full year 2022, based on acquisition and disposition activity to date, we expect the effect of net acquisition and disposition activity to reduce revenue by approximately 3.0% to 3.5% and organic revenue growth to be between 5% and 6%.

Revenue and organic growth in our geographic markets were (in millions):

	Year Ended December 31,			
	2021	2020	$ Change	% Organic Growth
Americas:				
North America	$ 7,709.7	$ 7,577.1	$ 132.6	8.3 %
Latin America	296.1	275.4	20.7	9.4 %
EMEA:				
Europe	4,219.6	3,607.7	611.9	11.9 %
Middle East and Africa	267.6	207.2	60.4	26.4 %
Asia-Pacific	1,796.4	1,503.7	292.7	13.7 %
	$ 14,289.4	$ 13,171.1	$ 1,118.3	10.2 %

Revenue in Europe, which includes our primary markets of the U.K. and the Euro Zone, increased $611.9 million in 2021 compared to 2020. Revenue in the U.K., representing 10.6% of revenue, increased $237.7 million. Revenue in Continental Europe, which comprises the Euro Zone and the other European countries, representing 18.9% of revenue, increased $374.2 million. The increase in revenue is due to strong organic growth in all countries and disciplines, as well as the strengthening of the British Pound and Euro against the U.S. Dollar.

In the normal course of business, our agencies both gain and lose business from clients each year due to a variety of factors. In 2021, we had an overall gain in new business. Under our client-centric approach, we seek to broaden our relationships with all of our clients. In 2021 and 2020, our largest client represented 3.2% and 3.4% of revenue, respectively. Our ten largest and 100 largest clients represented 21.7% and 53.6% of revenue for 2021, respectively, and 20.8% and 54.0% of revenue for 2020, respectively.

To monitor the changing needs of our clients and to further expand the scope of our services to key clients, we monitor revenue across a broad range of disciplines and group them into the following categories: Advertising, Precision Marketing, Commerce & Brand Consulting, Experiential, Execution & Support, Public Relations and Healthcare.

Certain of our business and markets experienced a slower improvement in 2021 from the effects of client spending reductions in 2020 related to the COVID-19 pandemic. Among the most negatively impacted businesses in 2020 were our Experiential discipline, primarily in our event marketing businesses, and our Execution & Support discipline, primarily in our field marketing businesses.

Revenue and organic growth by discipline were (in millions):

	Year Ended December 31,					
	2021		2020		2021 vs. 2020	2021
	$	% of Revenue	$	% of Revenue	$ Change	% Organic Growth
Advertising	$ 7,959.3	55.7 %	$ 7,511.4	57.0 %	$ 447.9	10.7 %
Precision Marketing	1,194.8	8.4 %	944.6	7.2 %	250.2	19.0 %
Commerce & Brand Consulting	910.7	6.4 %	821.8	6.2 %	88.9	9.9 %
Experiential	545.9	3.8 %	426.8	3.2 %	119.1	27.0 %
Execution & Support	1,026.6	7.2 %	961.3	7.3 %	65.3	4.2 %
Public Relations	1,391.7	9.7 %	1,310.9	10.0 %	80.8	6.3 %
Healthcare	1,260.4	8.8 %	1,194.3	9.1 %	66.1	4.0 %
	$ 14,289.4		$ 13,171.1		$ 1,118.3	10.2 %

We provide services to clients that operate in various industry sectors. Revenue by sector was:

	Year Ended December 31, 2021	2020
Pharmaceuticals and Healthcare	15 %	16 %
Food and Beverage	14 %	14 %
Technology	11 %	9 %
Auto	10 %	10 %
Consumer Products	8 %	8 %
Financial Services	7 %	8 %
Travel and Entertainment	7 %	7 %
Retail	7 %	7 %
Telecommunications	5 %	6 %
Government	3 %	3 %
Services	2 %	2 %
Oil, Gas and Utilities	2 %	1 %
Not-for-Profit	1 %	1 %
Education	1 %	1 %
Other	7 %	7 %
	100 %	100 %

In 2020, certain industry sectors were more negatively affected by the impact of the COVID-19 pandemic than others.

Operating Expenses

Operating expenses were (in millions):

	Year Ended December 31, 2021 $	2021 % of Revenue	2020 $	2020 % of Revenue	2021 vs. 2020 $ Change	2021 vs. 2020 % Change
Revenue	$ 14,289.4		$ 13,171.1		$ 1,118.3	8.5 %
Operating Expenses:						
Salary and service costs:						
Salary and related service costs	6,971.0	48.8 %	6,250.9	47.5 %	720.1	11.5 %
Third-party service costs	3,431.0	24.0 %	3,321.9	25.2 %	109.1	3.3 %
	10,402.0	72.8 %	9,572.8	72.7 %	829.2	8.7 %
Occupancy and other costs	1,148.2	8.0 %	1,138.5	8.6 %	9.7	0.9 %
Gain on sale of subsidiary	(50.5)	(0.4)%	—	— %	(50.5)	
COVID-19 repositioning costs	—	— %	277.9	2.1 %	(277.9)	
Cost of services	11,499.7		10,989.2		510.5	
Selling, general and administrative expenses	379.7	2.7 %	360.5	2.7 %	19.2	5.3 %
Depreciation and amortization	212.1	1.5 %	222.6	1.7 %	(10.5)	(4.7)%
	12,091.5	84.6 %	11,572.3	87.9 %	519.2	4.5 %
Operating Profit	$ 2,197.9	15.4 %	$ 1,598.8	12.1 %	$ 599.1	37.5 %

In 2021, operating expenses increased $519.2 million, or 4.5%, year-over-year. Operating expenses for 2021 reflect a reduction of $50.5 million related to the gain from the sale of ICON, and the prior year included an increase of $277.9 million related to charges we recorded in the second quarter of 2020 in connection with the actions we took in response to the COVID-19 pandemic. Salary and service costs, which tend to fluctuate with changes in revenue, increased $829.2 million, or 8.7%, compared to 2020, reflecting increases in salary and related service costs, which include an increase in freelance labor costs, and third-party service costs of $720.1 million and $109.1 million, respectively. These increases primarily resulted from the increase in organic revenue, as well as the strengthening of most foreign currencies against the U.S. Dollar, especially the British Pound and Euro. The prior year reflects a reduction in salary and service costs of $162.6 million related to reimbursements under pandemic relief government programs in several countries, as well as an increase of $55.8 million related to asset impairment charges. Occupancy and other costs, which are less directly linked to changes in revenue than salary and service costs, increased $9.7 million, or 0.9%, in 2021 as compared to 2020. Operating profit increased $599.1 million to $2,197.9 million, operating margin increased to 15.4%

from 12.1%, and EBITA margin increased to 15.9% from 12.8%. The increases in operating profit, operating margin and EBITA margin reflect the positive impact of organic revenue growth, the positive impact of cost reduction actions taken in the prior year in response to the COVID-19 pandemic, and the negative impact in the prior year from the net increase in operating expenses recorded in the second quarter of 2020 aggregating $171.1 million, related to the COVID-19 repositioning costs, and asset impairment charges recorded in the fourth quarter of 2020, partially offset by the benefit of $162.6 million related to reimbursements under pandemic relief government programs. Additionally, operating profit, operating margin and EBITA margin for 2021 were favorably impacted by the $50.5 million gain recorded in connection with the sale of ICON.

Looking ahead to 2022, we expect certain operating costs, such as travel and general office expenses, to continue to increase to normal levels as more of our workforce returns to the office; we believe we can offset the impact of these increases by managing other discretionary costs, as well as certain infrastructure costs. Accordingly, for the full year 2022, we believe we will be able to maintain the operating margins we achieved in 2021.

Net Interest Expense

In 2021, net interest expense increased $19.6 million year-over-year to $209.1 million. Interest expense on debt in 2021 increased $13.6 million to $213.2 million compared to 2020, primarily arising from a loss of $26.6 million on the early redemption in May 2021 of all the outstanding $1.25 billion of the 3.625% Senior Notes due 2022, or 2022 Notes, which was partially offset by the benefit from the issuance of $800 million of the 2.60% Senior Notes due 2031, or 2031 Notes, at a lower rate. Interest income in 2021 decreased $5.0 million year-over-year to $27.3 million primarily due to lower rates.

Income Taxes

Our effective tax rate for 2021 decreased year-over-year to 24.6% from 27.1%. In connection with the sale of ICON in the second quarter of 2021, we recorded a pre-tax gain of $50.5 million. The lower effective tax rate for 2021 was predominantly the result of $32.8 million favorable settlements of uncertain tax positions in certain domestic jurisdictions, as well as a nominal tax applied against the book gain on the sale of ICON resulting from excess tax over book basis. The effective tax rate for 2020 reflects an increase due to the non-deductibility in certain jurisdictions of a portion of the COVID-19 repositioning charges recorded in the second quarter of 2020. For 2022, we expect our effective tax rate to be between 26.5% and 27% before the effect, if any, from the tax impact of our equity compensation.

Net Income and Net Income Per Share - Omnicom Group Inc.

Net income - Omnicom Group Inc. in 2021 increased $462.4 million to $1,407.8 million from $945.4 million in 2020. The year-over-year increase is due to the factors described above. Diluted net income per share - Omnicom Group Inc. increased to $6.53 in 2021, compared to $4.37 in 2020, due to the factors described above, as well as the impact of the reduction in our weighted average common shares outstanding resulting from the resumption of repurchases of our common stock during the year, net of shares issued for restricted stock awards, stock option exercises and the employee stock purchase plan during the year.

The combined effect of the after-tax gain from the sale of ICON and the loss on the early redemption of the 2022 Notes increased net income - Omnicom Group Inc. for 2021 by $31.0 million. In 2020, the net after-tax effect on net income - Omnicom Group Inc. from the COVID-19 repositioning costs and asset impairment charges was a decrease of $270.2 million, which was partially offset by a net after-tax increase in net income - Omnicom Group Inc. from reimbursements under government programs of $123.4 million.

RESULTS OF OPERATIONS - 2020 Compared to 2019 (in millions):

	Year Ended December 31,	
	2020	2019
Revenue	$ 13,171.1	$ 14,953.7
Operating Expenses:		
Salary and service costs	9,572.8	10,972.2
Occupancy and other costs	1,138.5	1,221.8
COVID-19 Repositioning Costs	277.9	—
Cost of services	10,989.2	12,194.0
Selling, general and administrative expenses	360.5	405.9
Depreciation and amortization	222.6	231.5
	11,572.3	12,831.4
Operating Profit	1,598.8	2,122.3
Operating Margin - %	12.1 %	14.2 %
Interest Expense	221.8	244.3
Interest Income	32.3	60.3
Income Before Income Taxes and Income (Loss) From Equity Method Investments	1,409.3	1,938.3
Income Tax Expense	381.7	504.4
Income (Loss) From Equity Method Investments	(6.8)	2.0
Net Income	1,020.8	1,435.9
Net Income Attributed To Noncontrolling Interests	75.4	96.8
Net Income - Omnicom Group Inc.	$ 945.4	$ 1,339.1

Non-GAAP Financial Measures

We use EBITA and EBITA Margin as additional operating performance measures that exclude the non-cash amortization expense of intangible assets, which primarily consists of amortization of intangible assets arising from acquisitions. We define EBITA as earnings before interest, taxes and amortization of intangible assets, and EBITA Margin as EBITA divided by revenue. EBITA and EBITA Margin are non-GAAP financial measures. We believe that EBITA and EBITA Margin are useful measures for investors to evaluate the performance of our business. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with U.S. GAAP. Non-GAAP financial measures reported by us may not be comparable to similarly titled amounts reported by other companies.

The following table reconciles the U.S. GAAP financial measure of net income - Omnicom Group Inc. to EBITA and EBITA Margin for the periods presented (in millions):

	Year Ended December 31,	
	2020	2019
Net Income - Omnicom Group Inc.	$ 945.4	$ 1,339.1
Net Income Attributed To Noncontrolling Interests	75.4	96.8
Net Income	1,020.8	1,435.9
Income (Loss) From Equity Method Investments	(6.8)	2.0
Income Tax Expense	381.7	504.4
Income Before Income Taxes and Income (Loss) From Equity Method Investments	1,409.3	1,938.3
Interest Expense	221.8	244.3
Interest Income	32.3	60.3
Operating Profit	1,598.8	2,122.3
Add back: Amortization of intangible assets	83.1	83.8
Earnings before interest, taxes and amortization of intangible assets (“EBITA”)	$ 1,681.9	$ 2,206.1
Revenue	$ 13,171.1	$ 14,953.7
EBITA	$ 1,681.9	$ 2,206.1
EBITA Margin - %	12.8 %	14.8 %

Revenue

Revenue in 2020 decreased $1,782.6 million, or 11.9%, compared to 2019. Changes in foreign exchange rates reduced revenue 0.4%, acquisition revenue, net of disposition revenue, reduced revenue 0.4%, and negative organic growth reduced revenue 11.1% as all our geographic markets were negatively impacted by the COVID-19 pandemic. The change in revenue across our principal regional markets were: North America decreased $901.7 million, Europe decreased $499.7 million, Asia-Pacific decreased $145.8 million and Latin America decreased $128.0 million. In North America, we experienced a decline in organic revenue attributable to the COVID-19 pandemic in all our disciplines, except Healthcare. In Europe and the Middle East and Africa, almost all businesses and regions experienced a decline in organic revenue resulting from the COVID-19 pandemic, which was marginally offset by an increase primarily from the strengthening of the British Pound and Euro against the U.S. Dollar. In Latin America, the impact of the COVID-19 pandemic compounded by the continuing unstable economic and political conditions in Brazil resulted in negative organic growth in Brazil and throughout the region. In addition, the weakening of foreign currency exchange rates against the U.S. Dollar in all countries further contributed to the reduction in revenue in the region. In Asia-Pacific, almost all our businesses in the region experienced negative organic growth as a result of the COVID-19 pandemic, and the weakening of most currencies against the U.S. Dollar had a marginal negative impact on revenue.

The components of revenue change in the United States (“Domestic”) and the remainder of the world (“International”) were (in millions):

	Total		Domestic		International	
	$	%	$	%	$	%
December 31, 2019	$ 14,953.7		$ 8,033.0		$ 6,920.7	
Components of revenue change:						
Foreign exchange rate impact	(60.9)	(0.4)%	—	— %	(60.9)	(0.9)%
Acquisition revenue, net of disposition revenue	(56.7)	(0.4)%	(36.8)	(0.5)%	(19.9)	(0.3)%
Organic growth	(1,665.0)	(11.1)%	(810.1)	(10.1)%	(854.9)	(12.4)%
December 31, 2020	$ 13,171.1	(11.9)%	$ 7,186.1	(10.5)%	$ 5,985.0	(13.5)%

The components and percentages are calculated as follows:

- The foreign exchange impact is calculated by translating the current period’s local currency revenue using the prior period average exchange rates to derive current period constant currency revenue (in this case $13,232.0 million for the Total column). The foreign exchange impact is the difference between the current period revenue in U.S. Dollars and the current period constant currency revenue ($13,171.1 million less $13,232.0 million for the Total column).
- 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 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 dispositions through the disposition date. The acquisition revenue and disposition revenue amounts are netted in the table.
- Organic growth is calculated by subtracting the foreign exchange rate impact, and the acquisition revenue, net of disposition revenue components from total revenue growth.
- The percentage change is calculated by dividing the individual component amount by the prior period revenue base of that component ($14,953.7 million for the Total column).

Changes in the value of foreign currencies against the U.S. Dollar affect our results of operations and financial position. For the most part, because the revenue and expense of our foreign operations are both denominated in the same local currency, the economic impact on operating margin is minimized.

Revenue and organic growth in our geographic markets were (in millions):

	Year Ended December 31,			
	2020	2019	$ Change	% Organic Growth
Americas:				
North America	$ 7,577.1	$ 8,478.8	$ (901.7)	(10.1)%
Latin America	275.4	403.4	(128.0)	(15.1)%
EMEA:				
Europe	3,607.7	4,107.4	(499.7)	(12.4)%
Middle East and Africa	207.2	314.6	(107.4)	(32.3)%
Asia-Pacific	1,503.7	1,649.5	(145.8)	(8.5)%
	$ 13,171.1	$ 14,953.7	$ (1,782.6)	(11.1)%

Revenue in Europe, which includes our primary markets of the U.K. and the Euro Zone, decreased $499.7 million in 2020 as compared to the prior year. Revenue in the U.K., representing 9.7% of total revenue, decreased $151.5 million. Revenue in Continental Europe, which comprises the Euro Zone and the other European countries, representing 17.7% of total revenue, decreased $348.2 million. The decrease in revenue is due to negative organic growth resulting from the impact of the COVID-19 pandemic.

In the normal course of business, our agencies both gain and lose business from clients each year due to a variety of factors. Under our client-centric approach, we seek to broaden our relationships with all of our clients. In 2020 and 2019, our largest client represented 3.4% and 3.0% of revenue, respectively. Our ten largest and 100 largest clients represented 20.8% and 54.0% of revenue in 2020, respectively, and 19.6% and 51.3% of revenue in 2019, respectively.

All our business experienced the effects from client spending reductions related to the COVID-19 pandemic. The spending reductions impacted all our disciplines and markets. The most significantly impacted were our advertising discipline, our Experiential discipline, especially in our event marketing businesses, and our Execution & Support discipline, primarily in our field marketing and merchandising businesses. Our Public Relations discipline was less significantly impacted, and our Healthcare and Precision Marketing disciplines performed well. Revenue and organic growth by discipline were (in millions):

	Year Ended December 31,					
	2020		2019		2020 vs. 2019	2020
	$	% of Revenue	$	% of Revenue	$ Change	% Organic Growth
Advertising	$ 7,511.4	57.0 %	$ 8,664.2	57.9 %	$ (1,152.8)	(12.3)%
Precision Marketing	944.6	7.2 %	927.2	6.2 %	17.4	(0.4)%
Commerce & Brand Consulting	821.8	6.2 %	971.8	6.5 %	(150.0)	(14.8)%
Experiential	426.8	3.2 %	670.0	4.5 %	(243.2)	(35.4)%
Execution & Support	961.3	7.3 %	1,177.2	7.9 %	(215.9)	(16.4)%
Public Relations	1,310.9	10.0 %	1,386.7	9.3 %	(75.8)	(4.1)%
Healthcare	1,194.3	9.1 %	1,156.6	7.7 %	37.7	3.2 %
	$ 13,171.1		$ 14,953.7		$ (1,782.6)	(11.1)%

We provide services to clients that operate in various industry sectors. Revenue by sector was:

	Year Ended December 31,	
	2020	2019
Pharmaceuticals and Healthcare	16 %	14 %
Food and Beverage	14 %	14 %
Auto	10 %	10 %
Technology	9 %	7 %
Consumer Products	8 %	9 %
Financial Services	8 %	8 %
Travel and Entertainment	7 %	9 %
Retail	7 %	7 %
Telecommunications	6 %	6 %
Government	3 %	2 %
Services	2 %	2 %
Oil, Gas and Utilities	1 %	2 %
Not-for-Profit	1 %	1 %
Education	1 %	1 %
Other	7 %	8 %
	100 %	100 %

In 2020, certain industry sectors were more negatively affected by the impact of the COVID-19 pandemic than others.

Operating Expenses

Operating expenses for 2020 compared to 2019 were (in millions):

	Year Ended December 31,					
	2020		2019		2020 vs. 2019	
	$	% of Revenue	$	% of Revenue	$ Change	% Change
Revenue	$ 13,171.1		$ 14,953.7		$ (1,782.6)	(11.9)%
Operating Expenses:						
Salary and service costs:						
Salary and related service costs	6,250.9	47.5 %	6,895.2	46.1 %	(644.3)	(9.3)%
Third-party service costs	3,321.9	25.2 %	4,077.0	27.3 %	(755.1)	(18.5)%
	9,572.8	72.7 %	10,972.2	73.4 %	(1,399.4)	(12.8)%
Occupancy and other costs	1,138.5	8.6 %	1,221.8	8.2 %	(83.3)	(6.8)%
COVID-19 repositioning costs	277.9	2.1 %	—	— %	(277.9)	— %
Cost of services	10,989.2	83.4 %	12,194.0	81.5 %	(1,204.8)	(9.9)%
Selling, general and administrative expenses	360.5	2.7 %	405.9	2.7 %	(45.4)	(11.2)%
Depreciation and amortization	222.6	1.7 %	231.5	1.5 %	(8.9)	(3.8)%
	11,572.3	87.9 %	12,831.4	85.8 %	(1,259.1)	(9.8)%
Operating Profit	$ 1,598.8	12.1 %	$ 2,122.3	14.2 %	$ (523.5)	(24.7)%

In 2020, salary and service costs, which tend to fluctuate with changes in revenue, decreased $1,399.4 million, or 12.8%, compared to 2019. Salary and related service costs in 2020 decreased $644.3 million, or 9.3%, year-over-year, primarily as a result of the severance and furlough actions we took in the second quarter of 2020, partially offset by asset impairment charges of $55.8 million recorded in the fourth quarter of 2020. Also, during 2020, we reduced salary and service costs by $162.6 million related to reimbursements under government programs in several countries. Third-party service costs, which include expenses incurred with third-party vendors primarily when we act as a principal when performing services for our clients, decreased $755.1 million, or 18.5%, year-over-year reflecting the decrease in revenue and the impact of the actions we took to align our cost structure. Occupancy and other costs decreased $83.3 million, or 6.8%, in 2020 as compared to 2019. Operating profit decreased $523.5 million to $1,598.8 million. Operating margin decreased 12.1% from 14.2%, and EBITA margin decreased to 12.8% from 14.8% year-over-year. In 2020, operating profit, operating margin and EBITA margin included a net decrease aggregating $171.1 million related to the COVID-19 repositioning costs recorded in the second quarter and asset impairment charges of $55.8 million in the fourth quarter, which are included in salary and service costs, partially offset by an increase related to pandemic relief reimbursements under government programs in several countries during the year.

Net Interest Expense

In 2020, net interest expense increased $5.5 million year-over-year to $189.5 million. Interest expense on debt decreased $27.6 million to $199.6 million, primarily reflecting a reduction in interest expense from refinancing activity at lower interest rates in the second half of 2019 and the first quarter of 2020, partially offset by a loss of $7.7 million on the early redemption of the remaining $600 million principal amount of the 4.45% Senior Notes due 2020 in March 2020 and the interest expense from the issuance of the 4.20% Senior Notes due 2030 in April 2020. Interest income in 2020 decreased $28.0 million year-over-year to $32.3 million primarily due to lower interest rates.

Income Taxes

Our effective tax rate for 2020 increased year-over-year to 27.1% from 26.0% in 2019. The non-deductibility in certain jurisdictions of a portion of the COVID-19 repositioning costs recorded in the second quarter of 2020 had the effect of increasing our effective tax rate for 2020. This increase was substantially offset by a lower effective tax rate on our foreign earnings resulting from a change in legislation. In 2019, income tax expense was reduced by $10.8 million primarily from the net favorable settlements of uncertain tax positions in certain jurisdictions. After considering these items, our effective rate for 2020 would have approximated the rate for 2019.

Net Income and Net Income Per Share - Omnicom Group Inc.

Net income - Omnicom Group Inc. in 2020 decreased $393.7 million to $945.4 million from $1,339.1 million in 2019. The year-over-year decrease is due to the factors described above. Diluted net income per share - Omnicom Group Inc. decreased to $4.37 in 2020, compared to $6.06 in 2019, due to the factors described above, as well as the impact of the reduction in our weighted average common shares outstanding resulting from repurchases of our common stock through March 2020, net of shares issued for restricted stock awards, stock option exercises and the employee stock purchase plan. As discussed above, our results of operations for 2020 included COVID-19 repositioning costs and asset impairment charges, which were partially offset by an increase attributable to pandemic relief reimbursements under government programs in several countries. The after-tax affect of these items on net income - Omnicom Group Inc. was $146.8 million.

The impact on net income Omnicom Group Inc. of these actions was (in millions):

	COVID-19 Repositioning Costs	Impairment Charges - Underperforming Assets	Pandemic Relief Reimbursements Under Government Programs	Total
Increase (decrease) to income before income taxes	$ (277.9)	$ (55.8)	$ 162.6	$ (171.1)
Increase (decrease) in income tax expense	(54.8)	(8.7)	39.2	(24.3)
Increase (decrease) in net income Omnicom Group Inc.	$ (223.1)	$ (47.1)	$ 123.4	$ (146.8)

LIQUIDITY AND CAPITAL RESOURCES

Cash Sources and Requirements

Our primary short-term liquidity sources are our operating cash flow and cash and cash equivalents. Additional liquidity sources include our $2.5 billion multi-currency revolving credit facility, or Credit Facility, maturing on February 14, 2025, uncommitted credit lines aggregating $863.9 million, the ability to issue up to $2 billion of commercial paper and access to the capital markets. Our liquidity sources fund our non-discretionary cash requirements and our discretionary spending.

Working capital is our principal non-discretionary funding requirement. Our typical working capital cycle results in a short-term funding requirement that normally peaks during the second quarter of the year due to the timing of payments for incentive compensation, income taxes and contingent purchase price obligations. In addition, we have contractual obligations related to our long-term debt (principal and interest payments), recurring business operations, primarily related to lease obligations, and contingent purchase price obligations (earn-outs) from acquisitions. Our principal discretionary cash spending includes dividend payments to common shareholders, capital expenditures, strategic acquisitions and repurchases of our common stock.

Cash and cash equivalents at December 31, 2021 decreased $283.7 million from December 31, 2020. The components of the decrease were (in millions):

Sources		
Cash flow from operations		$ 1,945.4
Less: Increase in operating capital		(160.5)
Principal cash sources		1,784.9
Uses		
Capital expenditures	$ (665.8)	
Dividends paid to common shareholders	(592.3)	
Dividends paid to noncontrolling interest shareholders	(113.1)	
Acquisition payments, including payment of contingent purchase price obligations and acquisition of additional noncontrolling interests, net of proceeds from sale of investments	(202.0)	
Repurchases of common stock, net of proceeds from stock plans	(518.2)	
Principal cash uses		(2,091.4)
Principal cash uses in excess of principal cash sources		(306.5)
Effect of foreign exchange rate changes on cash and cash equivalents		(128.9)
Other net financing and investing activities		(8.8)
Increase in operating capital		160.5
Decrease in cash and cash equivalents		$ (283.7)

Principal cash sources and principal cash uses are Non-GAAP liquidity measures. These amounts exclude changes in working capital and other investing and financing activities. This presentation reflects the metrics used by us to assess our sources and uses of cash and was derived from our consolidated statement of cash flows. We believe that this presentation is meaningful to understand the primary sources and uses of our cash flow and the effect on our cash and cash equivalents. Non-GAAP liquidity measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with U.S. GAAP. Non-GAAP liquidity measures as reported by us may not be comparable to similarly titled amounts reported by other companies. Additional information regarding our cash flows can be found in our consolidated financial statements.

At December 31, 2021, we have the following contractual obligations:

- Principal payments on long-term debt of $5.7 billion, of which $750 million is due in 2024 and $1.4 billion is due in 2026 (see Note 7 to the consolidated financial statements). Depending on the conditions in the credit markets, we may refinance this debt, or we may use cash from operations, including temporally accessing our Credit Facility, to repay this debt.
- Interest payments on long-term debt due within the next five years aggregate $712.6 million, of which $161.5 million is payable in 2022.
- The liability for minimum lease payments for operating and finance leases due within the next five years aggregate $1,013.2 million, of which $310.0 million is due in 2022 (see Note 16 to the consolidated financial statements).
- The obligation for our defined benefit pension plans was $289.4 million and the liability for our postemployment arrangements was $153.0 million. In 2021, we contributed $6.4 million to our defined benefit plans and paid $9.5 million for our postemployment arrangements. We do not expect these payments to increase significantly in 2022 (see Note 12 to the consolidated financial statements).
- The liability for contingent purchase price payments (earn-outs) was $167.1 million, of which $43.1 million is payable in 2022 (see Note 5 to the consolidated financial statements).

- The liability for the transition tax on accumulated foreign earnings due in the next five years is $100.4 million, of which $11.6 million is payable in 2022 (see Note 11 to the consolidated financial statements).

Based on past performance and current expectations, we believe that our operating cash flow will be sufficient to meet our non-discretionary cash requirements for the next twelve months and that the availability of our Credit Facility will be sufficient to meet our long-term liquidity requirements.

Cash Management

Our regional treasury centers in North America, Europe and Asia manage our cash and liquidity. Each day, operations with excess funds invest those funds with their regional treasury center. Likewise, operations that require funds borrow from their regional treasury center. Treasury centers with excess cash invest on a short-term basis with third parties, generally with maturities ranging from overnight to less than 90 days. Certain treasury centers have notional pooling arrangements that are used to manage their cash and set-off foreign exchange imbalances. The arrangements require each treasury center to have its own notional pool account and to maintain a notional positive account balance. Additionally, under the terms of the arrangement, set-off of foreign exchange positions are limited to the long and short positions within their own account. To the extent that our treasury centers require liquidity, they have the ability to issue up to a total of $2 billion of U.S. Dollar-denominated commercial paper or borrow under the Credit Facility, or the uncommitted credit lines. This process enables us to manage our debt more efficiently and utilize our cash more effectively, as well as manage our risk to foreign exchange rate imbalances. In countries where we either do not conduct treasury operations or it is not feasible for one of our treasury centers to fund net borrowing requirements on an intercompany basis, we arrange for local currency uncommitted credit lines. We have a policy governing counterparty credit risk with financial institutions that hold our cash and cash equivalents and we have deposit limits for each institution. In countries where we conduct treasury operations, generally the counterparties are either branches or subsidiaries of institutions that are party to the Credit Facility. These institutions generally have credit ratings equal to or better than our credit ratings. In countries where we do not conduct treasury operations, all cash and cash equivalents are held by counterparties that meet specific minimum credit standards

At December 31, 2021, our foreign subsidiaries held approximately $2.4 billion of our total cash and cash equivalents of $5.3 billion. Most of the cash is available to us, net of any foreign withholding taxes payable upon repatriation to the United States.

At December 31, 2021, our net debt position, which we define as total debt, including short-term debt, less cash and cash equivalents increased $167.8 million as compared to December 31, 2020. The increase in net debt primarily resulted from the excess of principal cash uses over principal cash sources of $306.5 million, partially offset by the reduction in debt that had increased in 2020 as a result of the liquidity actions we took in response to the COVID-19 pandemic.

The components of net debt were (in millions):

	December 31,	
	2021	2020
Short-term debt	$ 9.6	$ 3.9
Long-term debt	5,685.7	5,807.3
Total debt	5,695.3	5,811.2
Less: Cash and cash equivalents	5,316.8	5,600.5
Net debt	$ 378.5	$ 210.7

Net debt is a Non-GAAP liquidity measure. This presentation, together with the comparable U.S. GAAP liquidity measures, reflects one of the key metrics used by us to assess our cash management. Non-GAAP liquidity measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with U.S. GAAP. Non-GAAP liquidity measures as reported by us may not be comparable to similarly titled amounts reported by other companies.

Debt Instruments and Related Covenants

On May 3, 2021, we issued $800 million 2.60% Senior Notes due 2031. The net proceeds from the issuance, after deducting the underwriting discount and offering expenses, were $791.7 million. The net proceeds plus cash on hand were used to redeem all the outstanding 3.625% Senior Notes due 2022 in May 2021. In connection with the early redemption, we recorded a loss on extinguishment of $26.6 million in interest expense.

On November 22, 2021, Omnicom Capital Holdings plc, or OCH, a U.K.-based wholly owned subsidiary of Omnicom, issued £325 million 2.25% Senior Notes due 2033, or the Sterling Notes. The U.S. Dollar equivalent of the net proceeds from the issuance, after deducting the underwriting discount and offering expenses, was $429.6 million.

The 2.45% Senior Notes due 2030, the 4.20% Senior Notes due 2030 and the 2.60% Senior Notes due 2031 are senior unsecured obligations of Omnicom that rank equal in right of payment with all existing and future unsecured senior indebtedness.

Omnicom and its wholly owned finance subsidiary, Omnicom Capital Inc., or OCI, are co-obligors under the 3.65% Senior Notes due 2024 and the 3.60% Senior Notes due 2026. These notes are a joint and several liability of Omnicom and OCI, and Omnicom unconditionally guarantees OCI's obligations with respect to the notes. OCI provides funding for our operations by incurring debt and lending the proceeds to our operating subsidiaries. OCI's assets primarily consist of cash and cash equivalents and intercompany loans made to our operating subsidiaries, and the related interest receivable. There are no restrictions on the ability of OCI or Omnicom to obtain funds from our subsidiaries through dividends, loans or advances. Such notes are senior unsecured obligations that rank equal in right of payment with all existing and future unsecured senior indebtedness.

Omnicom and OCI have, jointly and severally, fully and unconditionally guaranteed the obligations of Omnicom Finance Holdings plc, or OFH, a U.K.-based wholly owned subsidiary of Omnicom, with respect to the €500 million 0.80% Senior Notes due 2027 and the €500 million 1.40% Senior Notes due 2031, collectively the Euro Notes. OFH's assets consist of its investments in several wholly owned finance companies that function as treasury centers, which provide funding for various operating companies in Europe, Brazil, Australia and other countries in the Asia-Pacific region. The finance companies' assets consist of cash and cash equivalents and intercompany loans that they make or have made to the operating companies in their respective regions and the related interest receivable. There are no restrictions on the ability of Omnicom, OCI or OFH to obtain funds from their subsidiaries through dividends, loans or advances. The Euro Notes and the related guarantees are senior unsecured obligations that rank equal in right of payment with all existing and future unsecured senior indebtedness of OFH and each of Omnicom and OCI, respectively.

Omnicom has fully and unconditionally guaranteed the obligations of OCH, with respect to the Sterling Notes. OCH's assets consist of its investments in several wholly owned finance companies that function as treasury centers, which provide funding for various operating companies in EMEA, Australia and other countries in the Asia-Pacific region. The finance companies' assets consist of cash and cash equivalents and intercompany loans that they make or have made to the operating companies in their respective regions and the related interest receivable. There are no restrictions on the ability of Omnicom or OCH to obtain funds from their subsidiaries through dividends, loans or advances. The Sterling Notes and the related guarantee are senior unsecured obligations that rank equal in right of payment with all existing and future unsecured senior indebtedness of OCH and Omnicom, respectively.

The Credit Facility contains a financial covenant that requires us to maintain a Leverage Ratio of consolidated indebtedness to consolidated EBITDA (earnings before interest, taxes, depreciation, amortization and non-cash charges) of no more than 3.5 times for the most recently ended 12-month period. In October 2020, we amended the Credit Facility to increase the maximum Leverage Ratio to 4.0 times through December 31, 2021. At December 31, 2021, we were in compliance with this covenant as our Leverage Ratio was 2.3 times. The Credit Facility does not limit our ability to declare or pay dividends or repurchase our common stock.

Borrowings under the Credit Facility may use LIBOR as the benchmark interest rate. The LIBOR benchmark rate is expected to be phased out by the end of June 2023. We do not expect that the discontinuation of the LIBOR rate will have a material impact on our liquidity or results of operations.

At December 31, 2021, our long-term and short-term debt was rated BBB+ and A2 by S&P and Baa1 and P2 by Moody's. Our access to the commercial paper market and the cost of these borrowings are affected by market conditions and our credit ratings. The long-term debt indentures and the Credit Facility do not contain provisions that require acceleration of cash payments in the event of a downgrade in our credit ratings.

Credit Markets and Availability of Credit

In light of the uncertainty of future economic conditions, we will continue to take actions available to us to respond to changing economic conditions, and we will continue to manage our discretionary expenditures. We will continue to monitor and manage the level of credit made available to our clients. We believe that these actions, in addition to the availability of our Credit Facility, are sufficient to fund our near-term working capital needs and our discretionary spending. Note 7 to the consolidated financial statements provides information regarding our Credit Facility.

We have typically funded our day-to-day liquidity by issuing commercial paper. Beginning in the third quarter of 2020 and continuing through 2021, we substantially reduced our commercial paper issuances as compared to prior years. Additional liquidity sources include our Credit Facility and the uncommitted credit lines.

Commercial paper activity was (dollars in millions):

	Year Ended December 31,		
	2021	**2020**	**2019**
Average amount outstanding during the year	$ 2.2	$ 50.1	$ 272.3
Maximum amount outstanding during the year	$ 250.0	$ 401.2	$ 825.0
Average days outstanding	1.1	4.6	4.0
Weighted average interest rate	0.15 %	1.52 %	2.40 %

We expect to continue issuing commercial paper to fund our day-to-day liquidity when needed. However, disruptions in the credit markets may lead to periods of illiquidity in the commercial paper market and higher credit spreads. To mitigate any disruption in the credit markets and to fund our liquidity, we may borrow under the Credit Facility or the uncommitted credit lines or access the capital markets if favorable conditions exist. We will continue to monitor closely our liquidity and conditions in the credit markets. We cannot predict with any certainty the impact on us of any disruptions in the credit markets. In such circumstances, we may need to obtain additional financing to fund our day-to-day working capital requirements. Such additional financing may not be available on favorable terms, or at all.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We manage our exposure to foreign exchange rate risk and interest rate risk through various strategies, including the use of derivative financial instruments. We use forward foreign exchange contracts as economic hedges to manage the cash flow volatility arising from foreign exchange rate fluctuations. We do not use derivatives for trading or speculative purposes. Using derivatives exposes us to the risk that counterparties to the derivative contracts will fail to meet their contractual obligations. We manage that risk through careful selection and ongoing evaluation of the counterparty financial institutions based on specific minimum credit standards and other factors.

We evaluate the effects of changes in foreign currency exchange rates, interest rates and other relevant market risks on our derivatives. We periodically determine the potential loss from market risk on our derivatives by performing a value-at-risk, or VaR, analysis. VaR is a statistical model that uses historical currency exchange rate data to measure the potential impact on future earnings of our derivative financial instruments assuming normal market conditions. The VaR model is not intended to represent actual losses but is used as a risk estimation and management tool. Based on the results of the model, we estimate with 95% confidence a maximum one-day change in the net fair value of our derivative financial instruments at December 31, 2021 was not significant.

Foreign Currency Exchange Risk

In 2021, our international operations represented approximately 49% of our revenue. Changes in the value of foreign currencies against the U.S. Dollar affect our results of operations and financial position. For the most part, because the revenue and expenses of our foreign operations are denominated in the same local currency, the economic impact on operating margin is minimized. The effects of foreign currency exchange transactions on our results of operations are discussed in Note 2 to the consolidated financial statements.

We operate in all major international markets including the Euro Zone, the U.K., Australia, Brazil, Canada, China and Japan. Our agencies transact business in more than 50 different currencies. As an integral part of our global treasury operations, we centralize our cash and use notional multicurrency pools to manage the foreign currency exchange risk that arises from imbalances between subsidiaries and their respective treasury centers. In addition, there are circumstances where revenue and expense transactions are not denominated in the same currency. In these instances, amounts are either promptly settled or hedged with forward foreign exchange contracts. To manage this risk, at December 31, 2021 and 2020, we had outstanding forward foreign exchange contracts with an aggregate notional amount of $77.3 million and $169.6 million, respectively. At December 31, 2021 and 2020, the net fair value of the forward foreign contracts was not material (see Note 20 to the consolidated financial statements).

Foreign currency derivatives are designated as economic hedges; therefore, any gain or loss in fair value incurred on those instruments is generally offset by decreases or increases in the fair value of the underlying exposure. By using these financial instruments, we reduce financial risk of adverse foreign exchange changes by foregoing any gain which might occur if the markets move favorably. The terms of our forward foreign exchange contracts are generally less than 90 days.

Interest Rate Risk

We may use interest rate swaps to manage our interest cost and structure our long-term debt portfolio to achieve a mix of fixed rate and floating rate debt. During 2021, there were no interest rate swaps and, at December 31, 2021, long-term debt consisted entirely of fixed-rate debt.

Credit Risk

We provide advertising, marketing and corporate communications services to several thousand clients that operate in nearly every sector of the global economy and we grant credit to qualified clients in the normal course of business. Due to the diversified nature of our client base, we do not believe that we are exposed to a concentration of credit risk as our largest client represented 3.2% of revenue in 2021. However, during periods of economic downturn, the credit profiles of our clients could change.

In the normal course of business, our agencies enter into contractual commitments with media providers and production companies on behalf of our clients at levels that can substantially exceed the revenue from our services. These commitments are included in accounts payable when the services are delivered by the media providers or production companies. If permitted by local law and the client agreement, many of our agencies purchase media and production services for our clients as an agent for a disclosed principal. In addition, while operating practices vary by country, media type and media vendor, in the United States and certain foreign markets, many of our agencies' contracts with media and production providers specify that our agencies are not liable to the media and production providers under the theory of sequential liability until and to the extent we have been paid by our client for the media or production services.

Where purchases of media and production services are made by our agencies as a principal or are not subject to the theory of sequential liability, the risk of a material loss as a result of payment default by our clients could increase significantly and such a loss could have a material adverse effect on our business, results of operations and financial position.

In addition, our methods of managing the risk of payment default, including obtaining credit insurance, requiring payment in advance, mitigating the potential loss in the marketplace or negotiating with media providers, may be insufficient, less available, or unavailable during a severe economic downturn.

Item 8. Financial Statements and Supplementary Data

See Item 15, "Exhibits, Financial Statement Schedules."

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports we file with the SEC is recorded, processed, summarized and reported within applicable time periods. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, or the Exchange Act, is accumulated and communicated to management, including our Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, as appropriate to allow timely decisions regarding required disclosure. Management, including our CEO and CFO, conducted an evaluation of the effectiveness of our disclosure controls and procedures as of December 31, 2021. Based on that evaluation, our CEO and CFO concluded that, as of December 31, 2021, our disclosure controls and procedures are effective to ensure that decisions can be made timely with respect to required disclosures, as well as ensuring that the recording, processing, summarization and reporting of information required to be included in our Annual Report on Form 10-K for the year ended December 31, 2021 are appropriate.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Management, with the participation of our CEO, CFO and our agencies, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our CEO and CFO concluded that our internal control over financial reporting was effective as of December 31, 2021. There have not been any changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

KPMG LLP, an independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on Omnicom's internal control over financial reporting as of December 31, 2021, dated February 9, 2022, which is included on page F-2 of this 2021 Form 10-K.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspection

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information regarding our executive officers is included in Part I, Item 1, "Business." Additional information called for by this Item, to the extent not included in this document, is incorporated herein by reference to the information to be included under the captions "Item 1 - Election of Directors," and "Additional Information - Shareholder Proposals and Director Nominations for the 2023 Annual Meeting" in our definitive proxy statement, or Proxy Statement, which is expected to be filed with the SEC within 120 days of the fiscal year ended December 31, 2021.

Item 11. Executive Compensation

The information called for by this Item is incorporated herein by reference to the information to be included under the captions “Executive Compensation,” “Item 1 - Election of Directors - Directors' Compensation for Fiscal Year 2021” and “Item 1 - Election of Directors - Board Policies and Processes - Compensation Committee Interlocks and Insider Participation” in our Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information called for by this Item is incorporated herein by reference to the information to be included under the captions “Stock Ownership Information - Security Ownership of Certain Beneficial Owners and Management” and “Stock Ownership Information - Equity Compensation Plans” in our Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information called for by this Item is incorporated herein by reference to the information to be included under the captions “Item 1 - Election of Directors - Board Policies and Processes - Transactions with Related Persons” and “Item 1 - Election of Directors - Omnicom Board of Directors - Director Independence” in our Proxy Statement.

Item 14. Principal Accountant Fees and Services

Our independent registered public accounting firm is KPMG LLP, New York, NY, Auditor Firm ID: 185.

The information called for by this Item is incorporated herein by reference to the information to be included under the caption “Item 3 - Ratification of the Appointment of Independent Auditors - Fees Paid to Independent Auditors” in our Proxy Statement.

PART IV

Item 15. Exhibit and Financial Statement Schedules

(a)(3) **Exhibits:**

Exhibit Number	**Description**
3(i)	Restated Certificate of Incorporation of Omnicom Group Inc. (Exhibit 3.1 to our Quarterly Report on Form 10-Q (File No. 1-10551) for the quarter ended September 30, 2011 and incorporated herein by reference).
3(ii)	By-laws of Omnicom Group Inc., as amended and restated on December 11, 2018 (Exhibit 3.1 to our Current Report on Form 8-K (File No. 1-10551) dated December 14, 2018 and incorporated herein by reference).
4.1	Base Indenture, dated as of October 29, 2014, among Omnicom Group Inc., Omnicom Capital Inc. and Deutsche Bank Trust Company Americas, as trustee (“2014 Base Indenture”), (Exhibit 4.1 to our Current Report on Form 8-K (File No. 1-10551) dated October 29, 2014 (“October 29, 2014 8-K”) and incorporated herein by reference).
4.2	First Supplemental Indenture to the 2014 Base Indenture, dated as of October 29, 2014, among Omnicom Group Inc., Omnicom Capital Inc. and Deutsche Bank Trust Company Americas, as trustee, in connection with the issuance of $750 million 3.65% Senior Notes due 2024 (Exhibit 4.2 to the October 29, 2014 8-K and incorporated herein by reference).
4.3	Form of 3.65% Notes due 2024 (included in Exhibit 4.2 to the October 29, 2014 8-K and incorporated herein by reference).

4.4	Second Supplemental Indenture to the 2014 Base Indenture, dated as of April 6, 2016, among Omnicom Group Inc., Omnicom Capital Inc. and Deutsche Bank Trust Company Americas, as trustee, in connection with the issuance of $1.4 billion 3.60% Senior Notes due 2026 (Exhibit 4.1 to our Current Report on Form 8-K (File No. 1-10551) dated April 6, 2016 ("April 6, 2016 8-K") and incorporated herein by reference).
4.5	Form of 3.60% Notes due 2026 (included in Exhibit 4.1 to the April 6, 2016 8-K and incorporated herein by reference).
4.6	Base Indenture, dated as of July 8, 2019, among Omnicom Finance Holdings plc, as issuer, Omnicom Group Inc. and Omnicom Capital Inc., as guarantors, and Deutsche Bank Trust Company Americas, as trustee ("2019 Base Indenture"), (Exhibit 4.1 to our Current Report on Form 8-K (File No. 1-10551) dated July 8, 2019 ("July 8, 2019 8-K") and incorporated herein by reference).
4.7	First Supplemental Indenture to the 2019 Base Indenture, dated as of July 8, 2019, among Omnicom Finance Holdings plc, as issuer, Omnicom Group Inc. and Omnicom Capital Inc., as guarantors, and Deutsche Bank Trust Company Americas, as trustee, in connection with the issuance of €500 million aggregate principal amount of Senior Notes due 2027 and €500 million aggregate principal amount of Senior Notes due 2031 (Exhibit 4.2 to the July 8, 2019 8-K and incorporated herein by reference).
4.8	Form of 0.80% Notes due 2027 (included in Exhibit 4.2 to the July 8, 2019 8-K and incorporated herein by reference).
4.9	Form of 1.40% Notes due 2031 (included in Exhibit 4.2 to the July 8, 2019 8-K and incorporated herein by reference).
4.10	Base Indenture, dated as of February 21, 2020, among Omnicom Group Inc., as issuer, and Deutsche Bank Trust Company Americas, as trustee ("2020 Base Indenture") (Exhibit 4.1 to our Current Report on Form 8-K (File No. 1-10551) filed on February 21, 2020 ("February 21, 2020 8-K") and incorporated herein by reference).
4.11	First Supplemental Indenture to the 2020 Base Indenture, dated as of February 21, 2020, among Omnicom Group Inc., as issuer, and Deutsche Bank Trust Company Americas, as trustee, in connection with the issuance of $600 million 2.450% Senior Notes due 2030 (Exhibit 4.2 to the February 21, 2020 8-K and incorporated herein by reference).
4.12	Form of 2.450% Notes due 2030 (Included in Exhibit 4.2 to the February 21, 2020 8-K and incorporated herein by reference).
4.13	Second Supplemental Indenture to the 2020 Base Indenture, dated as of April 1, 2020, among Omnicom Group Inc., as issuer, and Deutsche Bank Trust Company Americas, as trustee, in connection with the issuance of $600 million 4.200% Senior Notes due 2030 (Exhibit 4.1 to our Current Report on Form 8-K (File No. 1-10551) filed on April 1, 2020 ("April 1, 2020 8-K") and incorporated herein by reference).
4.14	Form of 4.200% Notes due 2030 (Included in Exhibit 4.1 to the April 1, 2020 8-K and incorporated herein by reference).
4.15	Third Supplemental Indenture to the 2020 Base Indenture, dated as of April 28, 2021, among Omnicom Group Inc., as issuer, and Deutsche Bank Trust Company Americas, as trustee, in connection with the issuance of $800 million 2.600% Senior Notes due 2031 (Exhibit 4.1 to our Current Report on Form 8-K (File No. 1-10551) filed on May 3, 2021 (the "May 3, 2021 8-K") and incorporated herein by reference).
4.16	Form of 2.600% Notes due 2031 (Included in Exhibit 4.1 to the May 3, 2021 8-K and incorporated herein by reference).
4.17	Base Indenture, dated as of November 22, 2021, among Omnicom Capital Holdings plc, as issuer, Omnicom Group Inc., as guarantor, and Deutsche Bank Trust Company Americas, as trustee ("2021 Base Indenture"), (Exhibit 4.1 to our Current Report on Form 8-K (File No. 1-10551) filed on November 22, 2021 ("November 22, 2021 8-K") and incorporated herein by reference).
4.18	First Supplemental Indenture to the 2021 Base Indenture, dated as of November 22, 2021, among Omnicom Capital Holdings plc, as issuer, Omnicom Group Inc., as guarantor, and Deutsche Bank Trust Company Americas, as trustee, in connection with the issuance of £325 million aggregate principal amount of 2.250% Senior Notes due 2033 (Exhibit 4.2 to the November 22, 2021 8-K) and incorporated herein by reference).
4.19	Form of 2.250% Senior Notes due 2033 (Included in Exhibit 4.2 to the November 22, 2021 8-K and incorporated herein by reference).
4.20	Description of Securities

10.1	Second Amended and Restated Five Year Credit Agreement, dated as of February 14, 2020, by and among Omnicom Capital Inc., a Connecticut corporation, Omnicom Finance Limited, a private limited company organized under the laws of England and Wales, Omnicom Group Inc., a New York corporation, any other subsidiary of Omnicom Group Inc. designated for borrowing privileges, the banks, financial institutions and other institutional lenders and initial issuing banks listed on the signature pages thereof, Citibank, N.A., JPMorgan Chase Bank, N.A., and Wells Fargo Securities, LLC, as lead arrangers and book managers, JPMorgan Chase Bank, N.A. and Wells Fargo Bank, National Association, as syndication agents, Bank of America, N.A., BNP Paribas, Barclays Bank PLC, Deutsche Bank Securities Inc. and HSBC Bank USA, National Association, as documentation agents, and Citibank, N.A., as administrative agent for the lenders (Exhibit 10.1 to our Current Report on Form 8-K (File No. 1-10551) filed on February 19, 2020 and incorporated herein by reference).
10.2	Amendment No. 1 to the Credit Agreement, dated October 26, 2020, to the Second Amended and Restated Five Year Credit Agreement, dated as of February 14, 2020, by and among Omnicom Capital Inc., Omnicom Finance Limited, Omnicom Group Inc., any other subsidiary of Omnicom Group Inc. designated for borrowing privileges, the banks, financial institutions and other institutional lenders party thereto, Citibank, N.A., JPMorgan Chase Bank, N.A., and Wells Fargo Securities, LLC, as lead arrangers and book managers, JPMorgan Chase Bank, N.A. and Wells Fargo Bank, National Association, as syndication agents, Bank of America, N.A., BNP Paribas, Barclays Bank PLC, Deutsche Bank Securities Inc. and HSBC Bank USA, National Association, as documentation agents, and Citibank, N.A., as administrative agent for the lenders (Exhibit 10.1 to our Quarterly Report on Form 10-Q (File No. 1-10551) for the quarter ended September 30, 2020 and incorporated herein by reference).
10.3	Director Compensation and Director Compensation and Deferred Stock Program Stock Program (Exhibit 10.1 to our Quarterly Report on Form 10-Q (File No. 1-10551) for the quarter ended March 31, 2020 ("March 31, 2020 10-Q") and incorporated herein by reference).
10.4	Standard form of our Executive Salary Continuation Plan Agreement (Exhibit 10.5 to our Annual Report on Form 10-K (File No. 1-10551) for the year ended December 31, 2012 and incorporated herein by reference).
10.5	Standard form of the Director Indemnification Agreement (Exhibit 10.25 to our Annual Report on Form 10-K (File No. 1-10551) for the year ended December 31, 1989 and incorporated herein by reference).
10.6	Senior Management Incentive Plan as amended and restated on December 4, 2008 (Exhibit 10.9 to our Annual Report on Form 10-K (File No. 1-10551) for the year ended December 31, 2008 ("2008 10-K") and incorporated herein by reference).
10.7	Omnicom Group Inc. SERCR Plan (Exhibit 10.10 to our Annual Report on Form 10-K (File No. 1-10551) for the year ended December 31, 2011 and incorporated herein by reference).
10.8	Form of Award Agreement under the Omnicom Group Inc. SERCR Plan (Exhibit 10.2 to our Current Report on Form 8-K (File No. 1-10551) dated December 13, 2006 and incorporated herein by reference).
10.9	Omnicom Group Inc. Amended and Restated 2007 Incentive Award Plan (Appendix A to our Proxy Statement (File No. 1-10551) filed on April 15, 2010 and incorporated herein by reference).
10.10	Form of Indemnification Agreement (Exhibit 10.1 to our Quarterly Report on Form 10-Q (File No. 1-10551) for the quarter ended June 30, 2007 and incorporated herein by reference).
10.11	Restricted Stock Unit Deferred Compensation Plan (Exhibit 10.16 to the 2008 10-K and incorporated herein by reference).
10.12	Restricted Stock Deferred Compensation Plan (Exhibit 10.17 to the 2008 10-K and incorporated herein by reference).
10.13	Amendment No. 1 to the Restricted Stock Deferred Compensation Plan (Exhibit 10.18 to the 2008 10-K and incorporated herein by reference).
10.14	Amendment No. 2 to the Restricted Stock Deferred Compensation Plan (Exhibit 10.19 to the 2008 10-K and incorporated herein by reference).
10.15	Form of Grant Notice and Option Agreement (Exhibit 10.20 to our Annual Report on Form 10-K (File No. 1-10551) for the year ended December 31, 2010 ("2010 10-K") and incorporated herein by reference).
10.16	Form of Grant Notice and Restricted Stock Agreement (Exhibit 10.21 to 2010 10-K and incorporated herein by reference).
10.17	Form of Grant Notice and Restricted Stock Unit Agreement (Exhibit 10.22 to 2010 10-K and incorporated herein by reference).
10.18	Form of Grant Notice and Performance Restricted Stock Unit Agreement (Exhibit 10.1 to our Quarterly Report on Form 10-Q (File No. 1-10551) for the quarter ended June 30, 2011 and incorporated herein by reference).

10.19	Omnicom Group Inc. 2013 Incentive Award Plan (Appendix A to our Proxy Statement (File No. 1-10551) filed on April 11, 2013 and incorporated herein by reference).
10.20	Director Compensation and Deferred Stock Program (Exhibit 10.19 to our Annual Report on Form 10-K (File No. 1-10551) for the year ended December 31, 2016 and incorporated herein by reference).
10.21	Omnicom Group Inc. 2021 Incentive Award Plan (incorporated by reference to our Definitive Proxy Statement on Schedule 14A, filed on March 25, 2021).
10.22	2021 Incentive Award Plan Restricted Stock Unit Agreement - Form of Grant Notice and Agreement (Exhibit 10.2 to our Quarterly Report on Form 10-Q (File No. 1-10551) for the quarter ended June 30, 2021 ("June 30, 2021 10-Q") and incorporated herein by reference).
10.23	2021 Incentive Award Plan Option Agreement - Form of Grant Notice and Agreement (Exhibit 10.3 to June 30, 2021 10-Q and incorporated herein by reference).
10.24	Employment Agreement dated as of July 21, 2021 by and between Omnicom Management Inc. and John D. Wren (Exhibit 10.1 to our Current Report on Form 8-K (File No. 1-10551) filed on July 23, 2021 and incorporated herein by reference).
10.25	Rochelle Tarlowe employment letter (Exhibit 10.3 to the March 31, 2020 10-Q and incorporated herein by reference).
21	Subsidiaries of the Registrant.
23	Consent of KPMG LLP.
31.1	Certification of Chairman and Chief Executive Officer required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Executive Vice President and Chief Financial Officer required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
32	Certification of the Chairman and Chief Executive Officer and the Executive Vice President and Chief Financial Officer required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350.
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

		OMNICOM GROUP INC.
February 9, 2022	BY:	/s/ PHILIP J. ANGELASTRO
		Philip J. Angelastro **Executive Vice President and Chief Financial Officer**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JOHN D. WREN **John D. Wren**	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	February 9, 2022
/s/ PHILIP J. ANGELASTRO **Philip J. Angelastro**	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 9, 2022
/s/ ANDREW L. CASTELLANETA **Andrew L. Castellaneta**	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	February 9, 2022
/s/ MARY C. CHOKSI **Mary C. Choksi**	Director	February 9, 2022
/s/ LEONARD S. COLEMAN, JR. **Leonard S. Coleman, Jr.**	Director	February 9, 2022
/s/ SUSAN S. DENISON **Susan S. Denison**	Director	February 9, 2022
/s/ RONNIE S. HAWKINS **Ronnie S. Hawkins**	Director	February 9, 2022
/s/ DEBORAH J. KISSIRE **Deborah J. Kissire**	Director	February 9, 2022
/s/ GRACIA C. MARTORE **Gracia C. Martore**	Director	February 9, 2022
/s/ LINDA JOHNSON RICE **Linda Johnson Rice**	Director	February 9, 2022
/s/ VALERIE M. WILLIAMS **Valerie M. Williams**	Director	February 9, 2022

MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for the preparation of the consolidated financial statements and related information of Omnicom Group Inc., or Omnicom. Management uses its best judgment to ensure that the consolidated financial statements present fairly, in all material respects, Omnicom's consolidated financial position and results of operations in conformity with generally accepted accounting principles in the United States.

The financial statements have been audited by an independent registered public accounting firm in accordance with the standards of the Public Company Accounting Oversight Board. Their report expresses the independent accountant's judgment as to the fairness of management's reported financial position, results of operations and cash flows. This judgment is based on the procedures described in the fourth and fifth paragraphs of their report.

Omnicom management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Securities Exchange Act Rule 13a-15(f). Management, with the participation of our Chief Executive Officer, or CEO, Chief Financial Officer, or CFO, and our agencies, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our CEO and CFO concluded that our internal control over financial reporting was effective as of December 31, 2021. There have not been any changes in our internal control over financial reporting during our fourth fiscal quarter that have materially affected or are reasonably likely to affect our internal control over financial reporting.

KPMG LLP, an independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on Omnicom's internal control over financial reporting as of December 31, 2021, dated February 9, 2022.

The Board of Directors of Omnicom has an Audit Committee comprised of four independent directors. The Audit Committee meets periodically with financial management, Internal Audit and the independent auditors to review accounting, control, audit and financial reporting matters.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors
Omnicom Group Inc.:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Omnicom Group Inc. and subsidiaries (the Company) as of December 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes and financial statement schedule II (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Evaluation of the sufficiency of audit evidence over revenue recognition

As discussed in Note 3 to the consolidated financial statements, the Company provides an extensive range of advertising, marketing and corporate communication services through its networks and agencies, which operate in all major markets throughout the Americas, EMEA and Asia Pacific regions. Consolidated revenues across all disciplines and geographic markets was $14,289.4 million for the year-ended December 31, 2021.

We identified the evaluation of the sufficiency of audit evidence over revenue recognition as a critical audit matter. Revenue is recognized from contracts with customers that are based on statements of work which are typically separately negotiated with the client at a local agency level and local agencies execute tens of thousands of contracts per year. Evaluating the sufficiency of audit evidence obtained required a high degree of auditor judgment because of the volume of contracts entered into across the networks and agencies for which revenue was recorded. This included selecting the locations where testing would be performed and the supervision and review of procedures performed at those locations.

The following are the primary procedures we performed to address this critical audit matter. We applied auditor judgment to determine the scope of agencies at which we performed audit procedures and the nature and extent of the procedures performed at each location. At each agency where procedures over revenue were performed, we (1) evaluated the design and tested the operating effectiveness of certain internal controls over revenue recognition, including controls to check that local agencies recorded revenue in accordance with the Company's accounting policies and billings were recorded and presented in accordance with client agreements, (2) examined a selection of contracts and assessed that the Company's accounting policies were applied consistently and accurately, and (3) assessed the recording of revenue by selecting certain transactions and comparing the amounts recognized for consistency with the underlying documentation including contracts with customers. We evaluated the sufficiency of audit evidence obtained by assessing the results of procedures performed over revenue recognition.

/s/ KPMG LLP

We have served as the Company's auditor since 2002.

New York, New York
February 9, 2022

OMNICOM GROUP INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In millions, except per share amounts)

	December 31, 2021	December 31, 2020
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 5,316.8	$ 5,600.5
Accounts receivable, net of allowance for doubtful accounts of $21.7 and $30.4	8,472.5	7,813.4
Work in process	1,201.0	1,101.2
Other current assets	919.2	1,075.0
Total Current Assets	15,909.5	15,590.1
Property and Equipment at cost, less accumulated depreciation of $1,165.7 and $1,156.7	992.1	585.2
Operating Lease Right-Of-Use Assets	1,202.9	1,223.4
Equity Method Investments	76.3	85.3
Goodwill	9,738.6	9,609.7
Intangible Assets, net of accumulated amortization of $856.5 and $817.2	298.0	298.5
Other Assets	204.4	255.0
TOTAL ASSETS	$ 28,421.8	$ 27,647.2
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts payable	$ 11,897.2	$ 11,513.0
Customer advances	1,644.5	1,361.3
Short-term debt	9.6	3.9
Taxes payable	263.3	244.5
Other current liabilities	2,411.6	2,402.4
Total Current Liabilities	16,226.2	15,525.1
Long-Term Liabilities	961.5	970.7
Long-Term Liability - Operating Leases	952.1	1,114.0
Long-Term Debt	5,685.7	5,807.3
Deferred Tax Liabilities	477.3	443.5
Commitments and Contingent Liabilities (Note 18)		
Temporary Equity - Redeemable Noncontrolling Interests	345.3	209.7
Equity:		
Shareholders' Equity:		
Preferred stock, $1.00 par value, 7.5 million shares authorized, none issued	—	—
Common stock, $0.15 par value, 1.0 billion shares authorized, 297.2 million shares issued, 209.1 million and 215.0 million shares outstanding	44.6	44.6
Additional paid-in capital	622.0	747.8
Retained earnings	8,998.8	8,190.6
Accumulated other comprehensive income (loss)	(1,252.3)	(1,213.8)
Treasury stock, at cost, 88.1 million and 82.2 million shares	(5,142.9)	(4,684.8)
Total Shareholders' Equity	3,270.2	3,084.4
Noncontrolling interests	503.5	492.5
Total Equity	3,773.7	3,576.9
TOTAL LIABILITIES AND EQUITY	$ 28,421.8	$ 27,647.2

The accompanying notes to the consolidated financial statements are an integral part of these statements.

OMNICOM GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share amounts)

	Year Ended December 31,		
	2021	**2020**	**2019**
Revenue	$ 14,289.4	$ 13,171.1	$ 14,953.7
Operating Expenses:			
Salary and service costs	10,402.0	9,572.8	10,972.2
Occupancy and other costs	1,148.2	1,138.5	1,221.8
Gain on disposition of subsidiary	(50.5)	—	—
COVID-19 repositioning costs	—	277.9	—
Cost of services	11,499.7	10,989.2	12,194.0
Selling, general and administrative expenses	379.7	360.5	405.9
Depreciation and amortization	212.1	222.6	231.5
	12,091.5	11,572.3	12,831.4
Operating Profit	2,197.9	1,598.8	2,122.3
Interest Expense	236.4	221.8	244.3
Interest Income	27.3	32.3	60.3
Income Before Income Taxes and Income (Loss) From Equity Method Investments	1,988.8	1,409.3	1,938.3
Income Tax Expense	488.7	381.7	504.4
Income (Loss) From Equity Method Investments	7.5	(6.8)	2.0
Net Income	1,507.6	1,020.8	1,435.9
Net Income Attributed To Noncontrolling Interests	99.8	75.4	96.8
Net Income - Omnicom Group Inc.	$ 1,407.8	$ 945.4	$ 1,339.1
Net Income Per Share - Omnicom Group Inc.:			
Basic	$6.57	$4.38	$6.09
Diluted	$6.53	$4.37	$6.06

The accompanying notes to the consolidated financial statements are an integral part of these statements.

OMNICOM GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Year Ended December 31,		
	2021	2020	2019
Net Income	$ 1,507.6	$ 1,020.8	$ 1,435.9
Other Comprehensive Income (Loss):			
Cash flow hedge:			
Amortization of loss included in interest expense	5.6	5.5	5.5
Income tax effect	(1.6)	(1.6)	(1.6)
	4.0	3.9	3.9
Defined benefit pension plans and postemployment arrangements:			
Unrecognized actuarial gains (losses) and prior service cost for the period	28.3	(29.5)	(45.5)
Amortization of prior service cost and actuarial losses	18.1	13.9	8.7
Income tax effect	(13.6)	4.5	10.7
	32.8	(11.1)	(26.1)
Foreign currency translation adjustment	(92.2)	(5.0)	74.9
Other Comprehensive Income (Loss)	(55.4)	(12.2)	52.7
Comprehensive Income	1,452.2	1,008.6	1,488.6
Comprehensive Income Attributed To Noncontrolling Interests	82.9	79.5	96.3
Comprehensive Income - Omnicom Group Inc.	$ 1,369.3	$ 929.1	$ 1,392.3

The accompanying notes to the consolidated financial statements are an integral part of these statements.

OMNICOM GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(In millions, except per share amounts)

	Year Ended December 31, 2021	2020	2019
Common Stock, shares	297.2	297.2	297.2
Common Stock, par value	$ 44.6	$ 44.6	$ 44.6
Additional Paid-in Capital:			
Beginning balance	747.8	760.9	728.8
Acquisition of noncontrolling interests	(12.1)	5.7	(22.3)
Change in temporary equity	(143.5)	3.3	38.2
Share-based compensation	84.7	71.0	72.5
Stock issued, share-based compensation	(54.9)	(93.1)	(56.3)
Ending balance	622.0	747.8	760.9
Retained Earnings:			
Beginning balance	8,190.6	7,806.3	7,016.1
Cumulative effect of accounting change	—	—	22.3
Net income	1,407.8	945.4	1,339.1
Common stock dividends declared	(599.6)	(561.1)	(571.2)
Ending balance	8,998.8	8,190.6	7,806.3
Accumulated Other Comprehensive Income (Loss):			
Beginning balance	(1,213.8)	(1,197.6)	(1,228.5)
Cumulative effect of accounting change	—	—	(22.3)
Other comprehensive income (loss)	(38.5)	(16.2)	53.2
Ending balance	(1,252.3)	(1,213.8)	(1,197.6)
Treasury Stock:			
Beginning balance	(4,684.8)	(4,560.3)	(4,013.9)
Stock issued, share-based compensation	69.2	97.5	63.8
Common stock repurchased	(527.3)	(222.0)	(610.2)
Ending balance	(5,142.9)	(4,684.8)	(4,560.3)
Shareholders' Equity	3,270.2	3,084.4	2,853.9
Noncontrolling Interests:			
Beginning balance	492.5	519.8	559.8
Net income	99.8	75.4	96.8
Other comprehensive income (loss)	(16.9)	4.1	(0.5)
Dividends to noncontrolling interests	(113.1)	(95.5)	(97.3)
Acquisition of noncontrolling interests	(43.3)	(42.0)	(54.4)
Increase in noncontrolling interests from business combinations	84.5	30.7	15.4
Ending balance	503.5	492.5	519.8
Total Equity	$ 3,773.7	$ 3,576.9	$ 3,373.7
Dividends Declared Per Common Share	$2.80	$2.60	$2.60

The accompanying notes to the consolidated financial statements are an integral part of these statements.

OMNICOM GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Year Ended December 31,		
	2021	**2020**	**2019**
Cash Flows from Operating Activities:			
Net income	$ 1,507.6	$ 1,020.8	$ 1,435.9
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of right-of-use assets	132.1	139.5	147.7
Amortization of intangible assets	80.0	83.1	83.8
Amortization of net deferred gain on interest rate swaps	(8.8)	(8.1)	(14.8)
Share-based compensation	84.7	70.8	72.5
Gain on disposition of subsidiary	(50.5)	—	—
COVID-19 repositioning costs	—	277.9	—
Other, net	39.8	109.7	5.8
Increase in operating capital	160.5	30.9	125.1
Net Cash Provided By Operating Activities	1,945.4	1,724.6	1,856.0
Cash Flows from Investing Activities:			
Capital expenditures	(665.8)	(75.4)	(102.2)
Acquisition of businesses and interests in affiliates, net of cash acquired	(160.0)	(67.1)	(10.0)
Proceeds from disposition of subsidiaries	114.1	3.2	79.4
Proceeds from sale of investments and other	2.5	3.2	1.9
Net Cash Used In Investing Activities	(709.2)	(136.1)	(30.9)
Cash Flows from Financing Activities:			
Proceeds from borrowings	1,221.3	1,186.6	1,112.4
Repayment of debt	(1,250.0)	(600.0)	(900.0)
Change in short-term debt	6.4	(5.6)	2.0
Dividends paid to common shareholders	(592.3)	(562.7)	(564.3)
Repurchases of common stock	(527.3)	(222.0)	(610.2)
Proceeds from stock plans	9.1	4.1	6.5
Acquisition of additional noncontrolling interests	(21.9)	(22.3)	(51.4)
Dividends paid to noncontrolling interest shareholders	(113.1)	(95.5)	(97.3)
Payment of contingent purchase price obligations	(22.6)	(31.2)	(64.6)
Other, net	(100.6)	(59.8)	(55.1)
Net Cash Used In Financing Activities	(1,391.0)	(408.4)	(1,222.0)
Effect of foreign exchange rate changes on cash and cash equivalents	(128.9)	114.7	50.2
Net Increase (Decrease) in Cash and Cash Equivalents	(283.7)	1,294.8	653.3
Cash and Cash Equivalents at the Beginning of Year	5,600.5	4,305.7	3,652.4
Cash and Cash Equivalents at the End of Year	$ 5,316.8	$ 5,600.5	$ 4,305.7

The accompanying notes to the consolidated financial statements are an integral part of these statements.

1. Presentation of Financial Statements

The terms “Omnicom,” “the Company,” “we,” “our” and “us” each refer to Omnicom Group Inc. and its subsidiaries, unless the context indicates otherwise. The accompanying consolidated financial statements were prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP or GAAP. All intercompany balances and transactions have been eliminated.

We prepare our financial statements in conformity with U.S. GAAP and are required to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates and assumptions.

Impact of the COVID-19 Pandemic on our Business

As the impact of the COVID-19 pandemic on the global economy moderated, we experienced an improvement in our business in 2021 as compared to 2020. In 2021, revenue increased $1,118.3 million, or 8.5%, compared to 2020. The increase in revenue primarily reflects increased client spending in all our disciplines and across all our geographic areas compared to the prior year period and the strengthening of most foreign currencies, primarily the British Pound and the Euro, against the U.S. Dollar. The increase in revenue year-over-year was partially offset by a reduction in acquisition revenue, net of disposition revenue, reflecting the sale of our wholly owned subsidiary ICON International, or ICON, a specialty media business, in the second quarter of 2021.

Global economic conditions may continue to be volatile as long as the COVID-19 pandemic remains a public health threat, which could negatively impact our clients’ spending plans. We expect global economic performance and the performance of our businesses to vary by geography and discipline until the impact of the COVID-19 pandemic on the global economy subsides.

In response to the impact of the COVID-19 pandemic, in the second quarter of 2020, we took actions to align our cost structure and reduce our workforce and facility requirements. As a result, we recorded a pre-tax charge of $277.9 million, which was partially offset by the benefit related to pandemic relief reimbursements of $162.6 million under government programs in several countries.

Accounting Changes

On January 1, 2021, we adopted FASB ASU 2019-12, *Income Taxes (Topic 740),* or ASU 2019-12, which, among other things, amended the rules for recognizing deferred taxes for investments, performing intra-period tax allocations and calculating income taxes in interim periods and reduced complexity in certain areas, including the accounting for transactions that result in a step-up in the tax basis of goodwill and allocating taxes to members of a consolidated group. The adoption of ASU 2019-12 did not have a material effect on our results of operations and financial position.

2. Significant Accounting Policies

Revenue Recognition. Revenue is recognized when a customer obtains control of promised goods or services (the performance obligation) in an amount that reflects the consideration we expect to receive in exchange for those goods or services (the transaction price). We measure revenue by estimating the transaction price based on the consideration specified in the client arrangement. Revenue is recognized as the performance obligations are satisfied. Our revenue is primarily derived from the planning and execution of advertising communications and marketing services in the following fundamental disciplines: Advertising, Precision Marketing, Commerce & Brand Consulting, Experiential, Execution & Support, Public Relations and Healthcare. Our client contracts are primarily fees for service on a rate per hour or per project basis. Revenue is recorded net of sales, use and value added taxes.

Performance Obligations. In substantially all our disciplines, the performance obligation is to provide advisory and consulting services at an agreed-upon level of effort to accomplish the specified engagement. Our client contracts are comprised of diverse arrangements involving fees based on any one or a combination of the following: an agreed fee or rate per hour for the level of effort expended by our employees; commissions based on the client’s spending for media purchased from third parties; qualitative or quantitative incentive provisions specified in the contract; and reimbursement for third-party costs that we are required to include in revenue when we control the vendor services related to these costs and we act as principal. The transaction price of a contract is allocated to each distinct performance obligation based on its relative stand-alone selling price and is recognized as revenue when, or as, the customer receives the benefit of the performance obligation. Clients typically receive and consume the benefit of our services as they are performed. Substantially all our client contracts provide that we are compensated for services performed to date and allow for cancellation by either party on short notice, typically 90 days, without penalty.

Generally, our short-term contracts, which normally take 30 to 90 days to complete, are performed by a single agency and consist of a single performance obligation. As a result, we do not consider the underlying services as separate or distinct performance obligations because our services are highly interrelated, occur in close proximity, and the integration of the various components of a marketing message is essential to overall service. In certain of our long-term client contracts, which have a term of up to one year, the performance obligation is a stand-ready obligation, because we provide a constant level of similar services over the term of the contract. In other long-term contracts, when our services are not a stand-ready obligation, we consider our services distinct performance obligations and allocate the transaction price to each separate performance obligation based on its stand-alone selling price, including contracts for strategic media planning and buying services, which are considered to be multiple performance obligations, and we allocate the transaction price to each distinct service based on the staffing plan and the stand-alone selling price. In substantially all of our creative services contracts, we have distinct performance obligations for our services, including certain creative services contracts where we act as an agent and arrange, at the client's direction, for third parties to perform studio production efforts.

Revenue Recognition Methods. A substantial portion of our revenue is recognized over time, as the services are performed, because the client receives and consumes the benefit of our performance throughout the contract period, or we create an asset with no alternative use and are contractually entitled to payment for our performance to date in the event the client terminates the contract for convenience. For these client contracts, other than when we have a stand-ready obligation to perform services, revenue is recognized over time using input measures that correspond to the level of staff effort expended to satisfy the performance obligation on a rate per hour or equivalent basis. For client contracts when we have a stand-ready obligation to perform services on an ongoing basis over the life of the contract, typically for periods up to one year, where the scope of these arrangements is broad and there are no significant gaps in performing the services, we recognize revenue using a time-based measure resulting in a straight-line revenue recognition. From time to time, there may be changes in the client service requirements during the term of a contract and the changes could be significant. These changes are typically negotiated as new contracts covering the additional requirements and the associated costs, as well as additional fees for the incremental work to be performed.

To a lesser extent, for certain other contracts where our performance obligations are satisfied in phases, we recognize revenue over time using certain output measures based on the measurement of the value transferred to the customer, including milestones achieved. Where the transaction price or a portion of the transaction price is derived from commissions based on a percentage of purchased media from third parties, the performance obligation is not satisfied until the media is run and we have an enforceable contract providing a right to payment. Accordingly, revenue for commissions is recognized at a point in time, typically when the media is run, including when it is not subject to cancellation by the client or media vendor.

Principal vs. Agent. In substantially all our businesses, we incur third-party costs on behalf of clients, including direct costs and incidental, or out-of-pocket costs. Third-party direct costs incurred in connection with the creation and delivery of advertising or marketing communication services include, among others: purchased media, studio production services, specialized talent, including artists and other freelance labor, event marketing supplies, materials and services, promotional items, market research and third-party data and other related expenditures. Out-of-pocket costs include, among others: transportation, hotel, meals and telecommunication charges incurred by us in the course of providing our services. Billings related to out-of-pocket costs are included in revenue since we control the goods or services prior to delivery to the client.

However, the inclusion of billings related to third-party direct costs in revenue depends on whether we act as a principal or as an agent in the client arrangement. In most of our businesses, including advertising, which also includes studio production efforts and media planning and buying services, public relations, healthcare advertising and most of our Experiential businesses, we act as an agent and arrange, at the client's direction, for third parties to perform certain services. In these cases, we do not control the goods or services prior to the transfer to the client. As a result, revenue is recorded net of these costs, equal to the amount retained for our fee or commission.

In certain businesses we may act as principal when contracting for third-party services on behalf of our clients. In our events business and most of our Execution & Support businesses, including field marketing and certain specialty marketing businesses, we act as principal because we control the specified goods or services before they are transferred to the client and we are responsible for providing the specified goods or services, or we are responsible for directing and integrating third-party vendors to fulfill our performance obligation at the agreed upon contractual price. In such arrangements, we also take pricing risk under the terms of the client contract. In certain specialty media buying businesses, we act as principal when we control the buying process for the purchase of the media and contract directly with the media vendor. In these arrangements, we assume the pricing risk under the terms of the client contract. When we act as principal, we include billable amounts related to third-party costs in the transaction price and record revenue over time at the gross amount billed, including out-of-pocket costs, consistent with the manner that we recognize revenue for the underlying services contract. However, in media buying contracts where we act as principal, we recognize revenue at a point in time, typically when the media is run, including when it is not subject to cancellation by the client or media vendor.

Variable Consideration. Some of our client arrangements include variable consideration provisions, which include performance incentives, tiered commission structures and vendor rebates in certain markets outside of the United States. Variable consideration is estimated and included in total consideration at contract inception based on either the expected value method or the most likely outcome method. These estimates are based on historical award experience, anticipated performance and other factors known at the time. Performance incentives are typically recognized in revenue over time. Variable consideration for our media businesses in certain international markets includes rebate revenue and is recognized when it is probable that the media will be run, including when it is not subject to cancellation by the client. In addition, when we receive rebates or credits from vendors for transactions entered into on behalf of clients, they are remitted to the clients in accordance with contractual requirements or retained by us based on the terms of the client contract or local law. Amounts passed on to clients are recorded as a liability and amounts retained by us are recorded as revenue when earned, typically when the media is run.

Operating Expenses. Operating expenses include cost of services, selling, general and administrative expenses, or SG&A, and depreciation and amortization. We measure cost of services in two distinct categories: salary and service costs and occupancy and other costs. As a service business, salary and service costs make up the vast majority of our operating expenses and substantially all these costs comprise the essential components directly linked to the delivery of our services. Salary and service costs include employee compensation and benefits, freelance labor and service costs, which primarily include third-party supplier costs and out-of-pocket costs. Occupancy and other costs consist of the indirect costs related to the delivery of our services, including office rent and other occupancy costs, equipment rent, technology costs, general office and other expenses. SG&A expenses primarily consist of third-party marketing costs, professional fees and compensation and benefits and occupancy and other costs of our corporate and executive offices, which includes group-wide finance and accounting, treasury, legal and governance, human resource oversight and similar costs. Receipt of reimbursements under government programs for certain operating expenses are recorded as a reduction to the related operating expense.

Cash and Cash Equivalents. Cash and cash equivalents include cash in banks and highly liquid interest-bearing time deposits with original maturities of three months or less. Due to the short-term nature of these investments, carrying value approximates fair value. We have a policy governing counterparty credit risk for financial institutions that hold our cash and cash equivalents and we have deposit limits for each institution.

Work in Process. Work in process represents accrued costs incurred on behalf of customers, including media and production costs, and fees and other third-party costs that have not yet been billed. Media and production costs are billed during the production process in accordance with the terms of the client contract. Substantially all unbilled fees and costs will be billed within the next 30 days.

Property and Equipment. Property and equipment are carried at cost and are depreciated over the estimated useful lives of the assets using the straight-line method ranging from: three to five years for equipment, seven to ten years for furniture, and up to 40 years for office buildings. Leasehold improvements are amortized on a straight-line basis over the shorter of the lease term or the estimated useful life of the asset. Assets under finance leases are amortized on a straight-line basis over the lease term.

Equity Method Investments. Investments in companies where we exercise significant influence over the operating and financial policies of the investee and own less than 50% of the equity are accounted for using the equity method. Our proportionate share of the net income or loss of equity method investments is included in results of operations and any dividends received reduce the carrying value of the investment. The excess of the cost of our investment over our proportionate share of the fair value of the net assets of the investee at the acquisition date is recognized as goodwill and included in the carrying amount of the investment. Goodwill in the equity method investments is not amortized. Gains and losses from changes in our ownership interests are recorded in results of operations until control is achieved. In circumstances where a change in our ownership interest results in obtaining control, the existing carrying value of the investment is remeasured to the acquisition date fair value and any gain or loss is recognized in results of operations. We periodically review the carrying value of the equity method investments to determine if there has been an other-than-temporary decline in carrying value. A variety of factors are considered when determining if a decline in carrying value is other-than-temporary, including the financial condition and business prospects of the investee, as well as our investment intent.

Marketable Equity Securities. Marketable equity securities are measured at fair value and changes in fair value are recognized in results of operations.

Non-Marketable Equity Securities. Non-marketable equity securities do not have a readily determinable fair value and are measured at cost, less any impairment, and are adjusted for observable changes in fair value from transactions for identical or similar securities of the same issuer.

Business Combinations. Business combinations are accounted for using the acquisition method, and accordingly, the assets acquired, including identified intangible assets, liabilities assumed and any noncontrolling interest in the acquired business are recorded at acquisition date fair value. In circumstances where control is obtained and less than 100% of a business is acquired, goodwill is recorded as if 100% were acquired. Acquisition-related costs, including advisory, legal, accounting, valuation and other costs are expensed as incurred. Certain acquisitions include an initial payment at closing and provide for future additional contingent purchase price payments (earn-outs), which are recorded as a liability at the acquisition date fair value using the discount rate in effect on the acquisition date. Subsequent changes in the fair value of the liability are recorded in results of operations. Amounts earned under the contingent purchase price arrangements may be subject to a maximum and payment is not contingent upon future employment. The results of operations of acquired businesses are included in results of operations from the acquisition date.

Goodwill and Intangible Assets. Goodwill represents the excess of the acquisition cost over the fair value of the net assets acquired. Goodwill is not amortized but is periodically reviewed for impairment. Intangible assets comprise customer relationships, including the related customer contracts and trade names, and purchased and internally developed software and are amortized over their estimated useful lives ranging from five to twelve years. We consider a number of factors in determining the useful lives and amortization method, including the pattern in which the economic benefits are consumed, as well as trade name recognition and customer attrition. There is no estimated residual value for the intangible assets.

We review the carrying value of goodwill for impairment annually at June 30 and whenever events or circumstances indicate the carrying value may not be recoverable. The impairment evaluation compares the fair value of each reporting unit, which we identified as our six agency networks, to its carrying value, including goodwill. If the fair value of the reporting unit is equal to or greater than its carrying value, goodwill is not impaired. Goodwill is impaired when the carrying value of the reporting unit exceeds its fair value. Goodwill is written down to its fair value through a non-cash expense recorded in results of operations in the period the impairment is identified.

We identified our regional reporting units as components of our operating segments, which are our six agency networks. The regional reporting units and practice areas of each agency network monitor the performance and are responsible for the agencies in their region. The regional reporting units report to the segment managers and facilitate the administrative and logistical requirements of our client-centric strategy for delivering services to clients in their regions. We have concluded that, for each of our operating segments, their regional reporting units had similar economic characteristics and should be aggregated for purposes of testing goodwill for impairment at the operating segment level. Our conclusion was based on a detailed analysis of the aggregation criteria set forth in FASB ASC Topic 280, *Segment Reporting*, and the guidance set forth in FASB ASC Topic 350, *Intangibles - Goodwill and Other*. Consistent with our fundamental business strategy, the agencies within our regional reporting units serve similar clients in similar industries, and in many cases the same clients. The main economic components of each agency are employee compensation and related costs and direct service costs and occupancy and other costs, which include rent and occupancy costs, technology costs that are generally limited to personal computers, servers and off-the-shelf software and other overhead costs. Finally, the expected benefits of our acquisitions are typically shared by multiple agencies in various regions as they work together to integrate the acquired agency into our client service strategy. We use the following valuation methodologies to determine the fair value of our reporting units: (1) the income approach, which utilizes discounted expected future cash flows, (2) comparative market participant multiples of EBITDA (earnings before interest, taxes, depreciation and amortization) and (3) when available, consideration of recent and similar acquisition transactions.

Based on the results of the annual impairment test, we concluded that at June 30, 2021 and 2020 goodwill was not impaired because either the fair value of each reporting unit was substantially in excess of its respective net book value, or for reporting units with a negative book value, fair value of assets exceeds total assets. Subsequent to the annual impairment test of goodwill at June 30, 2021, there have been no events or circumstances that triggered the need for an interim impairment test.

Debt Issuance Costs. Debt issuance costs are capitalized and amortized in interest expense over the life of the related debt and are presented as a reduction to the carrying amount of debt.

Temporary Equity - Redeemable Noncontrolling Interests. Owners of noncontrolling equity interests in some of our subsidiaries have the right in certain circumstances to require us to purchase all or a portion of their equity interests at fair value as defined in the applicable agreements. The intent of the parties is to approximate fair value at the time of redemption by using a multiple of earnings that is consistent with generally accepted valuation practices used by market participants in our industry. These contingent redemption rights are embedded in the equity security at issuance, are not free-standing instruments, do not represent a de facto financing and are not under our control.

Treasury Stock. Repurchases of our common stock are accounted for at cost and are recorded as treasury stock. Reissued treasury stock, primarily in connection with share-based compensation plans, is accounted for at average cost. Gains or losses on reissued treasury stock arising from the difference between the average cost and the fair value of the award are recorded in additional paid-in capital and do not affect results of operations.

Noncontrolling Interests. Noncontrolling interests represent equity interests in certain subsidiaries held by third parties. Noncontrolling interests are presented as a component of equity and the proportionate share of net income attributed to the noncontrolling interests is recorded in results of operations. Changes in noncontrolling interests that do not result in a loss of control are accounted for in equity. Gains and losses resulting from a loss of control are recorded in results of operations.

Foreign Currency Translation and Transactions. Substantially all of our foreign subsidiaries use their local currency as their functional currency. Assets and liabilities are translated into U.S. Dollars at the exchange rate on the balance sheet date and revenue and expenses are translated at the average exchange rate for the period. Translation adjustments are recorded in accumulated other comprehensive income. Net foreign currency transaction gains and losses are recorded in results of operations. In 2021, 2020 and 2019, we recorded losses of $3.3 million, $4.8 million and $11.2 million, respectively.

Share-Based Compensation. Share-based compensation for restricted stock and stock option awards is measured at the grant date fair value. The fair value of restricted stock awards is determined and fixed using the closing price of our common stock on the grant date and is recorded in additional paid-in capital. The fair value of stock option awards is determined using the Black-Scholes option valuation model. For awards with a service only vesting condition, compensation expense is recognized on a straight-line basis over the requisite service period. For awards with a performance vesting condition, compensation expense is recognized on a graded-vesting basis. Typically, all share-based awards are settled with treasury stock. See Note 10 for additional information regarding our specific award plans.

Salary Continuation Agreements. Arrangements with certain present and former employees provide for continuing payments for periods up to ten years after cessation of full-time employment in consideration for agreement by the employees not to compete with us and to render consulting services during the postemployment period. Such payments, which are subject to certain limitations, including our operating performance during the postemployment period, represent the fair value of the services rendered and are expensed in such periods.

Severance. The liability for one-time termination benefits, such as severance pay or benefit payouts, is measured and recognized at fair value in the period the liability is incurred. Subsequent changes to the liability are recognized in results of operations in the period of change.

Defined Benefit Pension Plans and Postemployment Arrangements. The funded status of our defined benefit plans is recorded as an asset or liability. Funded status is the difference between the fair value of plan assets and the benefit obligation at December 31, the measurement date, determined on a plan-by-plan basis. The benefit obligation for the defined benefit plans is the projected benefit obligation, or PBO, which represents the actuarial present value of benefits expected to be paid upon retirement based on estimated future compensation levels. The fair value of plan assets represents the current market value. Overfunded plans, where the fair value of plan assets exceeds the benefit obligation, are aggregated and recorded as a prepaid pension asset equal to the excess. Underfunded plans, where the benefit obligation exceeds the fair value of plan assets, are aggregated and recorded as a liability equal to the excess. The benefit obligation liability for our postemployment arrangements is the PBO and these arrangements are not funded. The current portion of the benefit obligation for the defined benefit plans and postemployment arrangements, which represents the actuarial present value of benefits payable in the next twelve months that exceed the fair value of plan assets, is recorded in other current liabilities and the long-term portion is recorded in long-term liabilities.

Deferred Compensation. Some of our subsidiaries have deferred compensation arrangements with certain executives that provide for payments over varying terms upon retirement, cessation of employment or death. The cost of these arrangements is accrued during the employee’s service period.

Income Taxes. We use the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable for the current period and the deferred taxes recognized during the period. Deferred income taxes reflect the temporary difference between assets and liabilities that are recognized for financial reporting purposes and income tax purposes and are recorded as noncurrent. Deferred income taxes are measured using the enacted tax rates that are assumed to be in effect when the differences reverse. Valuation allowances are recorded where it is more likely than not that all or a portion of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, we evaluate factors such as prior earnings history, expected future earnings, carry-back and carry-forward periods and tax strategies that could potentially enhance the likelihood of the realization of a deferred tax asset.

Interest and penalties related to tax positions taken in our tax returns are recorded in income tax expense. We record a liability for uncertain tax positions that reflects the treatment of certain tax positions taken in our tax returns, or planned to be taken in future tax returns, which have not been reflected in income tax expense. Until these positions are sustained by the taxing authorities or the statute of limitations concerning such issues lapses, we do not generally recognize the tax benefits resulting from such positions.

Net Income Per Share. Basic net income per share is based on the weighted average number of common shares outstanding during the period. Diluted net income per share is based on the weighted average number of common shares outstanding, plus the dilutive effect of common share equivalents, which include outstanding stock options and restricted stock awards.

Leases. At the inception of a contract we assess whether the contract is, or contains, a lease. A lease is classified as a finance lease if any one of the following criteria are met: the lease transfers ownership of the asset by the end of the lease term, the lease contains an option to purchase the asset that is reasonably certain to be exercised, the lease term is for a major part of the remaining useful life of the asset or the present value of the lease payments equals or exceeds substantially all of the fair value of the asset. A lease is classified as an operating lease if it does not meet any one of the criteria. Substantially all our operating leases are leases for office space, and substantially all our finance leases are leases for office furniture and technology equipment.

For all leases a right-of-use, or ROU, asset and lease liability are recognized at the lease commencement date. The lease liability represents the present value of the lease payments under the lease. The ROU asset is initially measured at cost, which includes the initial lease liability, plus any initial direct costs incurred, consisting mainly of brokerage commissions, less any lease incentives received. All ROU assets are reviewed for impairment. The lease liability is initially measured as the present value of the lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, our secured incremental borrowing rate for the same term as the underlying lease. For real estate and certain equipment operating leases, we use our secured incremental borrowing rate. For finance leases, we use the rate implicit in the lease or our secured incremental borrowing rate if the implicit lease rate cannot be determined.

Lease payments included in the measurement of the lease liability comprise: the fixed noncancelable lease payments, payments for optional renewal periods where it is reasonably certain the renewal period will be exercised, and payments for early termination options unless it is reasonably certain the lease will not be terminated early. Lease components, including fixed payments for real estate taxes and insurance for office space leases, are included in the measurement of the initial lease liability.

Office space leases may contain variable lease payments, which include payments based on an index or rate. Variable lease payments based on an index or rate are initially measured using the index or rate in effect at lease commencement. Additional payments based on the change in an index or rate, or payments based on a change in our portion of the operating expenses, including real estate taxes and insurance, are recorded as a period expense when incurred. Lease modifications result in remeasurement of the lease liability.

Operating lease expense is recognized on a straight-line basis over the lease term. Lease expense may include variable lease payments incurred in the period that were not included in the initial lease liability. Finance lease expense consists of the amortization of the ROU asset on a straight-line basis over the lease term and interest expense determined on an amortized cost basis. Finance lease payments are allocated between a reduction of the lease liability and interest expense.

Concentration of Credit Risk. We provide advertising, marketing and corporate communications services to several thousand clients that operate in nearly every industry sector of the global economy, and we grant credit to qualified clients in the normal course of business. Due to the diversified nature of our client base, we do not believe that we are exposed to a concentration of credit risk as our largest client accounted for 3.2% of revenue in 2021.

Derivative Financial Instruments. All derivative instruments, including certain derivative instruments embedded in other contracts, are recorded at fair value. Derivatives qualify for hedge accounting if: the hedging instrument is designated as a hedge, the hedged exposure is specifically identifiable and exposes us to risk, and a change in fair value of the derivative financial instrument and an opposite change in the fair value of the hedged exposure have a high degree of correlation. The method of assessing hedge effectiveness and measuring hedge ineffectiveness is formally documented. Hedge effectiveness is assessed, and hedge ineffectiveness is measured at least quarterly throughout the designated hedge period. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged asset, liability or firm commitment through results of operations or recognized in other comprehensive income until the hedged item is recognized in results of operations. We do not use derivatives for trading or speculative purposes. Using derivatives exposes us to the risk that counterparties to the derivative contracts will fail to meet their contractual obligations. We manage that risk through careful selection and ongoing evaluation of the counterparty financial institutions based on specific minimum credit standards and other factors.

Fair Value. We apply the fair value measurement guidance in FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, for our financial assets and liabilities that are required to be measured at fair value and for our nonfinancial assets and liabilities that are not required to be measured at fair value on a recurring basis, which includes goodwill and other identifiable intangible assets. The measurement of fair value requires the use of techniques based on observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. The inputs create the following fair value hierarchy:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 - Unadjusted quoted prices in active markets for similar assets or liabilities; unadjusted quoted prices for identical assets or liabilities in markets that are not active; and model-derived valuations with observable inputs.
- Level 3 - Unobservable inputs for the asset or liability.

We use unadjusted quoted market prices to determine the fair value of our financial assets and liabilities and classify such items in Level 1. We use unadjusted quoted market prices for similar assets and liabilities in active markets and model-derived valuations and classify such items in Level 2.

In determining the fair value of financial assets and liabilities, we consider certain market valuation adjustments that market participants would consider in determining fair value, including: counterparty credit risk adjustments applied to financial assets and liabilities, taking into account the actual credit risk of the counterparty when valuing assets measured at fair value and credit risk adjustments applied to reflect our credit risk when valuing liabilities measured at fair value.

Reclassifications. Certain reclassifications have been made to the prior year financial information to conform to the current year presentation.

3. Revenue

Nature of our services

We provide an extensive range of advertising, marketing and corporate communications services through various client-centric networks that are organized to meet specific client objectives. Our networks and agencies provide a comprehensive range of services in the following fundamental disciplines: Advertising, Precision Marketing, Commerce & Brand Consulting, Experiential, Execution & Support, Public Relations and Healthcare. Advertising includes creative services across digital and traditional media, strategic media planning and buying, and data analytics services. Precision Marketing includes digital and direct marketing, digital transformation and data and analytics. Commerce & Brand Consulting services include brand consulting, strategy and research, and retail ecommerce. Experiential marketing services include live and digital events and experience design and execution. Execution & Support includes field marketing, sales support, digital and physical merchandising and point-of-sale, as well as other specialized marketing and custom communications services. Public relations services include corporate communications, crisis management, public affairs, and media and media relations services. Healthcare includes advertising and media services to global healthcare and pharmaceutical clients. At the core of all our services is the ability to create or develop a client’s marketing or corporate communications message into content that can be delivered to a target audience across different communications mediums.

Revenue by discipline was (in millions):

	Year Ended December 31,		
	2021	2020	2019
Advertising	$ 7,959.3	$ 7,511.4	$ 8,664.2
Precision Marketing	1,194.8	944.6	927.2
Commerce & Brand Consulting	910.7	821.8	971.8
Experiential	545.9	426.8	670.0
Execution & Support	1,026.6	961.3	1,177.2
Public Relations	1,391.7	1,310.9	1,386.7
Healthcare	1,260.4	1,194.3	1,156.6
	$ 14,289.4	$ 13,171.1	$ 14,953.7

Primarily as a result of the COVID-19 pandemic, revenue for 2020 as compared to 2019 decreased in all our major markets and all disciplines except for Healthcare and Precision Marketing.

Economic factors affecting our revenue

Global economic conditions have a direct impact on our revenue. Adverse economic conditions pose a risk that our clients may reduce, postpone or cancel spending for our services, which would impact our revenue.

Revenue in our geographic markets was (in millions):

	Year Ended December 31,		
	2021	2020	2019
Americas:			
North America	$ 7,709.7	$ 7,577.1	$ 8,478.8
Latin America	296.1	275.4	403.4
EMEA:			
Europe	4,219.6	3,607.7	4,107.4
Middle East and Africa	267.6	207.2	314.6
Asia-Pacific	1,796.4	1,503.7	1,649.5
	$ 14,289.4	$ 13,171.1	$ 14,953.7

The Americas is comprised of North America, which includes the United States, Canada and Puerto Rico, and Latin America, which includes South America and Mexico. EMEA is comprised of Europe, the Middle East and Africa. Asia-Pacific includes Australia, Greater China, India, Japan, Korea, New Zealand, Singapore and other Asian countries. Revenue in the United States in 2021 and 2020 was $7,245.9 million and $7,186.1 million, respectively. The sale of ICON impacted revenue in the United States in 2021.

Contract assets and liabilities

Work in process includes contract assets, unbilled fees and costs, and media and production costs. Contract liabilities primarily consist of customer advances. Work in process and contract liabilities were (in millions):

	December 31,	
	2021	2020
Work in process:		
Contract assets and unbilled fees and costs	$ 469.9	$ 501.1
Media and production costs	731.1	600.1
	$ 1,201.0	$ 1,101.2
Contract liabilities:		
Customer advances	$ 1,644.5	$ 1,361.3

Work in process represents accrued costs incurred on behalf of customers, including media and production costs, and fees and other third-party costs that have not yet been billed. Media and production costs are billed during the production process in accordance with the terms of the client contract. Contract assets primarily include incentive fees, which are not material and will be billed to clients in accordance with the terms of the client contract. Substantially all unbilled fees and costs will be billed within the next 30 days. The contract liability primarily represents advance billings to customers in accordance with the terms of the client contracts, primarily for the reimbursement of third-party costs that are generally incurred in the near term. There were no impairment losses to the contract assets recorded in 2021 or 2020.

4. Net Income per Share

The computations of basic and diluted net income per share were (in millions, except per share amounts):

	Year Ended December 31,		
	2021	2020	2019
Net income available for common shares:			
Net income - Omnicom Group Inc.	$ 1,407.8	$ 945.4	$ 1,339.1
Weighted average shares:			
Basic	214.3	215.6	219.8
Dilutive stock options and restricted shares	1.3	0.6	1.1
Diluted	215.6	216.2	220.9
Anti-dilutive stock options and restricted shares	4.7	0.8	0.9
Net income per share - Omnicom Group Inc.:			
Basic	$6.57	$4.38	$6.09
Diluted	$6.53	$4.37	$6.06

5. Business Combinations

In 2021, we completed five acquisitions that increased goodwill by $285.9 million. In addition, during 2021, we acquired additional equity interests in certain majority owned subsidiaries, which are accounted for as equity transactions, and no additional goodwill was recorded. None of the acquisitions in 2021, either individually or in the aggregate, was material to our results of operations or financial position.

The evaluation of potential acquisitions is based on various factors, including specialized know-how, reputation, geographic coverage, competitive position and service offerings, as well as our experience and judgment. Our acquisition strategy is focused on acquiring the expertise of an assembled workforce in order to continue to build upon the core capabilities of our strategic business platforms and agency brands, through the expansion of their geographic area or their service capabilities to better serve our clients. Certain acquisitions include an initial payment at closing and provide for future additional contingent purchase price payments (earn-outs), which are derived using the performance of the acquired company and are based on predetermined formulas. At December 31, 2021 and 2020, contingent purchase price obligations were $167.1 million and $71.9 million, respectively, of which $43.1 million and $32.1 million, respectively, are included in other current liabilities.

For each acquisition, we undertake a detailed review to identify other intangible assets that are required to be valued separately. We use several market participant measurements to determine fair value. This approach includes consideration of similar and recent transactions, as well as utilizing discounted expected cash flow methodologies, and when available and as appropriate, we use comparative market multiples to supplement our analysis. As is typical for most service businesses, a substantial portion of the intangible asset value we acquire is the specialized know-how of the workforce, which is treated as part of goodwill and is not valued separately. A significant portion of the identifiable intangible assets acquired is derived from customer relationships, including the related customer contracts, as well as trade names. One of the primary drivers in executing our acquisition strategy is the existence of, or the ability to, expand our existing client relationships. The expected benefits of our acquisitions are typically shared across multiple agencies and regions.

6. Goodwill and Intangible Assets

Goodwill and intangible assets were (in millions):

	December 31,					
	2021			2020		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Goodwill	$ 10,259.6	$ (521.0)	$ 9,738.6	$ 10,141.6	$ (531.9)	$ 9,609.7
Intangible assets:						
Purchased and internally developed software	$ 382.2	$ (318.7)	$ 63.5	$ 377.6	$ (307.0)	$ 70.6
Customer related and other	772.3	(537.8)	234.5	738.1	(510.2)	227.9
	$ 1,154.5	$ (856.5)	$ 298.0	$ 1,115.7	$ (817.2)	$ 298.5

Changes in goodwill were (in millions):

	Year Ended December 31,	
	2021	2020
January 1	$ 9,609.7	$ 9,440.5
Acquisitions	113.4	50.8
Noncontrolling interests in acquired businesses	84.5	31.6
Contingent purchase price obligations of acquired businesses	88.0	—
Dispositions	(22.5)	(18.8)
Foreign currency translation	(134.5)	105.6
December 31	$ 9,738.6	$ 9,609.7

No goodwill impairment losses were recorded in 2021 or 2020, and there are no accumulated goodwill impairment losses.

7. Debt

Credit Facility and Credit Lines

We maintain a $2.5 billion multi-currency revolving credit facility, or Credit Facility, that matures on February 14, 2025. In addition, we have uncommitted credit lines aggregating $863.9 million and the ability to issue up to $2 billion of commercial paper. These facilities provide additional liquidity sources for operating capital and general corporate purposes. At December 31, 2021, there were no borrowings under the Credit Facility or the uncommitted credit lines, and there were no outstanding commercial paper issuances.

The Credit Facility contains a financial covenant that requires us to maintain a Leverage Ratio of consolidated indebtedness to consolidated EBITDA (earnings before interest, taxes, depreciation, amortization and non-cash charges) of no more than 3.5 times for the most recently ended 12-month period. In October 2020, we amended the Credit Facility to increase the maximum Leverage Ratio to 4.0 times through December 31, 2021. At December 31, 2021, we were in compliance with this covenant as our Leverage Ratio was 2.3 times. The Credit Facility does not limit our ability to declare or pay dividends or repurchase our common stock.

Short-Term Debt

At December 31, 2021 and 2020, short-term debt of $9.6 million and $3.9 million, respectively, represented bank overdrafts and short-term borrowings primarily of our international subsidiaries. The weighted average interest rate was 1.6% and 3.5%, respectively. Due to the short-term nature of this debt, carrying value approximates fair value.

Long-Term Debt

Long-term debt was (in millions):

	December 31,	
	2021	2020
3.625% Senior Notes due 2022	$ —	$ 1,250.0
3.65% Senior Notes due 2024	750.0	750.0
3.60% Senior Notes due 2026	1,400.0	1,400.0
€500 Million 0.80% Senior Notes due 2027	568.6	611.5
2.45% Senior Notes due 2030	600.0	600.0
4.20% Senior Notes due 2030	600.0	600.0
€500 Million 1.40% Senior Notes due 2031	568.6	611.5
2.60% Senior Notes due 2031	800.0	—
£325 Million 2.25% Senior Notes due 2033	439.8	—
	5,727.0	5,823.0
Unamortized discount	(10.8)	(5.1)
Unamortized debt issuance costs	(31.8)	(27.0)
Unamortized deferred gain from settlement of interest rate swaps	1.3	16.4
	$ 5,685.7	$ 5,807.3

On May 3, 2021, we issued $800 million 2.60% Senior Notes due 2031. The net proceeds from the issuance, after deducting the underwriting discount and offering expenses, were $791.7 million. The net proceeds plus cash on hand were used to redeem all the outstanding 3.625% Senior Notes due 2022 in May 2021. In connection with the early redemption, we recorded a loss on extinguishment of $26.6 million in interest expense.

On November 22, 2021, Omnicom Capital Holdings plc, or OCH, a U.K.-based wholly owned subsidiary of Omnicom, issued £325 million 2.25% Senior Notes due 2033, or the Sterling Notes. The U.S. Dollar equivalent of the net proceeds from the issuance, after deducting the underwriting discount and offering expenses, was $429.6 million.

The 2.45% Senior Notes due 2030, the 4.20% Senior Notes due 2030 and the 2.60% Senior Notes due 2031 are senior unsecured obligations of Omnicom that rank equal in right of payment with all existing and future unsecured senior indebtedness.

Omnicom and its wholly owned finance subsidiary, Omnicom Capital Inc., or OCI, are co-obligors under the 3.65% Senior Notes due 2024 and the 3.60% Senior Notes due 2026. These notes are a joint and several liability of Omnicom and OCI, and Omnicom unconditionally guarantees OCI's obligations with respect to the notes. OCI provides funding for our operations by incurring debt and lending the proceeds to our operating subsidiaries. OCI's assets primarily consist of cash and cash equivalents and intercompany loans made to our operating subsidiaries, and the related interest receivable. There are no restrictions on the ability of OCI or Omnicom to obtain funds from our subsidiaries through dividends, loans or advances. Such notes are senior unsecured obligations that rank equal in right of payment with all existing and future unsecured senior indebtedness.

Omnicom and OCI have, jointly and severally, fully and unconditionally guaranteed the obligations of Omnicom Finance Holdings plc, or OFH, a U.K.-based wholly owned subsidiary of Omnicom, with respect to the €500 million 0.80% Senior Notes due 2027 and the €500 million 1.40% Senior Notes due 2031, collectively the Euro Notes. OFH's assets consist of its investments in several wholly owned finance companies that function as treasury centers, which provide funding for various operating companies in Europe, Brazil, Australia and other countries in the Asia-Pacific region. The finance companies' assets consist of cash and cash equivalents and intercompany loans that they make or have made to the operating companies in their respective regions and the related interest receivable. There are no restrictions on the ability of Omnicom, OCI or OFH to obtain funds from their subsidiaries through dividends, loans or advances. The Euro Notes and the related guarantees are senior unsecured obligations that rank equal in right of payment with all existing and future unsecured senior indebtedness of OFH and each of Omnicom and OCI, respectively.

Omnicom has fully and unconditionally guaranteed the obligations of OCH, with respect to the Sterling Notes. OCH's assets consist of its investments in several wholly owned finance companies that function as treasury centers, which provide funding for various operating companies in EMEA, Australia and other countries in the Asia-Pacific region. The finance companies' assets consist of cash and cash equivalents and intercompany loans that they make or have made to the operating companies in their respective regions and the related interest receivable. There are no restrictions on the ability of Omnicom or OCH to obtain funds from their subsidiaries through dividends, loans or advances. The Sterling Notes and the related guarantee are senior unsecured obligations that rank equal in right of payment with all existing and future unsecured senior indebtedness of OCH and Omnicom, respectively.

At December 31, 2021, the maturities of our long-term debt were (in millions):

2022	$ —
2023	—
2024	750.0
2025	—
2026	1,400.0
Thereafter	3,577.0
	$ 5,727.0

Interest Expense

Interest expense is composed of (in millions):

	Year Ended December 31,		
	2021	2020	2019
Long-term debt	$ 167.3	$ 178.6	$ 185.7
Early redemption payments and other fees	43.4	14.1	14.1
Pension and other interest	35.3	38.0	53.2
Interest rate swaps	(9.6)	(8.9)	(8.7)
	$ 236.4	$ 221.8	$ 244.3

8. Segment Reporting

Our branded agency networks operate in the advertising, marketing and corporate communications services industry, and are organized into agency networks, virtual client networks, regional reporting units and operating groups or practice areas. Our networks, virtual client networks and agencies increasingly share clients and provide clients with integrated services. The main economic components of each agency are employee compensation and related costs and direct service costs and occupancy and other costs which include rent and occupancy costs, technology costs and other overhead expenses. Therefore, given these similarities, we aggregate our operating segments, which are our agency networks, into one reporting segment. In June 2021, we combined certain practice areas into a new reporting unit that primarily comprises the Omnicom Public Relations Group and assigned a segment manager to that reporting unit. As a result, the number of operating segments increased from five to six.

The agency networks' regional reporting units comprise three principal regions: the Americas, EMEA and Asia-Pacific. The regional reporting units monitor the performance and are responsible for the agencies in their region. Agencies within the regional reporting units serve similar clients in similar industries and in many cases the same clients and have similar economic characteristics.

Revenue and long-lived assets and goodwill by geographic region were (in millions):

	Americas	EMEA	Asia-Pacific
December 31, 2021			
Revenue	$ 8,005.8	$ 4,487.2	$ 1,796.4
Long-lived assets and goodwill	7,629.2	3,615.5	689.0
December 31, 2020			
Revenue	$ 7,852.5	$ 3,814.9	$ 1,503.7
Long-lived assets and goodwill	7,610.9	3,142.3	665.1
December 31, 2019			
Revenue	$ 8,882.2	$ 4,422.0	$ 1,649.5
Long-lived assets and goodwill	7,782.0	3,061.3	658.9

9. Equity Method Investments

Income (loss) from our equity method investments in 2021, 2020 and 2019 was $7.5 million, $(6.8) million and $2.0 million, respectively. At December 31, 2021 and 2020, our proportionate share in the net assets of the equity method investments was $26.0 million and $30.1 million, respectively. Equity method investments are not material to our results of operations or financial position; therefore, summarized financial information is not required to be presented.

10. Share-Based Compensation Plans

Share-based incentive awards are granted to employees under the 2021 Incentive Award Plan, or the 2021 Plan, which was approved by the shareholders in May 2021. The 2021 Plan is administered by the Compensation Committee of the Board of Directors, or the Compensation Committee. Awards include stock options, restricted stock and other stock awards. The maximum number of shares of common stock that can be granted under the 2021 Plan is 14.7 million shares plus any shares awarded under the 2021 Plan and any prior plan that have been forfeited or have expired. All awards reduce the number of shares available for grant on a one-for-one basis. The terms of each award and the exercise date are determined by the Compensation Committee. The 2021 Plan does not permit the holder of an award to elect cash settlement under any circumstances. At December 31, 2021, there were 10,157,026 shares available for grant under the 2021 Plan.

Share-based compensation expense in 2021, 2020 and 2019 was $84.7 million, $70.8 million and $72.5 million, respectively. At December 31, 2021, unamortized share-based compensation that will be expensed over the next five years is $198.2 million.

We record a deferred tax asset for the share-based compensation expense recognized for financial reporting purposes that has not been deducted on our income tax return. Excess tax benefits and deficiencies represent the difference between the actual compensation deduction for tax purposes, which is calculated as the difference between the grant date price of the award, and the price of our common stock on the vesting or exercise date. Any excess tax benefit or deficiency related to share-based compensation is recorded in results of operations, as a component of income tax expense, upon vesting of restricted stock awards or exercise of stock options. In 2021, we recognized a tax benefit of $2.9 million, and in 2020, we recognized a tax deficiency of $3.6 million.

Stock Options

The exercise price of stock option awards cannot be less than 100% of the market price of our common stock on the grant date and have a maximum contractual life of 10 years.

Stock option activity was:

	Year Ended December 31,					
	2021		2020		2019	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
January 1	768,750	$83.65	866,000	$83.80	988,050	$80.37
Granted	4,025,000	$72.47	—	—	—	—
Exercised	(60,000)	$60.17	—	—	(57,300)	$23.40
Forfeited	(44,500)	$77.93	(97,250)	$84.94	(64,750)	$84.94
December 31	4,689,250	$74.30	768,750	$83.65	866,000	$83.80
Exercisable December 31	689,250	$84.94	768,750	$83.65	60,000	$68.42

At December 31, 2021, options outstanding and exercisable were:

	Options Outstanding			Options Exercisable	
Exercise Price Range	Shares	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
$72.00 to $73.00	4,000,000	9.9 years	$72.47	—	—
$84.00 to $85.00	689,250	1.3 years	$84.94	689,250	$84.94
	4,689,250			689,250	

The 2021 option award grant date fair value of $8.47 was determined using the Black-Scholes option valuation model. The assumptions used, without adjusting for forfeitures and lack of liquidity were: expected life of 8 years, risk free interest rate of 1.4%, expected volatility of 23%, and dividend yield of 4.6%. On the grant date, the exercise price of the award was greater than the closing price of our common stock.

Restricted Stock

Restricted stock activity was:

	Year Ended December 31,		
	2021	2020	2019
January 1	3,012,988	2,547,001	2,553,902
Granted	1,017,895	1,511,719	956,135
Vested	(899,372)	(874,431)	(798,468)
Forfeited	(198,675)	(171,301)	(164,568)
December 31	2,932,836	3,012,988	2,547,001
Weighted average grant date fair value of shares granted in the period	$68.99	$51.26	$72.13
Weighted average grant date fair value at December 31	$63.09	$61.44	$70.89

Generally, restricted shares vest ratably over five years from the grant date provided the employee remains employed by us. Restricted shares may not be sold, transferred, pledged or otherwise encumbered until the forfeiture restrictions lapse. Under most circumstances, the employee forfeits the shares if employment ceases prior to the end of the restriction period.

Performance Restricted Stock Units

The Compensation Committee grants certain employees performance restricted stock units, or PRSU. Each PRSU represents the right to receive one share of common stock on vesting. The ultimate number of PRSUs received by the employee depends on the Company's average return on equity over a three year period compared to the average return on equity of a peer group of principal competitors over the same period. The PRSUs vest three years from the grant date. The PRSUs have a service and performance vesting condition and compensation expense is recognized on a graded-vesting basis. Over the performance period, compensation expense is adjusted upward or downward based on our estimate of the probability of achieving the performance target for the portion of the awards subject to the performance vesting condition. We have assumed that all the PRSUs will vest.

PRSU activity was:

	Year Ended December 31,					
	2021		2020		2019	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
January 1	550,561	$70.17	538,134	$77.99	509,844	$80.41
Granted	165,911	$74.89	186,197	$61.36	181,782	$75.64
Distributed	(182,582)	$73.72	(173,770)	$84.94	(153,492)	$83.23
December 31	533,890	$70.42	550,561	$70.17	538,134	$77.99

Employee Stock Purchase Plan

The employee stock purchase plan, or ESPP, enables employees to purchase our common stock through payroll deductions over each plan quarter at 95% of the market price on the last trading day of the plan quarter. Purchases are limited to 10% of eligible compensation as defined by the Employee Retirement Income Security Act of 1974, or ERISA. In 2021, 2020 and 2019, employees purchased 73,250 shares, 91,605 shares and 76,040 shares, respectively. All shares purchased were treasury stock, for which we received $5.0 million, $5.2 million and $5.6 million, respectively. At December 31, 2021, there were 8,434,456 shares available under the ESPP.

11. Income Taxes

The components of income before income taxes were (in millions):

	Year Ended December 31,		
	2021	2020	2019
Domestic	$ 845.9	$ 711.1	$ 913.1
International	1,142.9	698.2	1,025.2
	$ 1,988.8	$ 1,409.3	$ 1,938.3

Income tax expense (benefit) was (in millions):

	Year Ended December 31,		
	2021	2020	2019
Current:			
U.S. federal	$ 144.0	$ 172.2	$ 180.2
U.S. state and local	16.5	39.5	33.9
International	303.9	189.1	306.9
	464.4	400.8	521.0
Deferred:			
U.S. federal	40.0	(17.4)	19.1
U.S. state and local	(11.6)	(6.1)	(22.5)
International	(4.1)	4.4	(13.2)
	24.3	(19.1)	(16.6)
	$ 488.7	$ 381.7	$ 504.4

The reconciliation from the statutory U.S. federal income tax rate to our effective tax rate is:

	Year Ended December 31,		
	2021	2020	2019
Statutory U.S. federal income tax rate	21.0 %	21.0 %	21.0 %
U.S. state and local income taxes, net of U.S. federal income tax benefit	0.2	2.2	0.5
Impact of foreign operations	3.6	3.4	4.5
Other	(0.2)	0.5	—
Effective tax rate	24.6 %	27.1 %	26.0 %

Our effective tax rate for 2021 decreased year-over-year to 24.6% from 27.1%. In connection with the sale of ICON in the second quarter of 2021, we recorded a pre-tax gain of $50.5 million. The lower effective tax rate for 2021 was predominantly the result of $32.8 million of favorable settlements of uncertain tax positions in certain domestic jurisdictions, as well as a nominal tax applied against the book gain on the sale of ICON resulting from excess tax over book basis. The effective tax rate for 2020 reflects an increase due to the non-deductibility in certain jurisdictions of a portion of the COVID-19 repositioning charges recorded in the second quarter of 2020.

The Tax Cuts and Jobs Act of 2017, or the Tax Act, imposed a one-time tax, the transition tax, on the accumulated earnings of foreign subsidiaries. At December 31, 2021 and 2020, the remaining transition tax liability was $100.4 million and $112.0 million, respectively. The transition tax is expected to be fully paid by 2026. The Tax Act also implemented a territorial tax system that allows us to repatriate earnings of our foreign subsidiaries without incurring additional U.S. tax by providing a 100% dividend exemption. While a territorial tax system limits U.S. federal income tax to domestic source income, foreign source income is subject to tax in the appropriate foreign jurisdiction at the local rate, which in certain jurisdictions may be higher than the U.S. federal statutory income tax rate of 21%. Therefore, the foreign tax rate differential will cause our effective tax rate to be higher than the U.S. federal statutory income tax rate. The international tax rate differentials in 2021 and 2020 are primarily attributed to our earnings in Germany, Australia, France, Japan and Brazil being taxed at higher rates than the U.S. statutory tax rate.

We have elected to account for any tax on the global intangible low-taxed income, or GILTI, in the period in which it is incurred. In 2021 and 2020, we provided $8.8 million and $3.0 million, respectively, for tax impacts of GILTI.

Income tax expense in 2021, 2020 and 2019 includes $2.1 million, $3.8 million and $2.2 million, respectively, of interest, net of tax benefit, and penalties related to tax positions taken on our tax returns that have not been settled as of December 31, 2021. At December 31, 2021 and 2020, accrued interest and penalties were $10.7 million and $23.5 million, respectively.

The components of deferred tax assets and liabilities and balance sheet classification were (in millions):

	December 31, 2021	December 31, 2020
Deferred tax assets:		
Compensation	$ 223.8	$ 236.5
Tax loss and credit carryforwards	81.4	67.0
Basis differences from acquisitions	29.9	20.8
Basis differences from short-term assets and liabilities	15.5	34.4
Other	(14.2)	(5.8)
Deferred tax assets	336.4	352.9
Valuation allowance	(18.0)	(15.9)
Net deferred tax assets	$ 318.4	$ 337.0
Deferred tax liabilities:		
Goodwill and intangible assets	$ 640.1	$ 611.1
Unremitted foreign earnings	76.6	91.9
Basis differences from investments	6.5	(1.1)
Financial instruments	0.8	0.8
Deferred tax liabilities	$ 724.0	$ 702.7
Long-term deferred tax assets	$ 71.7	$ 77.8
Long-term deferred tax liabilities	$ 477.3	$ 443.5

We have concluded that it is more likely than not that we will be able to realize our net deferred tax assets in future periods because results of future operations are expected to generate sufficient taxable income. The valuation allowance of $18.0 million and $15.9 million at December 31, 2021 and 2020, respectively, relates to tax losses and tax credit carryforwards in the U.S. and in international jurisdictions. Tax loss and credit carryforwards for which there is no valuation allowance are available for periods ranging from 2022 to 2041, which is longer than the forecasted utilization of such carryforwards.

A reconciliation of our unrecognized tax benefits is (in millions):

	December 31, 2021	December 31, 2020
January 1	$ 182.9	$ 206.8
Additions:		
Current year tax positions	4.4	3.9
Prior year tax positions	1.7	2.8
Reduction of prior year tax positions	(12.1)	(26.1)
Settlements	(13.6)	(2.5)
Foreign currency translation	(0.5)	(2.0)
December 31	$ 162.8	$ 182.9

The majority of the liability for uncertain tax positions is recorded in long-term liabilities. At December 31, 2021 and 2020, approximately $157.3 million and $174.0 million, respectively, of the liability for uncertain tax positions would affect our effective tax rate upon resolution of the uncertain tax positions.

We file a consolidated U.S. federal income tax return and income tax returns in various state and local jurisdictions. Our subsidiaries file tax returns in various foreign jurisdictions. Our principal foreign jurisdictions include the United Kingdom, France and Germany. The Internal Revenue Service has completed its examination of our U.S. federal tax returns through 2017. Tax returns in the United Kingdom, France and Germany have been examined through 2018, 2017 and 2009, respectively.

12. Pension and Other Postemployment Benefits

Defined Contribution Plans

Our domestic and international subsidiaries provide retirement benefits for their employees primarily through defined contribution profit sharing and savings plans. Contributions to the plans vary by subsidiary and have generally been in amounts up to the maximum percentage of total eligible compensation of participating employees that is deductible for income tax purposes. Contribution expense in 2021, 2020 and 2019 was $115.5 million, $108.1 million and $115.2 million, respectively.

Defined Benefit Pension Plans

Two of our U.S. businesses and several of our non-U.S. businesses sponsor noncontributory defined benefit pension plans. These plans provide benefits to employees based on formulas recognizing length of service and earnings. The U.S. plans cover approximately 700 participants, are closed to new participants and do not accrue future benefit credits. The non-U.S. plans, which include plans required by local law, cover approximately 7,600 participants and are not subject to ERISA.

We have a Senior Executive Restrictive Covenant and Retention Plan, or Retention Plan, for certain executive officers selected by the Compensation Committee. The Retention Plan is a non-qualified deferred compensation severance plan that was adopted to secure non-competition, non-solicitation, non-disparagement and ongoing consulting services from such executive officers and to strengthen the retention aspect of executive officer compensation. The Retention Plan provides annual payments upon termination following at least seven years of service with Omnicom or its subsidiaries to the participants or to their beneficiaries. A participant's annual benefit is payable for 15 consecutive calendar years following termination, but in no event prior to age 55. The annual benefit is equal to the lesser of (i) the participant's final average pay times an applicable percentage, which is based upon the executive's years of service as an executive officer, not to exceed 35% or (ii) $1.5 million adjusted for cost-of-living, beginning with the second annual payment, not to exceed 2.5% per year. The Retention Plan is not funded and benefits are paid when due.

The components of net periodic benefit expense were (in millions):

	Year Ended December 31,		
	2021	2020	2019
Service cost	$ 5.2	$ 7.5	$ 7.9
Interest cost	4.2	7.7	8.2
Expected return on plan assets	(1.5)	(2.6)	(3.5)
Amortization of prior service cost	0.8	0.8	0.8
Amortization of actuarial loss	9.3	6.7	2.5
	$ 18.0	$ 20.1	$ 15.9

Included in accumulated other comprehensive income at December 31, 2021 and 2020 were unrecognized costs for actuarial losses and prior service cost of $67.2 million ($46.8 million net of income taxes) and $96.5 million ($67.6 million net of income taxes), respectively, that have not yet been recognized in net periodic benefit cost. The unrecognized costs for actuarial gains and losses and prior service cost included in accumulated other comprehensive income and expected to be recognized in net periodic benefit cost in 2022 is $6.3 million.

The weighted average assumptions used to determine net periodic benefit expense were:

	Year Ended December 31,		
	2021	2020	2019
Discount rate	1.4 %	2.4 %	2.9 %
Compensation increases	2.7 %	2.5 %	2.5 %
Expected return on plan assets	5.0 %	5.1 %	5.5 %

The expected long-term rate of return for plan assets for the U.S. plans is based on several factors, including current and expected asset allocations, historical and expected returns on various asset classes and current and future market conditions. A total return investment approach using a mix of equities and fixed income investments maximizes the long-term return. This strategy is intended to minimize plan expense by achieving long-term returns in excess of the growth in plan liabilities over time. The discount rate used to compute net periodic benefit cost is based on yields of available high-quality bonds and reflects the expected cash flow as of the measurement date. The expected returns on plan assets and discount rates for the non-U.S. plans are based on local factors, including each plan's investment approach, local interest rates and plan participant profiles.

Experience gains and losses and the effects of changes in actuarial assumptions are generally amortized over a period no longer than the expected average future service of active employees.

Our funding policy is to contribute amounts sufficient to meet minimum funding requirements in accordance with the applicable employee benefit and tax laws that the plans are subject to, plus such additional amounts as we may determine to be appropriate. In 2021 and 2020, we contributed $6.4 million and $9.1 million, respectively, to the defined benefit pension plans. We do not expect the contributions for 2022 to differ materially from the 2021 contributions.

The change in benefit obligation and fair value of plan assets of the defined benefit pension plans were (in millions):

	December 31, 2021	December 31, 2020
Benefit Obligation:		
January 1	$ 309.3	$ 293.5
Service cost	5.2	7.5
Interest cost	4.2	7.7
Amendments, curtailments and settlements	(0.4)	(0.2)
Actuarial (gain) loss	(13.9)	17.2
Benefits paid	(8.1)	(13.5)
Foreign currency translation	(6.9)	(2.9)
December 31	$ 289.4	$ 309.3
Fair Value of Plan Assets:		
January 1	$ 63.3	$ 64.3
Actual return on plan assets	4.1	5.0
Employer contributions	6.4	9.1
Benefits paid	(8.1)	(13.5)
Foreign currency translation and other	(2.7)	(1.6)
December 31	$ 63.0	$ 63.3

The funded status and balance sheet classification of the defined benefit pension plans were (in millions):

	December 31, 2021	December 31, 2020
Funded Status	$ (226.4)	$ (246.0)
Other assets	$ 3.7	$ 2.7
Other current liabilities	(5.8)	(5.2)
Long-term liabilities	(224.3)	(243.5)
	$ (226.4)	$ (246.0)

At December 31, 2021 and 2020, the accumulated benefit obligation for our defined benefit pension plans was $226.6 million and $243.9 million, respectively.

Plans with benefit obligations in excess of plan assets were (in millions):

	December 31, 2021	December 31, 2020
Benefit obligation	$ (258.1)	$ (294.0)
Plan assets	28.0	45.3
	$ (230.1)	$ (248.7)

The weighted average assumptions used to determine the benefit obligation were:

	December 31, 2021	December 31, 2020
Discount rate	2.1 %	1.7 %
Compensation increases	2.7 %	2.7 %

At December 31, 2021, the estimated benefits expected to be paid over the next 10 years are (in millions):

2022	$ 7.4
2023	14.4
2024	17.2
2025	18.1
2026	19.0
2027 - 2031	102.6

Postemployment Arrangements

We have executive retirement agreements under which benefits will be paid to participants or to their beneficiaries over periods up to ten years beginning after cessation of full-time employment. Our postemployment arrangements are unfunded and benefits are paid when due.

The components of net periodic benefit expense were (in millions):

	Year Ended December 31,		
	2021	2020	2019
Service cost	$ 4.8	$ 4.6	$ 4.4
Interest cost	2.1	3.4	4.3
Amortization of prior service cost	4.1	4.3	4.5
Amortization of actuarial loss	3.9	2.1	0.9
	$ 14.9	$ 14.4	$ 14.1

Included in accumulated other comprehensive income at December 31, 2021 and 2020 were unrecognized costs for actuarial losses and prior service cost of $56.7 million ($39.5 million net of income taxes) and $73.8 million ($51.8 million net of income taxes), respectively, that have not yet been recognized in the net periodic benefit cost. The unrecognized costs for actuarial gains and losses and prior service cost included in accumulated other comprehensive income and expected to be recognized in net periodic benefit cost in 2022 is $6.3 million.

The weighted average assumptions used to determine net periodic benefit expense were:

	Year Ended December 31,		
	2021	2020	2019
Discount rate	1.4 %	2.5 %	2.9 %
Compensation increases	3.5 %	3.5 %	3.5 %

Experience gains and losses and effects of changes in actuarial assumptions are amortized over a period no longer than the expected average future service of active employees.

At December 31, 2021 and 2020, the benefit obligation and balance sheet classification were (in millions):

	December 31,	
	2021	2020
January 1	$ 164.6	$ 146.0
Service cost	4.8	4.6
Interest cost	2.1	3.4
Amendments	(1.2)	3.0
Actuarial (gain) loss	(7.8)	16.3
Benefits paid	(9.5)	(8.7)
December 31	$ 153.0	$ 164.6
Other current liabilities	$ 10.4	$ 9.5
Long-term liabilities	142.6	155.1
	$ 153.0	$ 164.6

The weighted average assumptions used to determine the benefit obligation were:

	December 31,	
	2021	2020
Discount rate	2.4 %	1.9 %
Compensation increases	3.5 %	3.5 %

At December 31, 2021, the estimated benefits expected to be paid over the next 10 years are (in millions):

2022	$ 10.4
2023	10.3
2024	10.2
2025	10.6
2026	9.9
2027 - 2031	48.2

13. Disposition of Subsidiary

In the second quarter of 2021, we sold ICON, a specialty media company, to ICON's management team. As a result, we recorded a pre-tax gain of $50.5 million from the sale. As discussed in Note 11, the after-tax gain approximated the pre-tax gain. The disposition of ICON will not have a material impact on our ongoing results of operations or financial position.

14. Supplemental Cash Flow Data

The change in operating capital was (in millions):

	Year Ended December 31,		
	2021	2020	2019
(Increase) decrease in accounts receivable	$ (989.1)	$ 141.2	$ (156.6)
(Increase) decrease in work in process and other current assets	(281.7)	293.0	(99.8)
Increase (decrease) in accounts payable	921.3	(428.6)	276.3
Increase (decrease) in customer advances, taxes payable and other current liabilities	338.8	65.9	87.2
Change in other assets and liabilities, net	171.2	(40.6)	18.0
Increase in operating capital	$ 160.5	$ 30.9	$ 125.1

Supplemental financial information (in millions):

	Year Ended December 31,		
	2021	2020	2019
Income taxes paid	$ 454.4	$ 376.5	$ 361.0
Interest paid	$ 219.3	$ 205.5	$ 246.3

Non-cash increase in lease liabilities (in millions):

	Year Ended December 31,	
	2021	2020
Operating leases	$ 123.3	$ 133.9
Finance leases	$ 67.4	$ 32.1

15. Noncontrolling Interests

Changes in the ownership interests in our less than 100% owned subsidiaries were (in millions):

	Year Ended December 31,		
	2021	2020	2019
Net income attributed to Omnicom Group Inc.	$ 1,407.8	$ 945.4	$ 1,339.1
Net transfers (to) from noncontrolling interests	(12.2)	5.8	(22.3)
Change from net income attributed to Omnicom Group Inc. and transfers (to) from noncontrolling interests	$ 1,395.6	$ 951.2	$ 1,316.8

16. Leases and Property and Equipment

Leases

The components of lease cost were (in millions):

	Year Ended December 31, 2021	2020
Operating lease cost	$ 279.6	$ 303.6
Variable lease cost	25.7	28.5
Short-term lease cost	2.7	4.3
Sublease income	(3.8)	(0.9)
	$ 304.2	$ 335.5
Finance lease cost:		
Depreciation of ROU assets	$ 52.6	$ 50.2
Interest	4.9	5.3
	$ 57.5	$ 55.5
Total lease cost	$ 361.7	$ 391.0

The maturities of our lease liabilities at December 31, 2021 were (in millions):

	Operating Leases	Finance Leases
2022	$ 259.0	$ 51.0
2023	198.5	38.7
2024	170.5	27.2
2025	135.2	16.1
2026	113.3	3.7
Thereafter	600.2	2.2
Total lease payments	1,476.7	138.9
Less: Imputed interest	299.5	5.5
Present value of lease liability	$ 1,177.2	$ 133.4

The balance sheet classification of our operating leases was (in millions):

	December 31, 2021	2020
Operating lease ROU assets	$ 1,202.9	$ 1,223.4
Lease liability:		
Other current liabilities	$ 225.1	$ 270.5
Long-term liability - operating leases	952.1	1,114.0
	$ 1,177.2	$ 1,384.5

Operating leases for office space and equipment at December 31, 2021 and 2020, had a weighted average remaining lease term of 7.5 and 7.9 years, respectively, and a weighted average discount rate of 3.2% and 3.7%, respectively.

Property and Equipment

Property and equipment at December 31 were (in millions):

	2021	2020
Property and equipment - owned	$ 1,805.5	$ 1,427.7
Equipment under finance leases	352.3	314.2
	2,157.8	1,741.9
Accumulated depreciation	(1,165.7)	(1,156.7)
	$ 992.1	$ 585.2

Finance leases at December 31, 2021 and 2020, had a weighted average remaining lease term of 3.1 years and 3.0 years, respectively, and a weighted average discount rate of 4.3% and 4.2%, respectively.

17. Temporary Equity - Redeemable Noncontrolling Interests

Owners of noncontrolling equity interests in some of our subsidiaries have the right in certain circumstances to require us to purchase all or a portion of their equity interest at fair value as defined in the applicable agreements. Assuming that the subsidiaries perform over the relevant periods at their current profit levels, at December 31, 2021 the aggregate estimated maximum amount we could be required to pay in future periods is $345.3 million, of which $107.5 million is currently exercisable by the holders. If these rights are exercised, there would be an increase in net income attributable to Omnicom as a result of our increased ownership interest and the reduction of net income attributable to noncontrolling interests. The ultimate amount paid could be significantly different because the redemption amount depends on the future results of operations of the subject businesses, the timing of the exercise of these rights and changes in foreign currency exchange rates.

18. Commitments and Contingent Liabilities

In the ordinary course of business, we are involved in various legal proceedings. We do not expect that these proceedings will have a material adverse effect on our results of operations or financial position.

19. Accumulated Other Comprehensive Income

Changes in accumulated other comprehensive income (loss), net of income taxes were (in millions):

	Cash Flow Hedge	Defined Benefit Pension Plans and Postemployment Arrangements	Foreign Currency Translation	Total
January 1, 2020	$ (24.0)	$ (112.1)	$ (1,061.5)	$ (1,197.6)
Other comprehensive income (loss) before reclassifications	—	(21.0)	(9.0)	(30.0)
Reclassification from accumulated other comprehensive income (loss)	3.9	9.9	—	13.8
December 31, 2020	(20.1)	(123.2)	(1,070.5)	(1,213.8)
Other comprehensive income (loss) before reclassifications	—	20.0	(75.3)	(55.3)
Reclassification from accumulated other comprehensive income (loss)	4.0	12.8	—	16.8
December 31, 2021	$ (16.1)	$ (90.4)	$ (1,145.8)	$ (1,252.3)

20. Fair Value

Financial assets and liabilities measured at fair value on a recurring basis were (in millions):

December 31, 2021	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 5,316.8			$ 5,316.8
Marketable equity securities	1.1			1.1
Foreign currency derivatives		$ 0.3		0.3
Liabilities:				
Foreign currency derivatives		$ 0.1		$ 0.1
Contingent purchase price obligations			$ 167.1	167.1
December 31, 2020				
Assets:				
Cash and cash equivalents	$ 5,600.5			$ 5,600.5
Marketable equity securities	1.6			1.6
Foreign currency derivatives		$ 0.6		0.6
Liabilities:				
Foreign currency derivatives		0.3		0.3
Contingent purchase price obligations			$ 71.9	71.9

Changes in contingent purchase price obligations were (in millions):

	December 31, 2021	December 31, 2020
January 1	$ 71.9	$ 107.7
Acquisitions	120.4	14.4
Revaluation and interest	0.4	(21.9)
Payments	(22.6)	(31.3)
Foreign currency translation	(3.0)	3.0
December 31	$ 167.1	$ 71.9

The carrying amount and fair value of our financial assets and liabilities were (in millions):

	December 31, 2021		December 31, 2020	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:				
Cash and cash equivalents	$ 5,316.8	$ 5,316.8	$ 5,600.5	$ 5,600.5
Marketable equity securities	1.1	1.1	1.6	1.6
Non-marketable equity securities	6.5	6.5	8.9	8.9
Foreign currency derivatives	0.3	0.3	0.6	0.6
Liabilities:				
Short-term debt	$ 9.6	$ 9.6	$ 3.9	$ 3.9
Foreign currency derivatives	0.1	0.1	0.3	0.3
Contingent purchase price obligations	167.1	167.1	71.9	71.9
Long-term debt	5,685.7	6,011.6	5,807.3	6,380.6

The estimated fair value of the foreign currency derivative instruments is determined using model-derived valuations, taking into consideration foreign currency rates and counterparty credit risk. The estimated fair value of the contingent purchase price obligations is calculated in accordance with the terms of each acquisition agreement and is discounted. The fair value of long-term debt is based on quoted market prices.

21. Derivative Instruments and Hedging Activities

We manage our exposure to foreign exchange rate risk and interest rate risk through various strategies, including the use of derivative financial instruments. We use forward foreign exchange contracts as economic hedges to manage the cash flow volatility arising from foreign exchange rate fluctuations. We do not use derivatives for trading or speculative purposes. Using derivatives exposes us to the risk that counterparties to the derivative contracts will fail to meet their contractual obligations. We manage that risk through careful selection and ongoing evaluation of the counterparty financial institutions based on specific minimum credit standards and other factors.

We evaluate the effects of changes in foreign currency exchange rates, interest rates and other relevant market risks on our derivatives. We periodically determine the potential loss from market risk on our derivatives by performing a value-at-risk, or VaR, analysis. VaR is a statistical model that uses historical currency exchange rate data to measure the potential impact on future earnings of our derivative financial instruments assuming normal market conditions. The VaR model is not intended to represent actual losses but is used as a risk estimation and management tool. Based on the results of the model, we estimate with 95% confidence a maximum one-day change in the net fair value of our derivative financial instruments at December 31, 2021 was not significant.

Foreign Currency Exchange Risk

As an integral part of our global treasury operations, we centralize our cash and use notional multicurrency pools to manage the foreign currency exchange risk that arises from imbalances between subsidiaries and their respective treasury centers. In addition, there are circumstances where revenue and expense transactions are not denominated in the same currency. In these instances, amounts are either promptly settled or hedged with forward foreign exchange contracts. To manage this risk, we had outstanding forward foreign exchange contracts with an aggregate notional amount of $77.3 million and $169.6 million at December 31, 2021 and 2020, respectively.

Foreign currency derivatives are designated as fair value hedges; therefore, any gain or loss in fair value incurred on those instruments is recorded in results of operations and is generally offset by decreases or increases in the fair value of the underlying exposure. By using these financial instruments, we reduce financial risk of adverse foreign exchange changes by foregoing any gain which might occur if the markets move favorably. The terms of our forward foreign exchange contracts are generally less than 90 days.

Interest Rate Risk

We may use interest rate swaps to manage our interest cost and structure our long-term debt portfolio to achieve a mix of fixed rate and floating rate debt. During 2021, there were no interest rate swaps and, at December 31, 2021, long-term debt consisted entirely of fixed-rate debt.

22. New Accounting Standards

In October 2021, the FASB issued ASU 2021-08, *Accounting for Contract Assets and Contract Liabilities From Contracts With Customers*, or ASU 2021-08, that requires acquiring companies to apply ASC 606 to recognize and measure contract assets and contract liabilities from contracts with customers acquired in a business combination consistent with those recorded by the acquiring company. ASU 2021-08 is effective January 1, 2023, and early adoption is permitted. Contracts with customers in the advertising and marketing business are typically short duration contracts. To the extent we acquire companies in the advertising and marketing communications business, we do not expect this standard to have a material impact on our results of operations or financial position. However, we are still in the process of assessing the impact of ASU 2021-08 on our results of operations and financial position.

23. Subsequent Events

We have evaluated events subsequent to the balance sheet date and determined there have not been any events that have occurred that would require adjustment to or disclosure in the consolidated financial statements.

OMNICOM GROUP INC. AND SUBSIDIARIES

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

For the Three Years Ended December 31, 2021

(In millions)

Description	Balance Beginning of Period	Charged to Costs and Expenses	Removal of Uncollectible Receivables	Translation Adjustment Increase (Decrease)	Balance End of Period
Valuation accounts deducted from assets:					
Allowance for Doubtful Accounts:					
December 31, 2021	$ 30.4	$ 4.7	$ (12.7)	$ (0.7)	$ 21.7
December 31, 2020	21.5	23.5	(15)	0.4	30.4
December 31, 2019	26.8	8.5	(13.8)	—	21.5

Exhibit 4.20

Description of Securities

Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934

We have four classes of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): (i) our common stock, par value $.15 per share (the "common stock"), (ii) the 0.800% Senior Notes due 2027 (the "2027 notes") issued by Omnicom Finance Holdings plc ("OFHP"), (iii) the 1.400% Senior Notes due 2031 (the "2031 notes," and together with the 2027 notes, the "Euro notes") issued by OFHP, and the 2.250% Senior Notes due 2033 (the "Sterling notes") issued by Omnicom Capital Holdings plc ("OCHP"). The terms "Omnicom Group," "we," "us" and "our" refer to Omnicom Group Inc. together with its consolidated subsidiaries; the term "Omnicom Group Inc." refers only to Omnicom Group Inc. and not its subsidiaries; the term "Omnicom Capital" refers only to Omnicom Capital Inc.; the term "OFHP" refers only to Omnicom Finance Holdings plc; and the term "OCHP" refers only to Omnicom Capital Holdings plc, in each case, unless the context otherwise requires or indicates.

DESCRIPTION OF OMNICOM GROUP INC. COMMON STOCK

The following briefly summarizes the material terms of Omnicom Group Inc.'s common stock. You should read the more detailed provisions of Omnicom Group Inc.'s restated certificate of incorporation for provisions that may be important to you.

General

Omnicom Group Inc.'s restated certificate of incorporation authorizes it to issue up to 1,000,000,000 shares of common stock, par value $.15 per share.

Each holder of common stock is entitled to one vote per share for the election of directors and for all other matters to be voted on by Omnicom Group Inc. shareholders. Holders of common stock may not cumulate their votes in the election of directors, and are entitled to share equally in the dividends that may be declared by the board of directors, but only after payment of dividends required to be paid on any outstanding shares of preferred stock.

Omnicom Group Inc.'s shareholders elect the full board of directors annually. An affirmative vote of the holders of a majority of votes cast is required for Omnicom Group Inc.'s shareholders to remove a director, amend Omnicom Group Inc.'s by-laws or its restated certificate of incorporation and to change the number of directors comprising the full board.

The board of directors also has power to amend the by-laws or change the number of directors comprising the full board. Upon voluntary or involuntary liquidation, dissolution or winding up of Omnicom Group Inc., the holders of the common stock share ratably in the assets remaining after payments to creditors and provision for the preference of any preferred stock. There are currently no preemptive or other subscription rights, conversion rights or redemption or scheduled installment payment provisions relating to shares of common stock. All of the outstanding shares of common stock are fully paid and nonassessable.

Transfer Agent and Registrar

The transfer agent and registrar for the common stock is Equiniti Trust Company.

Listing

The common stock is listed on the New York Stock Exchange under the symbol "OMC."

DESCRIPTION OF EURO NOTES

We have previously filed a registration statement on Form S-3 (File No. 333-231652), which was filed with the Securities and Exchange Commission (the "SEC") on May 21, 2019 and covers the issuance of the Euro notes.

The Euro notes were issued under an Indenture, dated as of July 8, 2019, as supplemented by the First Supplemental Indenture, dated as of July 8, 2019 (the "Euro Notes Indenture"), among OFHP, as issuer, Omnicom Group Inc. and Omnicom Capital, as guarantors, and Deutsche Bank Trust Company Americas, as trustee. We have summarized certain portions of the Euro Notes Indenture herein. You should read the more detailed provisions of the Euro Notes Indenture for provisions which may be important to you.

General

2027 Notes

The 2027 notes were issued in an initial aggregate principal amount of €500 million. The notes were issued only in registered form, without coupons, in minimum denominations of €100,000 and integral multiples of €1,000 in excess thereof.

The specific terms of the 2027 notes are set forth below:

- Title: 0.800% Senior Notes due 2027
- Initial principal amount being issued: €500,000,000
- Stated maturity date: July 8, 2027
- Interest rate: 0.800%
- Date interest starts accruing: July 8, 2019
- Interest payment date: July 8 of each year
- First interest payment date: July 8, 2020
- Regular record date for interest: June 23 of each year
- Computation of interest: Interest is computed on the basis of the actual number of days elapsed in the period for which interest is being calculated and the actual number of days from and including the last day on which interest was paid on the 2027 notes (or July 8, 2019 if no interest has been paid on the 2027 notes), to but excluding the next scheduled interest payment date. This payment convention is referred to as ACTUAL/ACTUAL (ICMA) (as defined in the rulebook of the International Capital Markets Association).
- Form of 2027 notes: The 2027 notes were issued in book-entry form, represented by one or more global notes deposited with or on behalf of a common depositary on behalf Euroclear and Clearstream, Luxembourg, and registered in the name of the nominee of the common depositary for the accounts of Euroclear and Clearstream, Luxembourg.
- Sinking fund: The 2027 notes are not subject to any sinking fund.
- Trustee: Deutsche Bank Trust Company Americas
- Paying Agent, Transfer Agent and Registrar: Deutsche Bank Trust Company Americas

2031 Notes

The 2031 notes were issued in an initial aggregate principal amount of €500 million. The notes were issued only in registered form, without coupons, in minimum denominations of €100,000 and integral multiples of €1,000 in excess thereof.

The specific terms of the 2031 notes are set forth below:

- Title: 1.400% Senior Notes due 2031
- Initial principal amount being issued: €500,000,000
- Stated maturity date: July 8, 2031
- Interest rate: 1.400%
- Date interest starts accruing: July 8, 2019
- Interest payment date: July 8 of each year
- First interest payment date: July 8, 2020
- Regular record date for interest: June 23 of each year
- Computation of interest: Interest is computed on the basis of the actual number of days elapsed in the period for which interest is being calculated and the actual number of days from and including the last day on which interest was paid on the 2031 notes (or July 8, 2019 if no interest has been paid on the 2031 notes), to but excluding the next scheduled interest payment date. This payment convention is referred to as ACTUAL/ACTUAL (ICMA) (as defined in the rulebook of the International Capital Markets Association).

- Form of 2031 notes: The 2031 notes were issued in book-entry form, represented by one or more global notes deposited with or on behalf of a common depositary on behalf Euroclear and Clearstream, Luxembourg, and registered in the name of the nominee of the common depositary for the accounts of Euroclear and Clearstream, Luxembourg.
- Sinking fund: The 2031 notes are not subject to any sinking fund.
- Trustee: Deutsche Bank Trust Company Americas
- Paying Agent, Transfer Agent and Registrar: Deutsche Bank Trust Company Americas

Guarantee

Omnicom Group Inc. and Omnicom Capital have, jointly and severally, fully and unconditionally guaranteed the due and punctual payment of all obligations of OFHP under the Euro Notes Indenture and the Euro notes, whether for the payment of principal of, premium, if any, or interest or any Additional Amounts (as defined below), on the Euro notes or otherwise, when and as the same shall become due and payable, whether at maturity, upon redemption or otherwise. The guarantees will be unsecured and unsubordinated obligations of Omnicom Group Inc. and Omnicom Capital and will rank equally with all of their other unsecured and unsubordinated obligations.

Each of Omnicom Group Inc. and Omnicom Capital may, by execution and delivery to the trustee of a supplemental indenture, be released from their respective guarantees upon the sale or other transfer of no less than a majority of its capital stock or of all or substantially all of its assets to an entity that is not Omnicom Group Inc. or a subsidiary of Omnicom Group Inc. and which sale or other transfer is otherwise in compliance with the requirements of the Euro Notes Indenture (including, with respect to Omnicom Group Inc., the assumption by any successor person of Omnicom Group Inc.'s obligations with respect to the guarantee of the Euro notes and the Euro Notes Indenture), which release shall be effective without any action on the part of the trustee or any holder of the Euro notes. In addition, upon the redemption, defeasance, retirement or any other discharge in full of all of the Original Omnicom Capital Notes or if at any time Omnicom Capital no longer guarantees or co-issues any of the Original Omnicom Capital Notes, then Omnicom Capital may, by execution and delivery to the trustee of a supplemental indenture, be released from its guarantee of either series of the Euro notes, which release shall be effective without any action on the part of the trustee or any holder of the Euro notes.

As used herein, the term "Original Omnicom Capital Notes" means together the (i) 6.25% Senior Notes due 2019, (ii) 4.45% Senior Notes due 2020, (iii) 3.625% Senior Notes due 2022, (iv) 3.65% Senior Notes due 2024 and (v) 3.60% Senior Notes due 2026, in each case issued by Omnicom Group Inc. and Omnicom Capital.

Payments in Euro

Initial holders were required to pay for the Euro notes in euro, and all payments of interest, principal and premium, if any, including payments made upon any redemption or repurchase of the Euro notes of either series, will be payable in euro. If, on or after June 24, 2019, the euro is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or if the euro is no longer being used by the then-member states of the European Economic and Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the Euro notes will be made in U.S. dollars until the euro is again available to us or so used. In such circumstances, the amount payable on any date in euro will be converted into U.S. dollars at the rate mandated by the U.S. Federal Reserve Board as of the close of business on the second Business Day prior to the relevant payment date or, in the event the U.S. Federal Reserve Board has not mandated a rate of conversion, on the basis of the most recent U.S. dollar/euro exchange rate published in The Wall Street Journal on or prior to the second Business Day prior to the relevant payment date (the "market exchange rate"). Any payment in respect of the Euro notes of either series so made in U.S. dollars will not constitute an event of default under the Euro notes of such series or the Euro Notes Indenture. Neither the trustee nor the paying agent for the Euro notes has any responsibility for any calculation or conversion in connection with the foregoing.

Holders of the Euro notes are subject to foreign exchange risks as to payments of principal and interest that may have important economic and tax consequences to them.

Business Day

For purposes of the Euro notes, "Business Day" means any day other than a Saturday or Sunday, (1) which is not a day on which banking institutions in The City of New York or London are authorized or required by law, regulation or executive order to close and (2) on which the Trans-European Automated Real Time Gross Settlement Express Transfer system (the "TARGET2" system), or any successor thereto, is open.

Optional Redemption

Prior to April 8, 2027 (the date that is three months prior to the maturity date of the 2027 notes) and prior to April 8, 2031 (the date that is three months prior to the maturity date of the 2027 notes) (each, a "par call date"), the 2027 notes and the 2031 notes, respectively, are redeemable, as a whole or in part, at OFHP's option, at any time or from time to time, upon mailed notice (or electronic notice, as applicable) to the registered address of each holder of

Euro notes of such series at least 15 days but not more than 60 days prior to the redemption. The redemption price will be equal to the greater of (1) 100% of the principal amount of the Euro notes to be redeemed and (2) the sum of the present values of the Remaining Scheduled Payments (as defined below) on such Euro notes discounted to the date of redemption, on an annual basis (assuming an ACTUAL/ACTUAL (ICMA) day count fraction), at the applicable Comparable Government Bond Rate (as defined below) plus 20 basis points with respect to the 2027 notes and 30 basis points with respect to the 2031 notes, plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date, as calculated by an Independent Investment Banker.

On or after the applicable par call date, each series of the Euro notes will be redeemable, as a whole or in part, at OFHP’s option, at any time or from time to time, upon mailed notice (or electronic notice, as applicable) to the registered address of each holder of such Euro notes at least 15 days but not more than 60 days prior to the redemption at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date.

“Comparable Government Bond” means, in relation to any Comparable Government Bond Rate calculation, at the discretion of an Independent Investment Banker, a bond that is a direct obligation of the Federal Republic of Germany (“German government bond”), whose maturity is closest to the maturity of the Euro notes to be redeemed, or if such Independent Investment Banker in its discretion determines that such similar bond is not in issue, such other German government bond as such Independent Investment Banker may, with the advice of three brokers of, and/or market makers in, German government bonds selected by such Independent Investment Banker, determine to be appropriate for determining the Comparable Government Bond Rate.

“Comparable Government Bond Rate” means the price, expressed as a percentage (rounded to three decimal places, with 0.0005 being rounded upwards), at which the gross redemption yield on the Euro notes to be redeemed, if they were to be purchased at such price on the third Business Day prior to the date fixed for redemption, would be equal to the gross redemption yield on such Business Day of the Comparable Government Bond on the basis of the middle market price of the Comparable Government Bond prevailing at 11:00 a.m. (London time) on such Business Day as determined by an Independent Investment Banker.

“Independent Investment Banker” means an investment bank of international standing appointed by us.

“Remaining Scheduled Payments” means, with respect to each Euro note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related redemption date but for such redemption calculated as if the maturity date of such note was the applicable par call date; *provided, however*, that, if such redemption date is not an interest payment date with respect to such note, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to, but excluding, such redemption date.

On and after the redemption date, interest will cease to accrue on the Euro notes or any portion of the Euro notes called for redemption (unless we default in the payment of the redemption price and accrued interest). On or before any redemption date, we will deposit with the paying agent (or the trustee) money sufficient to pay the redemption price of and accrued interest on the Euro notes to be redeemed on such date.

If less than all of the Euro notes of either series are to be redeemed, the notes of such series to be redeemed shall be selected by such method as the trustee deems fair and appropriate, subject to the procedures of Euroclear Bank S.A./N.V. (“Euroclear”) and Clearstream Banking, *société anonyme*, Luxembourg (“Clearstream, Luxembourg”) as to global notes.

Repurchase at the Option of Holders Upon Change of Control Triggering Event

Upon the occurrence of a Change of Control Triggering Event (as defined below) with respect to a series of Euro notes, unless OFHP has exercised its option to redeem such series of the Euro notes as described under “ -Optional Redemption,” each holder of Euro notes of such series will have the right to require OFHP to repurchase all or a portion of such holder’s Euro notes pursuant to a change of control offer described below (a “Change of Control Offer”), at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of repurchase (the “Change of Control Payment”), subject to the right of holders of Euro notes of such series on the relevant record date to receive interest due on the relevant interest payment date.

Within 30 days following the date upon which OFHP becomes aware that a Change of Control Triggering Event has occurred with respect to a series of Euro notes, or at OFHP’s option, prior to any Change of Control but after the public announcement of the pending Change of Control, OFHP will be required to send, by first class mail or electronic delivery, a notice to each holder of Euro notes of such series, with a copy to the trustee, which notice will govern the terms of the Change of Control Offer. Such notice will state, among other things, the purchase date, which must be no earlier than 30 days nor later than 60 days from the date such notice is mailed or delivered, other than as may be required by law (the “Change of Control Payment Date”). The notice, if mailed or delivered prior to the date of consummation of the Change of Control, will state that the Change of Control Offer is conditioned on the Change of Control Triggering Event occurring on or prior to the Change of Control Payment Date.

OFHP will not be required to make a Change of Control Offer upon the occurrence of a Change of Control Triggering Event if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for such an offer made by OFHP and such third party purchases all Euro notes properly tendered and not withdrawn under its offer.

To the extent that OFHP is required to offer to repurchase the Euro notes of a series upon the occurrence of a Change of Control Triggering Event with respect to such series, it may not have sufficient funds to purchase the Euro notes of such series in cash at such time. In addition, OFHP's ability to purchase the Euro notes of such series for cash may be limited by law or the terms of other agreements relating to its indebtedness outstanding at the time. The failure to make such purchase would result in a default under the Euro notes of such series.

OFHP will be required to comply with the requirements of Rule 14e-1 under the Exchange Act, and any other securities laws and regulations thereunder to the extent those laws and regulations are applicable in connection with the repurchase of the Euro notes as a result of a Change of Control Triggering Event. To the extent that the provisions of any securities laws or regulations conflict with the Change of Control Offer provisions of the Euro Notes Indenture and the Euro notes, OFHP will be required to comply with those securities laws and regulations and will not be deemed to have breached its obligations under the Change of Control Offer provisions of the Euro Notes Indenture and the Euro notes by virtue of any such compliance.

On each Change of Control Payment Date, the Euro Notes Indenture provides that OFHP will, to the extent lawful:

- accept for payment all Euro notes or portions of Euro notes properly tendered and not withdrawn pursuant to the Change of Control Offer;
- deposit with the paying agent an amount equal to the Change of Control Payment in respect of all Euro notes or portions of Euro notes properly tendered and not withdrawn; and
- deliver or cause to be delivered to the trustee the Euro notes properly accepted together with an officer's certificate stating the aggregate principal amount of Euro notes or portions of notes being repurchased.

"Below Investment Grade Rating Event" occurs if both the rating on the applicable series of Euro notes is lowered by each of the Rating Agencies and such Euro notes are rated below Investment Grade by each of the Rating Agencies on any date from the date of the public notice of an arrangement that could result in a Change of Control until the end of the 60-day period following public notice of the occurrence of a Change of Control (which period shall be extended so long as the rating of the applicable series of notes is under publicly announced consideration for possible downgrade by any of the Rating Agencies); *provided* that a Below Investment Grade Rating Event otherwise arising by virtue of a particular reduction in rating shall not be deemed to have occurred in respect of a particular Change of Control (and thus shall not be deemed a Below Investment Grade Rating Event for purposes of the definition of Change of Control Triggering Event hereunder) if any of the Rating Agencies making the reduction in rating to which this definition would otherwise apply does not announce or publicly confirm or inform the trustee in writing at its request that the reduction was the result, in whole or in part, of any event or circumstance comprised of or arising as a result of, or in respect of, the applicable Change of Control (whether or not the applicable Change of Control shall have occurred at the time of the Below Investment Grade Rating Event).

"Change of Control" means the occurrence of any of the following:

(1) the sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the assets of Omnicom Group Inc. and its subsidiaries taken as a whole to any "person" (as that term is used in Section 13(d)(3) of the Exchange Act) other than to Omnicom Group Inc. or one of its subsidiaries;

(2) the consummation of any transaction (including without limitation, any merger or consolidation) the result of which is that any "person" (as that term is used in Section 13(d)(3) of the Exchange Act), other than Omnicom Group Inc. or one of its wholly owned subsidiaries, becomes the "beneficial owner" (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of more than 50% of the then outstanding shares of Omnicom Group Inc.'s Voting Stock, measured by voting power rather than number of shares; or

(3) the adoption of a plan relating to the liquidation or dissolution of Omnicom Group Inc.

Notwithstanding the foregoing, a transaction will not be deemed to involve a Change of Control if (i) Omnicom Group Inc. becomes a wholly owned subsidiary of a holding company and (ii) the holders of the Voting Stock of such holding company immediately following such transaction are substantially the same as the holders of Omnicom Group Inc.'s Voting Stock immediately prior to such transaction.

The definition of Change of Control includes a phrase relating to the sale, transfer, conveyance or other disposition of "all or substantially all" of the assets of Omnicom Group Inc. and its subsidiaries taken as a whole. Although there is a limited body of case law interpreting the phrase "substantially all," there is no precise established definition of the phrase under applicable law. Accordingly, the ability of a holder of Euro notes of either series to require OFHP to repurchase such Euro notes as a result of a sale, transfer, conveyance or other disposition of less than all of the assets of Omnicom Group Inc. and its subsidiaries taken as a whole to another Person or group may be uncertain.

"Change of Control Triggering Event" with respect to a series of Euro notes means the occurrence of both a Change of Control and a Below Investment Grade Rating Event with respect to such series.

"Investment Grade" means a rating equal to or higher than Baa3 (or its equivalent under any successor rating categories) by Moody's and BBB- (or its equivalent under any successor rating categories) by S&P, or, in each case, if such Rating Agency ceases to rate the applicable series of Euro notes or fails to make a rating of such Euro notes publicly available for reasons outside of OFHP's and Omnicom Group Inc.'s and Omnicom Capital's control, the equivalent investment grade credit rating by the replacement agency selected by OFHP in accordance with the procedures described below.

"Moody's" means Moody's Investors Service, Inc., and its successors.

"Rating Agencies" means (1) each of Moody's and S&P; and (2) if any of Moody's or S&P ceases to rate the applicable series of Euro notes or fails to make a rating of the applicable series of Euro notes publicly available for reasons outside of OFHP's and Omnicom Group Inc.'s and Omnicom Capital's control, a "nationally recognized statistical rating organization," as defined in Section 3(a)(62) of the Exchange Act, selected by OFHP as a replacement agency for Moody's or S&P, or both of them, as the case may be.

"S&P" means S&P Global Ratings, and its successors.

"Voting Stock" means, with respect to any person, capital stock of any class or kind the holders of which are ordinarily, in the absence of contingencies, entitled to vote for the election of directors (or persons performing similar functions) of such person, even if the right so to vote has been suspended by the happening of such a contingency.

Payment of Additional Amounts

Unless otherwise required by law, none of OFHP, Omnicom Group Inc. or Omnicom Capital will deduct or withhold from payments made by OFHP, Omnicom Group Inc. or Omnicom Capital under or with respect to the Euro notes or the related guarantees on account of any present or future taxes, duties, levies, imposts, assessments or governmental charges of whatever nature imposed or levied by or on behalf of any Taxing Jurisdiction ("Taxes"). In the event that OFHP, Omnicom Group Inc. or Omnicom Capital is required to withhold or deduct any amount for or on account of any Taxes from any payment made under or with respect to the Euro notes or the related guarantees, as the case may be, OFHP, Omnicom Group Inc. or Omnicom Capital, as the case may be, will pay such additional amounts ("Additional Amounts") as may be necessary so that the net amount received by each holder of the Euro notes (including Additional Amounts) after such withholding or deduction will equal the amount that such holder would have received if such Taxes had not been required to be withheld or deducted.

Additional Amounts will not be payable with respect to a payment made to a holder of Euro notes or a holder of beneficial interests in global securities where such holder is subject to taxation on such payment by a relevant Taxing Jurisdiction for or on account of:

- any Taxes that are imposed or withheld solely because such holder (or the beneficial owner for whose benefit such holder holds such Euro notes) or a fiduciary, settlor, beneficiary, member, shareholder or other equity owner of, or possessor of a power over, such holder (or beneficial owner) if such holder (or beneficial owner) is an estate, trust, partnership, limited liability company, corporation or other entity:
  - is or was present or engaged in, or is or was treated as present or engaged in, a trade or business in the Taxing Jurisdiction or has or had a permanent establishment in the Taxing Jurisdiction (in each case, other than the mere fact of ownership of such Euro notes, without another presence or business in such Taxing Jurisdiction);
  - has or had any present or former connection (other than the mere fact of ownership of such Euro notes) with the Taxing Jurisdiction imposing such Taxes, including being or having been a national citizen or resident thereof, being treated as being or having been a resident thereof or being or having been physically present therein;
  - (in relation to payments by Omnicom Group Inc. and Omnicom Capital only) is or was a personal holding company, a passive foreign investment company, a controlled foreign corporation, a foreign private foundation or other foreign tax exempt organization or corporation that has accumulated earnings to avoid United States federal income tax; or
  - (in relation to payments by Omnicom Group Inc. and Omnicom Capital only) actually or constructively owns or owned 10% or more of the total combined voting power of all classes of stock of any of Omnicom Group Inc. or Omnicom Capital within the meaning of Section 871(h)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code");
- Taxes imposed on any holder that is not the sole beneficial owner of the Euro notes, or a portion thereof, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the

fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an Additional Amount had the beneficiary, settlor, beneficial owner, or member received directly its beneficial or distributive share of the payment;

- any estate, inheritance, gift, sales, transfer, excise, personal property or similar Taxes imposed with respect to the Euro notes, except as otherwise provided in the Euro Notes Indenture;
- any Taxes imposed solely as a result of the presentation of such Euro notes (where presentation is required) for payment on a date more than 30 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever is later, except to the extent that the beneficiary or holder thereof would have been entitled to the payment of Additional Amounts had the Euro notes been presented for payment on any date during such 30-day period;
- any Taxes imposed or withheld solely as a result of the failure of such holder or any other person to comply with applicable certification, information, documentation or other reporting requirements concerning the nationality, residence, or identity of such holder or connection with any Taxing Jurisdiction by such holder, if such compliance is required by statute, regulation, ruling or administrative practice of the relevant Taxing Jurisdiction or by any applicable tax treaty to which the relevant Taxing Jurisdiction is a party as a precondition to relief or exemption from such Taxes;
- any Taxes that are payable by any method other than withholding or deduction by OFHP, Omnicom Group Inc. or Omnicom Capital or any paying agent from payments in respect of such Euro notes;
- any Taxes required to be withheld by any paying agent from any payment in respect of any Euro notes if such payment can be made without such withholding by at least one other paying agent;
- any withholding or deduction required pursuant to sections 1471 through 1474 of the Code, any regulations or agreements thereunder, official interpretations thereof, any intergovernmental agreement, or any law, rule, guidance or administrative practice implementing an intergovernmental agreement entered into in connection with such sections of the Code; or
- any combination of the above conditions.

Each of OFHP, Omnicom Group Inc. and Omnicom Capital, as applicable, also:

- will make such withholding or deduction of Taxes;
- will remit the full amount of Taxes so deducted or withheld to the relevant Taxing Jurisdiction in accordance with all applicable laws;
- will use its commercially reasonable efforts to obtain from each Taxing Jurisdiction imposing such Taxes certified copies of tax receipts evidencing the payment of any Taxes so deducted or withheld; and
- upon request, will make available to the holders of the Euro notes, within 90 days after the date the payment of any Taxes so deducted or withheld is due pursuant to applicable law, certified copies of tax receipts evidencing such payment by OFHP, Omnicom Group Inc. or Omnicom Capital or if, notwithstanding OFHP's, Omnicom Group Inc.'s or Omnicom Capital's efforts to obtain such receipts, the same are not obtainable, other evidence of such payments.

At least 30 days prior to each date on which any payment under or with respect to the Euro notes of either series or related guarantees is due and payable, if OFHP, Omnicom Group Inc. or Omnicom Capital will be obligated to pay Additional Amounts with respect to such payment, OFHP, Omnicom Group Inc. or Omnicom Capital will deliver to the trustee an officer's certificate stating the fact that such Additional Amounts will be payable, the amounts so payable and such other information as is necessary to enable the trustee to pay such Additional Amounts to holders of such Euro notes on the payment date.

In addition, OFHP will pay any stamp, issue, registration, documentary or other similar taxes and duties, including interest, penalties and Additional Amounts with respect thereto, payable in the United Kingdom or the United States or any political subdivision or taxing authority of or in the foregoing in respect of the creation, issue, offering, enforcement, redemption or retirement of the Euro notes.

The foregoing provisions shall survive any termination or the discharge of the Euro Notes Indenture and shall apply to any jurisdiction in which OFHP, Omnicom Group Inc. or Omnicom Capital or any successor to OFHP, Omnicom Group Inc. or Omnicom Capital, as the case may be, is organized or is engaged in business for tax purposes or any political subdivisions or taxing authority or agency thereof or therein.

Whenever in the Euro Notes Indenture, any Euro notes or the related guarantees there is mentioned, in any context, the payment of principal, premium, if any, redemption price, interest or any other amount payable under or with respect to any Euro notes, such mention includes the payment of Additional Amounts to the extent payable in the particular context.

Redemption Upon Changes in Withholding Taxes

OFHP may redeem all, but not less than all, of the Euro notes of either series at a redemption price equal to 100% of the principal amount thereof, together with accrued interest, if any, to the redemption date and Additional Amounts, if any, under the following conditions:

- if there is an amendment to, or change in, the laws, regulations, rulings or treaties of the United Kingdom, the United States or other jurisdiction in which OFHP, Omnicom Group Inc. or Omnicom Capital or, in each case, any successor thereof (including a successor person formed by a consolidation with OFHP, Omnicom Group Inc. or Omnicom Capital, into which OFHP, Omnicom Group Inc. or Omnicom Capital is merged, or that acquires or leases all or substantially all of the property and assets of OFHP, Omnicom Group Inc. or Omnicom Capital) may be incorporated, organized, or otherwise resident for tax purposes, or engaged in business for tax purposes, as applicable, or any political subdivision thereof or therein having the power to tax, or any jurisdiction from or through which payment is made by or on behalf of OFHP, Omnicom Group Inc. or Omnicom Capital (a "Taxing Jurisdiction"), or any change in the application or official interpretation of such laws, regulations, rulings or treaties, including any action taken by, or a change in published administrative practice of, a taxing authority or a holding by a court of competent jurisdiction, regardless of whether such action, change or holding is with respect to OFHP, Omnicom Group Inc. or Omnicom Capital;
- as a result of such amendment or change, OFHP, Omnicom Group Inc. or Omnicom Capital becomes, or there is a substantial probability that OFHP, Omnicom Group Inc. or Omnicom Capital will become, obligated to pay Additional Amounts on the next payment date with respect to the Euro notes of such series (but, in the case of Omnicom Group Inc. or Omnicom Capital, only if the payment giving rise to such requirement cannot be made by OFHP, Omnicom Group Inc. or Omnicom Capital who can make such payment without the obligation to pay Additional Amounts);
- the obligation to pay Additional Amounts cannot be avoided through OFHP's, Omnicom Group Inc.'s or Omnicom Capital's commercially reasonable measures, including, for the avoidance of doubt, the appointment of a new paying agent, but not including substitution of the obligor of the Euro notes;
- OFHP delivers to the trustee:
  - a certificate of OFHP, Omnicom Group Inc. or Omnicom Capital, as the case may be, stating that the obligation to pay Additional Amounts cannot be avoided by OFHP, Omnicom Group Inc. or Omnicom Capital, as the case may be, taking commercially reasonable measures available to it; and
  - a written opinion of independent tax counsel to OFHP, Omnicom Group Inc. or Omnicom Capital, as the case may be, of recognized standing to the effect that OFHP, Omnicom Group Inc. or Omnicom Capital, as the case may be, has, or there is a substantial probability that it will become obligated, to pay Additional Amounts as a result of a change, amendment, official interpretation or application described above; and
- following the delivery of the certificate and opinion described in the previous bullet point, OFHP provides notice of redemption not less than 30 days, but not more than 60 days, prior to the date of redemption. The notice of redemption cannot be given more than 60 days before the earliest date on which OFHP, Omnicom Group Inc. or Omnicom Capital would otherwise be, or there is a substantial probability that it would otherwise be, required to pay Additional Amounts.

Upon the occurrence of each of the bullet points above, OFHP may redeem the Euro notes of such series at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest, if any, to the redemption date.

Certain Covenants

Limitation on Liens

Omnicom Group Inc. will not, and will not permit any of its Subsidiaries to, create or suffer to exist any Lien on or with respect to any of Omnicom Group Inc.'s properties, whether now owned or hereafter acquired, to secure any Debt of Omnicom Group Inc., any direct or indirect Subsidiary or any other Person without securing the Euro notes equally and ratably with such Debt to which such Liens relate for so long as such Debt shall be so secured, other than:

- Permitted Liens;
- purchase money Liens upon or in any real property or equipment acquired or held by Omnicom Group Inc. or any Subsidiary in the ordinary course of business to secure the purchase price of such property or equipment or to secure Debt incurred solely for the purpose of financing the acquisition of such property or equipment, or Liens existing on such property or equipment at the time of its acquisition (other than any such Liens created in contemplation of such acquisition that were not incurred to finance the acquisition of such property) or extensions, renewals or replacements of any of the foregoing for the same or a lesser

amount, *provided, however*, that no such Lien shall extend to or cover any properties of any character other than the real property or equipment being acquired and fixed improvements thereon or accessions thereto, and no such extension, renewal or replacement shall extend to or cover any properties not theretofore subject to the Lien being extended, renewed or replaced;

- Liens existing on June 24, 2019;
- Liens on property of a Person existing at the time such Person is merged into, consolidated with, or acquired by Omnicom Group Inc. or any Subsidiary of Omnicom Group Inc. or becomes a Subsidiary of Omnicom Group Inc.; provided that such Liens were not created in contemplation of such merger, consolidation or acquisition and do not extend to any assets other than those of the Person so merged into or consolidated with Omnicom Group Inc. or such Subsidiary or acquired by Omnicom Group Inc. or such Subsidiary;
- Liens granted by Subsidiaries of Omnicom Group Inc. (other than OFHP and Omnicom Capital) to secure Debt owed to Omnicom Group Inc. or a wholly owned Subsidiary of Omnicom Group Inc.;
- Liens arising out of a judgment, decree or order of court being contested in good faith by appropriate proceedings, provided that adequate reserves with respect thereto are maintained on the books of Omnicom Group Inc. or the books of its Subsidiaries, as the case may be, in conformity with U.S. GAAP;
- Debt of a Person existing at the time such Person is merged into or consolidated with Omnicom Group Inc. or becomes a Subsidiary of Omnicom Group Inc. provided that such Debt was not created in contemplation of such merger, consolidation or acquisition and provided further that the aggregate principal amount of such Debt shall not exceed $50,000,000 at any time outstanding;
- Liens to secure any extension, renewal, refinancing or refunding (or successive extensions, renewals, refinancings or refundings), in whole or in part, of any Debt secured by Liens referred to above or Liens created in connection with any amendment, consent or waiver relating to such Debt, so long as such Lien does not extend to any other property, the amount of Debt secured is not increased (other than by the amount equal to any costs and expenses incurred in connection with any extension, renewal, refinancing or refunding) and the Debt so secured does not exceed the fair market value (as determined by the board of directors of Omnicom Group Inc. in good faith) of the assets subject to such Liens at the time of such extension, renewal, refinancing or refunding, or such amendment, consent or waiver, as the case may be; and
- Liens otherwise prohibited by this covenant, securing Debt, provided that the aggregate principal amount of such secured Debt shall not exceed 20% of the Consolidated Net Worth of Omnicom Group Inc. and its Subsidiaries at any time.

Certain Definitions

Set forth below are certain defined terms used herein:

"Consolidated Net Worth" means the consolidated net worth of Omnicom Group Inc., as determined in accordance with generally accepted accounting principles in the United States of America or U.S. GAAP.

"Debt" of any Person means, without duplication, (a) all indebtedness of such Person for borrowed money, (b) all obligations of such Person for the deferred purchase price of property or services (other than earn-out payment obligations of such Person in connection with the purchase of property or services to the extent they are still contingent), (c) all obligations of such Person evidenced by notes, bonds, debentures or other similar instruments, (d) all obligations of such Person created or arising under any conditional sale or other title retention agreement with respect to property acquired by such Person (even though the rights and remedies of the seller or lender under such agreement in the event of default are limited to repossession or sale of such property), (e) all obligations of such Person as lessee under leases to the extent that such leases have been or should be, in accordance with U.S. GAAP, recorded as finance leases, (f) all obligations, contingent or otherwise, of such Person in respect of acceptances, letters of credit or similar extensions of credit, (g) all obligations of such Person in respect of Hedge Agreements, (h) all Debt of others referred to in clauses (a) through (g) above or clause (i) below and other payment obligations guaranteed directly or indirectly in any manner by such Person, or in effect guaranteed directly or indirectly by such Person through an agreement (1) to pay or purchase such Debt or to advance or supply funds for the payment or purchase of such Debt, (2) to purchase, sell or lease (as lessee or lessor) property, or to purchase or sell services, primarily for the purpose of enabling the debtor to make payment of such Debt or to assure the holder of such Debt against loss, (3) to supply funds to or in any other manner invest in the debtor (including any agreement to pay for property or services irrespective of whether such property is received or such services are rendered) or (4) otherwise to assure a creditor against loss, and (i) all Debt referred to in clauses (a) through (h) above secured by (or for which the holder of such Debt has an existing right, contingent or otherwise, to be secured by) any Lien on property (including, without limitation, accounts and contract rights) owned by such Person, even though such Person has not assumed or become liable for the payment of such Debt.

"Hedge Agreements" means interest rate swap, cap or collar agreements, interest rate future or option contracts, currency swap agreements, currency future or option contracts and other similar agreements.

“Lien” means any lien, security interest or other charge or encumbrance of any kind, or any other type of preferential arrangement intended to provide security for the payment or performance of an obligation, including, without limitation, the lien or retained security title of a conditional vendor and any easement, right of way or other encumbrance on title to real property.

“Permitted Liens” means such of the following as to which no enforcement, collection, execution, levy or foreclosure proceeding shall have been commenced: (a) Liens for taxes, assessments and governmental charges or levies to the extent not yet due and payable, or being contested in good faith by appropriate proceedings; (b) Liens imposed by law, such as materialmen’s, mechanics’, carriers’, workmen’s and repairmen’s Liens and other similar Liens arising in the ordinary course of business securing obligations that are not overdue for a period of more than 30 days or that are being contested in good faith and by appropriate proceedings that prevent the forfeiture or sale of the asset subject to such Lien; (c) pledges or deposits to secure obligations under workers’ compensation laws or similar legislation or to secure public or statutory obligations or, in any such case, to secure reimbursement obligations under letters of credit or bonds issued to support such obligations; and (d) easements, rights of way and other encumbrances on title to real property that do not render title to the property encumbered thereby unmarketable or materially adversely affect the use of such property for its present purposes.

“Person” means any individual, corporation, partnership, joint venture, association, limited liability company, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof.

“Subsidiary” of any Person means any corporation, partnership, joint venture, limited liability company, trust or estate of which (or in which) more than 50% of (a) the issued and outstanding voting stock of such Person, (b) the interest in the capital or profits of such limited liability company, partnership or joint venture or (c) the beneficial interest in such trust or estate is at the time directly or indirectly owned or controlled by such Person, by such Person and one or more of its other subsidiaries or by one or more of such Person’s other subsidiaries.

Consolidation, Merger or Sale

Omnicom Group Inc. may not consolidate with or merge into, or convey, transfer or lease its properties and assets as an entirety or substantially as an entirety to, any person, referred to as a “successor person,” unless:

- either (a) Omnicom Group Inc. is the continuing person or (b) the resulting, surviving or transferee person is an entity organized under the laws of the United States;
- the successor person expressly assumes Omnicom Group Inc.’s obligations with respect to its guarantee of the Euro notes and the Euro Notes Indenture;
- immediately after giving effect to the transaction, no event of default, and no event which, after notice or lapse of time or both, would become an event of default, shall have occurred and be continuing; and
- Omnicom Group Inc. or the successor person has delivered to the trustee the certificates and opinions required under the Euro Notes Indenture.

OFHP may not consolidate with or merge into, or convey, transfer or lease its properties and assets as an entirety or substantially as an entirety to, any person, referred to as a “successor person,” except with, into or to Omnicom Group Inc. or Omnicom Capital or any other subsidiary of Omnicom Group Inc. (provided that the successor person (if any) expressly assumes by a supplemental indenture OFHP’s obligations on the Euro notes and under the Euro Notes Indenture), unless:

- either (a) OFHP is the continuing person or (b) the resulting, surviving or transferee person is an entity organized under the laws of the United Kingdom, any member country of the European Union or the United States;
- the successor person expressly assumes OFHP’s obligations with respect to the Euro notes and the Euro Notes Indenture;
- immediately after giving effect to the transaction, no event of default, and no event which, after notice or lapse of time or both, would become an event of default, shall have occurred and be continuing; and
- OFHP or the successor person has delivered to the trustee the certificates and opinions required under the Euro Notes Indenture.

Listing

The 2027 notes and the 2031 notes are listed on the New York Stock Exchange under the symbol “OMC/27” and “OMC/31”, respectively.

Defeasance

The Euro Notes Indenture provides OFHP may specify with respect to any series of Euro notes that after OFHP, Omnicom Group Inc. or Omnicom Capital has deposited with the trustee, cash or government securities, in trust for the benefit of the holders sufficient to pay the principal of, premium, if any, and interest on and any mandatory sinking fund payments in respect of the Euro notes of such series when due, then OFHP, Omnicom Group Inc. and Omnicom Capital:

- will be deemed to have paid and satisfied their obligations on all outstanding Euro notes of such series, which is known as “defeasance and discharge”; or
- will cease to be under any obligation, other than to pay when due the principal of, premium, if any, and interest on and any mandatory sinking fund payments in respect of such Euro notes, relating to the Euro notes of such series, which is known as “covenant defeasance.”

In each case, OFHP or Omnicom Group Inc. or Omnicom Capital must also deliver to the trustee an opinion of counsel to the effect that the holders of the Euro notes of such series will have no United States federal income tax consequences as a result of such deposit.

When there is a defeasance and discharge, with limited exceptions, (1) the Euro Notes Indenture will no longer govern the Euro notes of such series, (2) none of OFHP, Omnicom Group Inc. or Omnicom Capital will be liable for payment, and (3) the holders of the Euro notes will be entitled only to the deposited funds. When there is a covenant defeasance, however, OFHP will continue to be obligated to make payments when due if the deposited funds are not sufficient.

For purposes of the Euro notes, “government securities” means securities denominated in euro that are (i) direct obligations of the Federal Republic of Germany, the payments of which are supported by the full faith and credit of the German government or (ii) obligations of a person controlled or supervised by and acting as an agency or instrumentality of the Federal Republic of Germany the timely payments of which are unconditionally guaranteed as a full faith and credit obligation of the German government, which, in either case under clauses (i) or (ii) are not callable or redeemable at the option of the issuer thereof.

Modification of the Indenture

Under the Euro Notes Indenture, OFHP, Omnicom Group Inc., Omnicom Capital and the trustee may enter into supplemental indentures without obtaining the consent of any holder of Euro notes:

- to cure any ambiguity, defect or inconsistency;
- to comply with the Euro Notes Indenture’s provisions regarding successor corporations;
- to comply with any requirements of the SEC in connection with the qualification of the Euro Notes Indenture under the Trust Indenture Act of 1939, as amended;
- to provide for global notes in addition to or in place of certificated notes;
- to add to, change or eliminate any of the provisions of the Euro Notes Indenture with respect to any series of Euro notes; although no such addition, change or elimination may apply to any series of Euro notes created prior to the execution of such amendment and entitled to the benefit of such provision, nor may any such amendment modify the rights of a holder of any such Euro notes with respect to such provision, unless the amendment becomes effective only when there is no outstanding Euro note of any series created prior to such amendment and entitled to the benefit of such provision;
- to secure the Euro notes of any series or any guarantee thereof;
- to add an additional guarantor of any series of Euro notes;
- to add to OFHP’s, Omnicom Group Inc.’s or Omnicom Capital’s covenants or obligations under the Euro Notes Indenture for the protection of the holders of the Euro notes or surrender any right, power or option conferred by the Euro Notes Indenture on OFHP, Omnicom Group Inc. or Omnicom Capital;
- to make any change that does not materially adversely affect in any material respect the legal rights of any holder; or
- to establish additional series of Euro notes as permitted by the Euro Notes Indenture.

OFHP, Omnicom Group Inc., Omnicom Capital and the trustee may, with the consent of the holders of at least a majority in aggregate principal amount of each series of the Euro notes, modify the Euro Notes Indenture or the rights of the holders of the Euro notes of the series to be affected. No modifications may, without the consent of the holder of the Euro notes, be made that, as to any non-consenting holders:

- reduce the percentage of Euro notes whose holders need to consent to the modification;
- reduce the rate or change the time of payment of interest on the Euro notes;
- reduce the principal amount of or the premium, if any, on the Euro notes;
- change the fixed maturity of any of the Euro notes;
- reduce the amount of, or postpone the date fixed for, the payment of any sinking fund;
- reduce the principal amount payable upon acceleration of the maturity of any Euro notes issued originally at a discount;

- waive a default in the payment of the principal amount of, the premium, if any, or any interest on the Euro notes;
- change the currency in which any of the Euro notes are payable;
- impair the right to sue for the enforcement of any payment on or after the maturity of the Euro notes;
- release Omnicom Group Inc. or Omnicom Capital from their obligations in respect of the guarantee of any series of Euro notes or modify Omnicom Group Inc.'s or Omnicom Capital's obligations thereunder other than in accordance with the provisions of the Euro Notes Indenture; or
- waive a redemption payment with respect to the Euro notes.

Events of Default

The Euro Notes Indenture provides that events of default regarding any series of Euro notes are:

- failure to pay required interest on any note of such series for 30 days;
- failure to pay principal, other than a scheduled installment payment, or premium, if any, on any note of the series when due;
- failure to make any required deposit of any sinking fund payment when due;
- failure to perform for 60 days after notice any other covenant in the Euro Notes Indenture (other than a covenant included in the Euro Notes Indenture solely for the benefit of a series of notes other than such series);
- (A) OFHP's, Omnicom Group Inc.'s or Omnicom Capital's failure to make any payment by the end of any applicable grace period after maturity of their respective indebtedness, which term as used in this clause means obligations (other than nonrecourse obligations) of OFHP, Omnicom Group Inc. or Omnicom Capital, as applicable, for borrowed money or evidenced by bonds, debentures, notes or similar instruments in an amount (taken together with amounts in (B)) in excess of $100 million and continuance of such failure, or (B) the acceleration of their respective indebtedness in an amount (taken together with the amounts in (A)) in excess of $100 million because of a default with respect to such indebtedness without such indebtedness having been discharged or such acceleration having been cured, waived, rescinded or annulled in case of (A) or (B) above, for a period of 30 days after written notice to OFHP, Omnicom Group Inc. and Omnicom Capital by the trustee or to OFHP, Omnicom Group Inc., Omnicom Capital and the trustee by the holders of not less than 25% in aggregate principal amount of the outstanding Euro notes of that series; however, if any such failure or acceleration referred to in (A) or (B) above shall cease or be cured or be waived, rescinded or annulled in accordance with the terms of the applicable series of Euro notes, then the event of default by reason thereof shall be deemed not to have occurred;
- Omnicom Group Inc.'s guarantee applicable to that series of Euro notes ceases to be in full force and effect or is declared null and void or Omnicom Group Inc. denies that it has any further liability under its guarantee of such Euro notes to the holders of that series of Euro notes, or has given notice to such effect (other than by reason of the release of such guarantee in accordance with the Euro Notes Indenture), and such condition shall have continued for a period of 30 days after written notice has been given to OFHP, Omnicom Group Inc. and Omnicom Capital by the trustee or to OFHP, Omnicom Group Inc., Omnicom Capital and the trustee by the holders of at least 25% in aggregate principal amount of the outstanding Euro notes of that series;
- certain events of bankruptcy or insolvency, whether voluntary or not; or
- any other event of default described in the Euro Notes Indenture.

If an event of default (other than the bankruptcy provision) regarding any series of Euro notes issued under the Euro Notes Indenture should occur and be continuing, either the trustee or the holders of 25% in the principal amount of outstanding Euro notes of such series may declare each Euro note of that series due and payable. If a bankruptcy event occurs, the principal of and accrued and unpaid interest on the Euro notes of such series shall immediately become due and payable without any declaration or other act on the part of the trustee or the holders of the Euro notes of such series. The holders of a majority in principal amount of Euro notes of such series may rescind any other declaration or acceleration and its consequences if the rescission would not conflict with any judgment or decree and if all existing events of default have been cured or waived (other than nonpayment of principal or interest that has become due solely as a result of acceleration). OFHP, Omnicom Group Inc. and Omnicom Capital are required to file annually with the trustee a statement of an officer as to the fulfillment by OFHP, Omnicom Group Inc. and Omnicom Capital of their respective obligations under the Euro Notes Indenture during the preceding year.

Holders of a majority in principal amount of the outstanding Euro notes of any series will be entitled to control certain actions of the trustee under the Euro Notes Indenture. Holders of a majority in principal amount of the outstanding Euro notes of any series also will be entitled to waive past defaults regarding the series, except for a default in payment of principal, premium or interest or a default in a covenant or provision which may not be modified or amended without the consent of each holder of a Euro note of the affected series. The trustee generally may not be ordered or directed by any of the holders of Euro notes to take any action, unless one or more of the holders shall have offered to the trustee security or indemnity satisfactory to it.

If an event of default occurs and is continuing regarding a series of Euro notes, the trustee may use any sums that it holds under the Euro Notes Indenture for its own reasonable compensation and expenses incurred prior to paying the holders of Euro notes of such series.

Before any holder of any series of Euro notes may institute action for any remedy, except payment on the holder's Euro notes when due, the holders of not less than 25% in principal amount of the Euro notes of that series outstanding must request the trustee to take action. Holders must also offer and give the trustee security and indemnity satisfactory to it against liabilities incurred by the trustee for taking such action.

Book-Entry; Delivery and Form

The information in this section concerning Euroclear and Clearstream, Luxembourg and their book-entry systems and procedures has been obtained from sources that we believe to be reliable, but none of OFHP, Omnicom Group Inc. or Omnicom Capital takes any responsibility for the accuracy of this information. In addition, the description of the clearing systems in this section reflects OFHP's understanding of the rules and procedures of Euroclear and Clearstream, Luxembourg as they are currently in effect. Those clearing systems could change their rules and procedures at any time.

Each series of the Euro notes were initially represented by one or more fully registered global notes without interest coupons. Each such global note was deposited with, or on behalf of, a common depositary, and registered in the name of the nominee of the common depositary for the accounts of Euroclear and Clearstream, Luxembourg. Except as described herein, certificates will not be issued in exchange for beneficial interests in the global notes.

Except as set forth below, the global notes may be transferred, in whole and not in part, only to Euroclear or Clearstream, Luxembourg or their respective nominees. Holders may hold their interests in the global notes through Euroclear or Clearstream, Luxembourg, either as a participant in such systems or indirectly through organizations which are participants in such systems. Beneficial interests in the global notes are in denominations of €100,000 and integral multiples of €1,000 in excess thereof. Euroclear and Clearstream, Luxembourg will hold interests in the global notes on behalf of their respective participating organizations or customers through customers' securities accounts in Euroclear or Clearstream, Luxembourg's names on the books of their respective depositaries. Book-entry interests in the Euro notes and all transfers relating to the Euro notes will be reflected in the book-entry records of Euroclear and Clearstream, Luxembourg. The address of Euroclear is 1 Boulevard Roi Albert II, 1210 Brussels, Belgium, and the address of Clearstream, Luxembourg is 42 Avenue JF Kennedy, L-1855 Luxembourg, Luxembourg.

The distribution of the Euro notes was cleared through Euroclear and Clearstream, Luxembourg. Any secondary market trading of book-entry interests in the notes will take place through Euroclear and Clearstream, Luxembourg participants and will settle in same-day funds. Owners of book-entry interests in the Euro notes will receive payments relating to their notes in euro, except as otherwise set forth in the Euro Notes Indenture.

Euroclear and Clearstream, Luxembourg have established electronic securities and payment transfer, processing, depositary and custodial links among themselves and others, either directly or through custodians and depositaries. These links allow the Euro notes to be issued, held and transferred among the clearing systems without the physical transfer of certificates. Special procedures to facilitate clearance and settlement have been established among these clearing systems to trade securities across borders in the secondary market.

The policies of Euroclear and Clearstream, Luxembourg govern payments, transfers, exchanges and other matters relating to the investor's interest in the Euro notes held by them. We have no responsibility for any aspect of the records kept by Euroclear or Clearstream, Luxembourg or any of their direct or indirect participants. We also do not supervise these systems in any way.

Euroclear and Clearstream, Luxembourg and their participants perform these clearance and settlement functions under agreements they have made with one another or with their customers. Investors should be aware that they are not obligated to perform or continue to perform these procedures and may modify them or discontinue them at any time.

Certificated Notes

If the depositary for any of the Euro notes of a series represented by a registered global note is at any time unwilling, unable or no longer qualified to continue as depositary for the registered global note of such series and a successor is not appointed by OFHP within 90 days, OFHP will issue Euro notes of such series in definitive form in exchange for the registered global note of such series that had been held by the depositary. Any Euro notes of a series issued in definitive form in exchange for a registered global note of such series will be registered in the name or names that the depositary gives to the trustee or other relevant agent of the trustee. It is expected that the depositary's instructions will be based upon directions received by the depositary from participants with respect to ownership of beneficial interests in the registered global note of such series that had been held by the depositary.

DESCRIPTION OF STERLING NOTES

We have previously filed a registration statement on Form S-3 (File No. 333-261046), which was filed with the SEC on November 17, 2021 and covers the issuance of the Sterling notes.

The Sterling notes were issued under an Indenture, dated as of November 22, 2021, as supplemented by the First Supplemental Indenture, dated as of November 22, 2021 (the “Sterling Notes Indenture”), among OCHP, as issuer, Omnicom Group Inc., as guarantor, and Deutsche Bank Trust Company Americas, as trustee. We have summarized certain portions of the Sterling Notes Indenture herein. You should read the more detailed provisions of the Sterling Notes Indenture for provisions which may be important to you.

General

Sterling Notes

The Sterling notes were issued in an initial aggregate principal amount of £325 million. The notes were issued only in registered form, without coupons, in minimum denominations of £100,000 and integral multiples of £1,000 in excess thereof.

The specific terms of the Sterling notes are set forth below:

- Title: 2.250% Senior Notes due 2033
- Initial principal amount being issued: £325,000,000
- Stated maturity date: November 22, 2033
- Interest rate: 2.250%
- Date interest starts accruing: November 22, 2021
- Interest payment date: November 22 of each year
- First interest payment date: November 22, 2022
- Regular record date for interest: November 7 of each year
- Computation of interest: Interest will be computed on the basis of the actual number of days elapsed in the period for which interest is being calculated and the actual number of days from and including the last day on which interest was paid on the Sterling notes (or November 22, 2021 if no interest has been paid on the Sterling notes), to but excluding the next scheduled interest payment date. This payment convention is referred to as ACTUAL/ACTUAL (ICMA) (as defined in the rulebook of the International Capital Markets Association).
- Form of Sterling notes: The Sterling notes were issued in book-entry form, represented by one or more global notes deposited with or on behalf of a common depositary on behalf Euroclear and Clearstream, Luxembourg, and registered in the name of the nominee of the common depositary for the accounts of Euroclear and Clearstream, Luxembourg.
- Sinking fund: The Sterling notes are not subject to any sinking fund.
- Trustee: Deutsche Bank Trust Company Americas
- Paying Agent, Transfer Agent and Registrar: Deutsche Bank Trust Company Americas

Guarantee

Omnicom Group Inc. has fully and unconditionally guaranteed the due and punctual payment of all obligations of OCHP under the Sterling Notes Indenture and the Sterling notes, whether for the payment of principal of, premium, if any, or interest or any Additional Amounts (as defined below), on the Sterling notes or otherwise, when and as the same shall become due and payable, whether at maturity, upon redemption or otherwise. The guarantees will be unsecured and unsubordinated obligations of Omnicom Group Inc. and will rank equally with all of its other unsecured and unsubordinated obligations.

Payments in Sterling

Initial holders were required to pay for the Sterling notes in Sterling, and all payments of interest, principal and premium, if any, including payments made upon any redemption or repurchase of the Sterling notes, will be payable in Sterling. If, on or after November 17, 2021, the Sterling is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or if the Sterling is no longer being used by the United Kingdom as its currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the Sterling notes will be made in U.S. dollars until the Sterling is again available to us or so used. In such circumstances, the amount payable on any date in Sterling will be converted into U.S. dollars at the rate mandated by the U.S. Federal Reserve Board as of the close of business on the second Business Day prior to the relevant payment date or, in the event the U.S. Federal Reserve Board has not mandated a rate of conversion, on the basis of the most recent U.S. dollar/Sterling exchange rate published in The Wall Street Journal on or prior to the second Business Day prior to the relevant payment date (the “market exchange rate”). Any payment in respect of the Sterling notes of either series so made in U.S. dollars will not constitute an event of default under the Sterling notes or the Sterling Notes Indenture. Neither the trustee nor the paying agent for the Sterling notes has any responsibility for any calculation or conversion in connection with the foregoing.

Holders of the Sterling notes are subject to foreign exchange risks as to payments of principal and interest that may have important economic and tax consequences to them.

Business Day

For purposes of the Sterling notes, "Business Day" means any day other than a Saturday or Sunday, which is not a day on which banking institutions in The City of New York or London are authorized or required by law, regulation or executive order to close.

Optional Redemption

Prior to August 22, 2033 (the date that is three months prior to the maturity date of the Sterling notes (the "par call date")), the Sterling notes are redeemable, as a whole or in part, at OCHP's option, at any time or from time to time, upon mailed notice (or electronic notice, as applicable) to the registered address of each holder of Sterling notes at least 15 days but not more than 60 days prior to the redemption. The redemption price will be equal to the greater of (1) 100% of the principal amount of the Sterling notes to be redeemed and (2) the sum of the present values of the Remaining Scheduled Payments (as defined below) on such Sterling notes discounted to the date of redemption, on an annual basis (assuming an ACTUAL/ACTUAL (ICMA) day count fraction), at the applicable Comparable Government Bond Rate (as defined below) plus 20 basis points, plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date, as calculated by an Independent Investment Banker.

On or after the par call date, the Sterling notes will be redeemable, as a whole or in part, at OCHP's option, at any time or from time to time, upon mailed notice (or electronic notice, as applicable) to the registered address of each holder of such Sterling notes at least 15 days but not more than 60 days prior to the redemption at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date.

"Comparable Government Bond" means, in relation to any Comparable Government Bond Rate calculation, at the discretion of an Independent Investment Banker, a bond that is a direct obligation of the United Kingdom, whose maturity is closest to the maturity of the Sterling notes to be redeemed, or if such Independent Investment Banker in its discretion determines that such similar bond is not in issue, such other UK government bond as such Independent Investment Banker may, with the advice of three brokers of, and/or market makers in, UK government bonds selected by such Independent Investment Banker, determine to be appropriate for determining the Comparable Government Bond Rate.

"Comparable Government Bond Rate" means the yield to maturity, expressed as a percentage (rounded to three decimal places, with 0.0005 being rounded upwards), on the third business day prior to the date fixed for redemption, of the applicable comparable government bond on the basis of the middle market price of such comparable government bond prevailing at 11:00 a.m. (London time) on such business day as determined by an independent investment banker selected by us.

"Independent Investment Banker" means an investment bank of international standing appointed by us.

"Remaining Scheduled Payments" means, with respect to each Sterling note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related redemption date but for such redemption calculated as if the maturity date of such Sterling note was the par call date; provided, however, that, if such redemption date is not an interest payment date with respect to such Sterling note, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to, but excluding, such redemption date.

On and after the redemption date, interest will cease to accrue on the Sterling notes or any portion of the Sterling notes called for redemption (unless we default in the payment of the redemption price and accrued interest). On or before any redemption date, we will deposit with the paying agent (or the trustee) money sufficient to pay the redemption price of and accrued interest on the Sterling notes to be redeemed on such date.

If less than all of the Sterling notes are to be redeemed, the Sterling notes to be redeemed shall be selected by such method as the trustee deems fair and appropriate, subject to the procedures of Euroclear Bank S.A./N.V. ("Euroclear") and Clearstream Banking, *société anonyme*, Luxembourg ("Clearstream, Luxembourg") as to global notes.

Repurchase at the Option of Holders Upon Change of Control Triggering Event

Upon the occurrence of a Change of Control Triggering Event (as defined below), unless OCHP has exercised its option to redeem the Sterling notes as described under "—Optional Redemption," each holder of Sterling notes will have the right to require OCHP to repurchase all or a portion of such holder's Sterling notes pursuant to a change of control offer described below (a "Change of Control Offer"), at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of repurchase (the "Change of Control Payment"), subject to the right of holders of Sterling notes on the relevant record date to receive interest due on the relevant interest payment date.

Within 30 days following the date upon which OCHP becomes aware that a Change of Control Triggering Event has occurred, or at OCHP's option, prior to any Change of Control but after the public announcement of the pending Change of Control, OCHP will be required to send, by first class mail or electronic delivery, a notice to each holder of Sterling notes, with a copy to the trustee, which notice will govern the terms of the Change of Control Offer. Such notice will state, among other things, the purchase date, which must be no earlier than 30 days nor later than 60 days from the date such notice is mailed or delivered, other than as may be required by law (the "Change of Control Payment Date"). The notice, if mailed or delivered prior to the date of consummation of the Change of Control, will state that the Change of Control Offer is conditioned on the Change of Control Triggering Event occurring on or prior to the Change of Control Payment Date.

OCHP will not be required to make a Change of Control Offer upon the occurrence of a Change of Control Triggering Event if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for such an offer made by OCHP and such third party purchases all Sterling notes properly tendered and not withdrawn under its offer.

To the extent that OCHP is required to offer to repurchase the Sterling notes upon the occurrence of a Change of Control Triggering Event, it may not have sufficient funds to purchase the Sterling notes in cash at such time. In addition, OCHP's ability to purchase the Sterling notes for cash may be limited by law or the terms of other agreements relating to its indebtedness outstanding at the time. The failure to make such purchase would result in a default under the Sterling notes.

OCHP will be required to comply with the requirements of Rule 14e-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any other securities laws and regulations thereunder to the extent those laws and regulations are applicable in connection with the repurchase of the Sterling notes as a result of a Change of Control Triggering Event. To the extent that the provisions of any securities laws or regulations conflict with the Change of Control Offer provisions of the Sterling Notes Indenture and the Sterling notes, OCHP will be required to comply with those securities laws and regulations and will not be deemed to have breached its obligations under the Change of Control Offer provisions of the Sterling Notes Indenture and the Sterling notes by virtue of any such compliance.

On each Change of Control Payment Date, the Sterling Notes Indenture provides that OCHP will, to the extent lawful:

- accept for payment all Sterling notes or portions of Sterling notes properly tendered and not withdrawn pursuant to the Change of Control Offer;
- deposit with the paying agent an amount equal to the Change of Control Payment in respect of all Sterling notes or portions of Sterling notes properly tendered and not withdrawn; and
- deliver or cause to be delivered to the trustee the Sterling notes properly accepted together with an officer's certificate stating the aggregate principal amount of Sterling notes or portions of Sterling notes being repurchased.

"Below Investment Grade Rating Event" occurs if both the rating on the Sterling notes is lowered by each of the Rating Agencies and such Sterling notes are rated below Investment Grade by each of the Rating Agencies on any date from the date of the public notice of an arrangement that could result in a Change of Control until the end of the 60-day period following public notice of the occurrence of a Change of Control (which period shall be extended so long as the rating of the Sterling notes is under publicly announced consideration for possible downgrade by any of the Rating Agencies); provided that a Below Investment Grade Rating Event otherwise arising by virtue of a particular reduction in rating shall not be deemed to have occurred in respect of a particular Change of Control (and thus shall not be deemed a Below Investment Grade Rating Event for purposes of the definition of Change of Control Triggering Event hereunder) if any of the Rating Agencies making the reduction in rating to which this definition would otherwise apply does not announce or publicly confirm or inform the trustee in writing at its request that the reduction was the result, in whole or in part, of any event or circumstance comprised of or arising as a result of, or in respect of, the applicable Change of Control (whether or not the applicable Change of Control shall have occurred at the time of the Below Investment Grade Rating Event).

"Change of Control" means the occurrence of any of the following:

(1) the sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the assets of Omnicom Group Inc. and its subsidiaries taken as a whole to any "person" (as that term is used in Section 13(d)(3) of the Exchange Act) other than to Omnicom Group Inc. or one of its subsidiaries;

(2) the consummation of any transaction (including without limitation, any merger or consolidation) the result of which is that any “person” (as that term is used in Section 13(d)(3) of the Exchange Act), other than Omnicom Group Inc. or one of its wholly owned subsidiaries, becomes the “beneficial owner” (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of more than 50% of the then outstanding shares of Omnicom Group Inc.’s Voting Stock, measured by voting power rather than number of shares; or

(3) the adoption of a plan relating to the liquidation or dissolution of Omnicom Group Inc.

Notwithstanding the foregoing, a transaction will not be deemed to involve a Change of Control if (i) Omnicom Group Inc. becomes a wholly owned subsidiary of a holding company and (ii) the holders of the Voting Stock of such holding company immediately following such transaction are substantially the same as the holders of Omnicom Group Inc.’s Voting Stock immediately prior to such transaction.

The definition of Change of Control includes a phrase relating to the sale, transfer, conveyance or other disposition of “all or substantially all” of the assets of Omnicom Group Inc. and its subsidiaries taken as a whole. Although there is a limited body of case law interpreting the phrase “substantially all,” there is no precise established definition of the phrase under applicable law. Accordingly, the ability of a holder of Sterling notes to require OCHP to repurchase such Sterling notes as a result of a sale, transfer, conveyance or other disposition of less than all of the assets of Omnicom Group Inc. and its subsidiaries taken as a whole to another Person or group may be uncertain.

“Change of Control Triggering Event” means the occurrence of both a Change of Control and a Below Investment Grade Rating Event.

“Investment Grade” means a rating equal to or higher than Baa3 (or its equivalent under any successor rating categories) by Moody’s and BBB- (or its equivalent under any successor rating categories) by S&P, or, in each case, if such Rating Agency ceases to rate the Sterling notes or fails to make a rating of such Sterling notes publicly available for reasons outside of OCHP’s and Omnicom Group Inc.’s control, the equivalent investment grade credit rating by the replacement agency selected by OCHP in accordance with the procedures described below.

“Moody’s” means Moody’s Investors Service, Inc., and its successors.

“Rating Agencies” means (1) each of Moody’s and S&P; and (2) if any of Moody’s or S&P ceases to rate the Sterling notes or fails to make a rating of the Sterling notes publicly available for reasons outside of OCHP’s and Omnicom Group Inc.’s control, a “nationally recognized statistical rating organization,” as defined in Section 3(a)(62) of the Exchange Act, selected by OCHP as a replacement agency for Moody’s or S&P, or both of them, as the case may be.

“S&P” means S&P Global Ratings, and its successors.

“Voting Stock” means, with respect to any person, capital stock of any class or kind the holders of which are ordinarily, in the absence of contingencies, entitled to vote for the election of directors (or persons performing similar functions) of such person, even if the right so to vote has been suspended by the happening of such a contingency.

Payment of Additional Amounts

Unless otherwise required by law, none of OCHP or Omnicom Group Inc. will deduct or withhold from payments made by OCHP or Omnicom Group Inc. under or with respect to the Sterling notes and the guarantee on account of any present or future taxes, duties, levies, imposts, assessments or governmental charges of whatever nature imposed or levied by or on behalf of any Taxing Jurisdiction (“Taxes”). In the event that OCHP or Omnicom Group Inc. is required to withhold or deduct any amount for or on account of any Taxes from any payment made under or with respect to the Sterling notes or the related guarantee, as the case may be, OCHP or Omnicom Group Inc., as the case may be, will pay such additional amounts (“Additional Amounts”) as may be necessary so that the net amount received by each holder of Sterling notes (including Additional Amounts) after such withholding or deduction will equal the amount that such holder would have received if such Taxes had not been required to be withheld or deducted.

Additional Amounts will not be payable with respect to a payment made to a holder of Sterling notes or a holder of beneficial interests in global securities where such holder is subject to taxation on such payment by a relevant Taxing Jurisdiction for or on account of:

- any Taxes that are imposed or withheld solely because such holder (or the beneficial owner for whose benefit such holder holds such Sterling notes) or a fiduciary, settlor, beneficiary, member, shareholder or other equity owner of, or possessor of a power over, such holder (or beneficial owner) if such holder (or beneficial owner) is an estate, trust, partnership, limited liability company, corporation or other entity:
  - is or was present or engaged in, or is or was treated as present or engaged in, a trade or business in the Taxing Jurisdiction or has or had a permanent establishment in the Taxing Jurisdiction (in each case, other than the mere fact of ownership of such Sterling notes, without another presence or business in such Taxing Jurisdiction);

- has or had any present or former connection (other than the mere fact of ownership of such Sterling notes) with the Taxing Jurisdiction imposing such Taxes, including being or having been a national citizen or resident thereof, being treated as being or having been a resident thereof or being or having been physically present therein;
- (in relation to payments by Omnicom Group Inc. only) is or was a personal holding company, a passive foreign investment company, a controlled foreign corporation, a foreign private foundation or other foreign tax exempt organization or corporation that has accumulated earnings to avoid United States federal income tax; or
- (in relation to payments by Omnicom Group Inc. only) is or was a "10-percent shareholder" of Omnicom Group Inc. within the meaning of Section 871(h)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code") or any successor provisions;

- Taxes imposed on any holder that is not the sole beneficial owner of the Sterling notes, or a portion thereof, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an Additional Amount had the beneficiary, settlor, beneficial owner, or member received directly its beneficial or distributive share of the payment;
- any estate, inheritance, gift, sales, transfer, excise, personal property or similar Taxes imposed with respect to the Sterling notes, except as otherwise provided in the Sterling Notes Indenture;
- any Taxes imposed solely as a result of the presentation of such Sterling notes (where presentation is required) for payment on a date more than 30 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever is later, except to the extent that the beneficiary or holder thereof would have been entitled to the payment of Additional Amounts had the Sterling notes been presented for payment on any date during such 30-day period;
- any Taxes imposed or withheld solely as a result of the failure of such holder or any other person to comply with applicable certification, information, documentation or other reporting requirements concerning the nationality, residence, or identity of such holder or connection with any Taxing Jurisdiction by such holder, if such compliance is required by statute, regulation, ruling or administrative practice of the relevant Taxing Jurisdiction or by any applicable tax treaty to which the relevant Taxing Jurisdiction is a party as a precondition to relief or exemption from such Taxes;
- any Taxes that are payable by any method other than withholding or deduction by OCHP or Omnicom Group Inc. or any paying agent from payments in respect of such Sterling notes;
- any Taxes required to be withheld by any paying agent from any payment in respect of the Sterling notes if such payment can be made without such withholding by at least one other paying agent in the United States or the United Kingdom;
- any withholding or deduction required pursuant to sections 1471 through 1474 of the Code, any regulations or agreements thereunder, official interpretations thereof, any intergovernmental agreement, or any law, rule, guidance or administrative practice implementing an intergovernmental agreement entered into in connection with such sections of the Code; or
- any combination of the above conditions.

Each of OCHP and Omnicom Group Inc., as applicable, also:

- will make such withholding or deduction of Taxes;
- will remit the full amount of Taxes so deducted or withheld to the relevant Taxing Jurisdiction in accordance with all applicable laws;
- will use its commercially reasonable efforts to obtain from each Taxing Jurisdiction imposing such Taxes certified copies of tax receipts evidencing the payment of any Taxes so deducted or withheld; and
- upon request, will make available to the holders of the Sterling notes, within 90 days after the date the payment of any Taxes so deducted or withheld is due pursuant to applicable law, certified copies of tax receipts evidencing such payment by OCHP or Omnicom Group Inc. or if, notwithstanding OCHP's or Omnicom Group Inc.'s efforts to obtain such receipts, the same are not obtainable, other evidence of such payments.

At least 30 days prior to each date on which any payment under or with respect to the Sterling notes or related guarantee is due and payable, if OCHP or Omnicom Group Inc. will be obligated to pay Additional Amounts with respect to such payment, OCHP or Omnicom Group Inc. will deliver to the trustee an officer's certificate stating the fact that such Additional Amounts will be payable, the amounts so payable and such other information as is necessary to enable the trustee to pay such Additional Amounts to holders of such Sterling notes on the payment date.

In addition, OCHP will pay any stamp, issue, registration, documentary or other similar taxes and duties, including interest, penalties and Additional Amounts with respect thereto, payable in the United Kingdom or the United States or any political subdivision or taxing authority of or in the foregoing in respect of the creation, issue, offering, enforcement, redemption or retirement of the Sterling notes.

The foregoing provisions shall survive any termination or the discharge of the Sterling Notes Indenture and shall apply to any jurisdiction in which OCHP or Omnicom Group Inc. or any successor to OCHP or Omnicom Group Inc., as the case may be, is organized or is engaged in business for tax purposes or any political subdivisions or taxing authority or agency thereof or therein.

Whenever in the Sterling Notes Indenture, any Sterling notes or the related guarantee there is mentioned, in any context, the payment of principal, premium, if any, redemption price, interest or any other amount payable under or with respect to any Sterling notes, such mention includes the payment of Additional Amounts to the extent payable in the particular context.

Redemption Upon Changes in Withholding Taxes

OCHP may redeem all, but not less than all, of the Sterling notes of either series at a redemption price equal to 100% of the principal amount thereof, together with accrued interest, if any, to the redemption date and Additional Amounts, if any, under the following conditions:

- if there is an amendment to, or change in, the laws, regulations, rulings or treaties of the United Kingdom, the United States or other jurisdiction in which OCHP or Omnicom Group Inc. or, in each case, any successor thereof (including a successor person formed by a consolidation with OCHP or Omnicom Group Inc., into which OCHP or Omnicom Group Inc. is merged, or that acquires or leases all or substantially all of the property and assets of OCHP or Omnicom Group Inc.) may be incorporated, organized, or otherwise resident for tax purposes, or engaged in business for tax purposes, as applicable, or any political subdivision thereof or therein having the power to tax, or any jurisdiction from or through which payment is made by or on behalf of OCHP or Omnicom Group Inc. (a "Taxing Jurisdiction"), or any change in the application or official interpretation of such laws, regulations, rulings or treaties, including any action taken by, or a change in published administrative practice of, a taxing authority or a holding by a court of competent jurisdiction, regardless of whether such action, change or holding is with respect to OCHP or Omnicom Group Inc.;

- as a result of such amendment or change, OCHP or Omnicom Group Inc. becomes, or there is a substantial probability that OCHP or Omnicom Group Inc. will become, obligated to pay Additional Amounts on the next payment date with respect to the Sterling notes (but, in the case of Omnicom Group Inc., only if the payment giving rise to such requirement cannot be made by OCHP or Omnicom Group Inc. who can make such payment without the obligation to pay Additional Amounts);

- the obligation to pay Additional Amounts cannot be avoided through OCHP's or Omnicom Group Inc.'s commercially reasonable measures, including, for the avoidance of doubt, the appointment of a new paying agent, but not including substitution of the obligor of the Sterling notes;

- OCHP or Omnicom Group Inc., as the case may be:
  - delivers to the trustee a certificate of OCHP or Omnicom Group Inc., as the case may be, stating that the obligation to pay Additional Amounts cannot be avoided by OCHP or Omnicom Group Inc., as the case may be, taking commercially reasonable measures available to it; and
  - based upon a written opinion of independent tax counsel to OCHP or Omnicom Group Inc., as the case may be, of recognized standing to the effect that OCHP or Omnicom Group Inc., as the case may be, has, or there is a substantial probability that it will become, obligated to pay Additional Amounts as a result of a change, amendment, official interpretation or application described above; and

- following the delivery of the certificate and opinion described in the previous bullet point, OCHP provides notice of redemption not less than 30 days, but not more than 60 days, prior to the date of redemption. The notice of redemption cannot be given more than 60 days before the earliest date on which OCHP or Omnicom Group Inc. would otherwise be, or there is a substantial probability that it would otherwise be, required to pay Additional Amounts.

Upon the occurrence of each of the bullet points above, OCHP may redeem the Sterling notes at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest, if any, to the redemption date.

Certain Covenants

Limitation on Liens

Omnicom Group Inc. will not, and will not permit any of its Subsidiaries to, create or suffer to exist any Lien on or with respect to any of Omnicom Group Inc.' properties, whether now owned or hereafter acquired, to secure any Debt of Omnicom Group Inc., any direct or indirect Subsidiary or any other Person without securing the Sterling notes equally and ratably with such Debt to which such Liens relate for so long as such Debt shall be so secured, other than:

- Permitted Liens;
- purchase money Liens upon or in any real property or equipment acquired or held by Omnicom Group Inc. or any Subsidiary in the ordinary course of business to secure the purchase price of such property or equipment or to secure Debt incurred solely for the purpose of financing the acquisition of such property or equipment, or Liens existing on such property or equipment at the time of its acquisition (other than any such Liens created in contemplation of such acquisition that were not incurred to finance the acquisition of such property) or extensions, renewals or replacements of any of the foregoing for the same or a lesser amount, provided, however, that no such Lien shall extend to or cover any properties of any character other than the real property or equipment being acquired and fixed improvements thereon or accessions thereto, and no such extension, renewal or replacement shall extend to or cover any properties not theretofore subject to the Lien being extended, renewed or replaced;
- Liens existing on November 17, 2021;
- Liens on property of a Person existing at the time such Person is merged into, consolidated with, or acquired by Omnicom Group Inc. or any Subsidiary of Omnicom Group Inc. or becomes a Subsidiary of Omnicom Group Inc.; provided that such Liens were not created in contemplation of such merger, consolidation or acquisition and do not extend to any assets other than those of the Person so merged into or consolidated with Omnicom Group Inc. or such Subsidiary or acquired by Omnicom Group Inc. or such Subsidiary;
- Liens granted by Subsidiaries of Omnicom Group Inc. (other than OCHP) to secure Debt owed to Omnicom Group Inc. or a wholly owned Subsidiary of Omnicom Group Inc.;
- Liens arising out of a judgment, decree or order of court being contested in good faith by appropriate proceedings, provided that adequate reserves with respect thereto are maintained on the books of Omnicom Group Inc. or the books of its Subsidiaries, as the case may be, in conformity with U.S. GAAP;
- Debt of a Person existing at the time such Person is merged into or consolidated with Omnicom Group Inc. or becomes a Subsidiary of Omnicom Group Inc. provided that such Debt was not created in contemplation of such merger, consolidation or acquisition and provided further that the aggregate principal amount of such Debt shall not exceed $50,000,000 at any time outstanding;
- Liens to secure any extension, renewal, refinancing or refunding (or successive extensions, renewals, refinancings or refundings), in whole or in part, of any Debt secured by Liens referred to above or Liens created in connection with any amendment, consent or waiver relating to such Debt, so long as such Lien does not extend to any other property, the amount of Debt secured is not increased (other than by the amount equal to any costs and expenses incurred in connection with any extension, renewal, refinancing or refunding) and the Debt so secured does not exceed the fair market value (as determined by the board of directors of Omnicom Group Inc. in good faith) of the assets subject to such Liens at the time of such extension, renewal, refinancing or refunding, or such amendment, consent or waiver, as the case may be;
- any assignment of accounts receivable (a) by and among Omnicom Group Inc. and its Subsidiaries or (b) pursuant to non-recourse factoring or similar arrangements or otherwise in an aggregate amount not to exceed in any fiscal year the greater of $500,000,000 (measured as the face value of such accounts receivable at the time of assignment) and 10.0% of the consolidated accounts receivable of Omnicom Group Inc. and its Subsidiaries as reflected in the consolidated balance sheet of Omnicom Group Inc. as of the end of the fiscal year of Omnicom Group Inc. most recently ended prior to such assignment for which financial statements are available; and
- Liens otherwise prohibited by this covenant, securing Debt or other obligations in an aggregate amount at any time outstanding plus (b) the aggregate face value at the time of assignment of such accounts receivable assigned, the assignment of which is not otherwise permitted by the foregoing exceptions, in an aggregate amount not to exceed 20% of Consolidated Net Worth of Omnicom Group Inc. and its Subsidiaries as set forth in Omnicom Group Inc.'s most recently available financial statements.

Certain Definitions

Set forth below are certain defined terms used herein:

"Consolidated Net Worth" means the consolidated net worth of Omnicom Group Inc., as determined in accordance with generally accepted accounting principles in the United States of America or U.S. GAAP.

"Debt" of any Person means, without duplication, (a) all indebtedness of such Person for borrowed money, (b) all obligations of such Person for the deferred purchase price of property or services (other than earn-out payment obligations of such Person in connection with the purchase of property or services to the extent they are still contingent), (c) all obligations of such Person evidenced by notes, bonds, debentures or other similar instruments, (d) all obligations of such Person created or arising under any conditional sale or other title retention agreement with respect to property acquired by such Person (even though the rights and remedies of the seller or lender under such agreement in the event of default are limited to repossession or sale of such property), (e) all obligations of such Person as lessee under leases to the extent that such leases have been or should be, in accordance with U.S. GAAP, recorded as finance leases, (f) all obligations, contingent or otherwise, of such Person in respect of acceptances, letters of credit or similar extensions of credit, (g) all obligations of such Person in respect of Hedge Agreements, (h) all Debt of others referred to in clauses (a) through (g) above or clause (i) below and other payment obligations guaranteed directly or indirectly in any manner by such Person, or in effect guaranteed directly or indirectly by such Person through an agreement (1) to pay or purchase such Debt or to advance or supply funds for the payment or purchase of such Debt, (2) to purchase, sell or lease (as lessee or lessor) property, or to purchase or sell services, primarily for the purpose of enabling the debtor to make payment of such Debt or to assure the holder of such Debt against loss, (3) to supply funds to or in any other manner invest in the debtor (including any agreement to pay for property or services irrespective of whether such property is received or such services are rendered) or (4) otherwise to assure a creditor against loss, and (i) all Debt referred to in clauses (a) through (h) above secured by (or for which the holder of such Debt has an existing right, contingent or otherwise, to be secured by) any Lien on property (including, without limitation, accounts and contract rights) owned by such Person, even though such Person has not assumed or become liable for the payment of such Debt.

"Hedge Agreements" means interest rate swap, cap or collar agreements, interest rate future or option contracts, currency swap agreements, currency future or option contracts and other similar agreements.

"Lien" means any lien, security interest or other charge or encumbrance of any kind, or any other type of preferential arrangement intended to provide security for the payment or performance of an obligation, including, without limitation, the lien or retained security title of a conditional vendor and any easement, right of way or other encumbrance on title to real property.

"Permitted Liens" means such of the following as to which no enforcement, collection, execution, levy or foreclosure proceeding shall have been commenced: (a) Liens for taxes, assessments and governmental charges or levies to the extent not yet due and payable, or being contested in good faith by appropriate proceedings; (b) Liens imposed by law, such as materialmen's, mechanics', carriers', workmen's and repairmen's Liens and other similar Liens arising in the ordinary course of business securing obligations that are not overdue for a period of more than 30 days or that are being contested in good faith and by appropriate proceedings that prevent the forfeiture or sale of the asset subject to such Lien; (c) pledges or deposits to secure obligations under workers' compensation laws or similar legislation or to secure public or statutory obligations or, in any such case, to secure reimbursement obligations under letters of credit or bonds issued to support such obligations; and (d) easements, rights of way and other encumbrances on title to real property that do not render title to the property encumbered thereby unmarketable or materially adversely affect the use of such property for its present purposes.

"Person" means any individual, corporation, partnership, joint venture, association, limited liability company, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof.

"Subsidiary" of any Person means any corporation, partnership, joint venture, limited liability company, trust or estate of which (or in which) more than 50% of (a) the issued and outstanding voting stock of such Person, (b) the interest in the capital or profits of such limited liability company, partnership or joint venture or (c) the beneficial interest in such trust or estate is at the time directly or indirectly owned or controlled by such Person, by such Person and one or more of its other subsidiaries or by one or more of such Person's other subsidiaries.

Consolidation, Merger or Sale

OCHP and Omnicom Group Inc. may not consolidate with or merge into, or convey, transfer or lease their respective properties and assets as an entirety or substantially as an entirety to, any person, referred to as a "successor person," except in the case of OCHP with, into or to Omnicom Group Inc. or any other subsidiary of Omnicom Group Inc. (provided that the successor person (if any) expressly assumes by a supplemental indenture OCHP's obligations on the Sterling notes and under the Sterling Notes Indenture), unless:

- either (a) OCHP or Omnicom Group Inc., as applicable, is the successor person or (b) the successor person is an entity organized under the laws of (i) in the case of OCHP, the United Kingdom, any member country of the European Union or the United States or (ii) in the case of Omnicom Group Inc., the United States;
- the successor person expressly assumes (a) in the case of OCHP, OCHP's obligations with respect to the Sterling notes and the Sterling Notes Indenture or (b) in the case of Omnicom Group Inc., Omnicom Group Inc.'s obligations with respect to its guarantee of Sterling notes and the Sterling Notes Indenture;

- immediately after giving effect to the transaction, no event of default, and no event which, after notice or lapse of time or both, would become an event of default, shall have occurred and be continuing; and
- OCHP or Omnicom Group Inc., as applicable, or the successor person has delivered to the trustee the certificates and opinions required under the Sterling Notes Indenture.

Listing

The Sterling notes are listed on the New York Stock Exchange under the symbol "OMC/33".

Defeasance

The Sterling Notes Indenture will provide that OCHP may specify with respect to the Sterling notes that after OCHP or Omnicom Group Inc. has deposited with the trustee, cash or government securities, in trust for the benefit of the holders sufficient to pay the principal of, premium, if any, and interest on and any mandatory sinking fund payments in respect of the Sterling notes when due, then OCHP and Omnicom Group Inc.:

- will be deemed to have paid and satisfied their obligations on all outstanding Sterling notes, which is known as "defeasance and discharge"; or
- will cease to be under any obligation, other than to pay when due the principal of, premium, if any, and interest on and any mandatory sinking fund payments in respect of such debt securities, relating to the Sterling notes, which is known as "covenant defeasance."

In each case, OCHP or Omnicom Group Inc. must also deliver to the trustee an opinion of counsel to the effect that the holders of the Sterling notes will have no United States federal income tax consequences as a result of such deposit.

In addition, the Sterling Notes Indenture will provide that if Omnicom Group Inc. chooses to have the defeasance and discharge provision applied to the Sterling notes, the subordination provisions of the Sterling Notes Indenture will become ineffective upon full defeasance of the Sterling notes.

When there is a defeasance and discharge, with limited exceptions, (1) the Sterling Notes Indenture will no longer govern the Sterling notes, (2) neither OCHP nor Omnicom Group Inc. will be liable for payment, and (3) the holders of the Sterling notes will be entitled only to the deposited funds. When there is a covenant defeasance, however, OCHP will continue to be obligated to make payments when due if the deposited funds are not sufficient.

Modification of the Sterling Notes Indenture

Under the Sterling Notes Indenture, OCHP, Omnicom Group Inc., and the trustee may enter into supplemental indentures without obtaining the consent of any holder of Sterling notes:

- to cure any ambiguity, defect or inconsistency;
- to comply with the Sterling Notes Indenture's provisions regarding successor corporations;
- to comply with any requirements of the SEC in connection with the qualification of the Sterling Notes Indenture under the Trust Indenture Act of 1939, as amended;
- to provide for global notes in addition to or in place of certificated notes;
- to add to, change or eliminate any of the provisions of the Sterling Notes Indenture with respect to the Sterling notes; although no such addition, change or elimination may apply to the Sterling notes created prior to the execution of such amendment and entitled to the benefit of such provision, nor may any such amendment modify the rights of a holder of any such Sterling notes with respect to such provision, unless the amendment becomes effective only when there is no outstanding Sterling notes created prior to such amendment and entitled to the benefit of such provision;
- to secure the Sterling notes or any guarantee thereof;
- to add an additional guarantor of any series of Sterling notes;
- to add to OCHP's or Omnicom Group Inc.'s covenants or obligations under the Sterling Notes Indenture for the protection of the holders of the Sterling notes or surrender any right, power or option conferred by the Sterling Notes Indenture on OCHP or Omnicom Group Inc.;
- to make any change that does not materially adversely affect in any material respect the legal rights of any holder; or
- to establish additional series of Sterling notes as permitted by the Sterling Notes Indenture.

OCHP, Omnicom Group Inc. and the trustee may, with the consent of the holders of at least a majority in aggregate principal amount of the Sterling notes, modify the Sterling Notes Indenture or the rights of the holders of the Sterling notes. No modifications may, without the consent of the holder of the Sterling notes, be made that, as to any non-consenting holders:

- reduce the percentage of Sterling notes whose holders need to consent to the modification;

- reduce the rate or change the time of payment of interest on the Sterling notes;
- reduce the principal amount of or the premium, if any, on the Sterling notes;
- change the fixed maturity of any of the Sterling notes;
- reduce the amount of, or postpone the date fixed for, the payment of any sinking fund;
- reduce the principal amount payable upon acceleration of the maturity of any Sterling notes issued originally at a discount;
- waive a default in the payment of the principal amount of, the premium, if any, or any interest on the Sterling notes;
- change the currency in which any of the Sterling notes are payable;
- impair the right to sue for the enforcement of any payment on or after the maturity of the Sterling notes;
- release Omnicom Group Inc. from its obligations in respect of the guarantee of the Sterling notes or modify Omnicom Group Inc.'s obligations thereunder other than in accordance with the provisions of the Sterling Notes Indenture; or
- waive a redemption payment with respect to the Sterling notes.

Events of Default

The Sterling Notes Indenture provides that events of default regarding the Sterling notes are:

- failure to pay required interest on the Sterling notes for 30 days;
- failure to pay principal, other than a scheduled installment payment, or premium, if any, on the Sterling notes when due;
- failure to make any required deposit of any sinking fund payment when due;
- failure to perform for 60 days after notice any other covenant in the Sterling Notes Indenture (other than a covenant included in the Sterling Notes Indenture solely for the benefit of a series of notes other than the Sterling notes);
- (A) OCHP's or Omnicom Group Inc.'s failure to make any payment by the end of any applicable grace period after maturity of their respective indebtedness, which term as used in this clause means obligations (other than nonrecourse obligations) of OCHP or Omnicom Group Inc., as applicable, for borrowed money or evidenced by bonds, debentures, notes or similar instruments in an amount (taken together with amounts in (B)) in excess of $100 million and continuance of such failure, or (B) the acceleration of their respective indebtedness in an amount (taken together with the amounts in (A)) in excess of $100 million because of a default with respect to such indebtedness without such indebtedness having been discharged or such acceleration having been cured, waived, rescinded or annulled in case of (A) or (B) above, for a period of 30 days after written notice to OCHP and Omnicom Group Inc. by the trustee or to OCHP, Omnicom Group Inc., and the trustee by the holders of not less than 25% in aggregate principal amount of the outstanding Sterling notes ; however, if any such failure or acceleration referred to in (A) or (B) above shall cease or be cured or be waived, rescinded or annulled in accordance with the terms of the Sterling notes, then the event of default by reason thereof shall be deemed not to have occurred;
- Omnicom Group Inc.'s guarantee applicable to the Sterling notes ceases to be in full force and effect or is declared null and void or Omnicom Group Inc. denies that it has any further liability under its guarantee of the Sterling notes to the holders of such Sterling notes, or has given notice to such effect (other than by reason of the release of such guarantee in accordance with the Sterling Notes Indenture), and such condition shall have continued for a period of 30 days after written notice has been given to OCHP and Omnicom Group Inc. by the trustee or to OCHP, Omnicom Group Inc. and the trustee by the holders of at least 25% in aggregate principal amount of the outstanding Sterling notes;
- certain events of bankruptcy or insolvency, whether voluntary or not; or
- any other event of default described in the Sterling Notes Indenture.

If an event of default (other than the bankruptcy provision) regarding any series of Sterling notes issued under the Sterling Notes Indenture should occur and be continuing, either the trustee or the holders of 25% in the principal amount of outstanding Sterling notes may declare the Sterling notes due and payable. If a bankruptcy event occurs, the principal of and accrued and unpaid interest on the Sterling notes shall immediately become due and payable without any declaration or other act on the part of the trustee or the holders of the Sterling notes. The holders of a majority in principal amount of Sterling notes may rescind any other declaration or acceleration and its consequences if the rescission would not conflict with any judgment or decree and if all existing events of default have been cured or waived (other than nonpayment of principal or interest that has become due solely as a result of acceleration). OCHP and Omnicom Group Inc. are required to file annually with the trustee a statement of an officer as to the fulfillment by OCHP and Omnicom Group Inc. of their respective obligations under the Sterling Notes Indenture during the preceding year.

Holders of a majority in principal amount of the outstanding Sterling notes will be entitled to control certain actions of the trustee under the Sterling Notes Indenture. Holders of a majority in principal amount of the outstanding Sterling notes also will be entitled to waive past defaults regarding the Sterling notes, except for a default in payment of principal, premium or interest or a default in a covenant or provision which may not be modified or amended without the consent of each holder of the Sterling notes. The trustee generally may not be ordered or directed by any of the holders of Sterling notes to take any action, unless one or more of the holders shall have offered to the trustee security or indemnity satisfactory to it.

If an event of default occurs and is continuing regarding the Sterling notes, the trustee may use any sums that it holds under the Sterling Notes Indenture for its own reasonable compensation and expenses incurred prior to paying the holders of Sterling notes.

Before any holder of the Sterling notes may institute action for any remedy, except payment on the holder's Sterling notes when due, the holders of not less than 25% in principal amount of the Sterling notes outstanding must request the trustee to take action. Holders must also offer and give the trustee security and indemnity satisfactory to it against liabilities incurred by the trustee for taking such action.

Book-Entry; Delivery and Form

The information in this section concerning Euroclear and Clearstream, Luxembourg and their book-entry systems and procedures has been obtained from sources that we believe to be reliable, but none of OCHP or Omnicom Group Inc. takes any responsibility for the accuracy of this information. In addition, the description of the clearing systems in this section reflects OCHP's understanding of the rules and procedures of Euroclear and Clearstream, Luxembourg as they are currently in effect. Those clearing systems could change their rules and procedures at any time.

The Sterling notes were initially represented by one or more fully registered global notes without interest coupons. Each such global note was deposited with, or on behalf of, a common depositary, and registered in the name of the nominee of the common depositary for the accounts of Euroclear and Clearstream, Luxembourg. Except as described herein, certificates will not be issued in exchange for beneficial interests in the global notes.

Except as set forth below, the global notes may be transferred, in whole and not in part, only to Euroclear or Clearstream, Luxembourg or their respective nominees. Holders may hold their interests in the global notes through Euroclear or Clearstream, Luxembourg, either as a participant in such systems or indirectly through organizations which are participants in such systems. Beneficial interests in the global notes are in denominations of £100,000 and integral multiples of £1,000 in excess thereof. Euroclear and Clearstream, Luxembourg will hold interests in the global notes on behalf of their respective participating organizations or customers through customers' securities accounts in Euroclear or Clearstream, Luxembourg's names on the books of their respective depositaries. Book-entry interests in the Euro notes and all transfers relating to the Sterling notes will be reflected in the book-entry records of Euroclear and Clearstream, Luxembourg. The address of Euroclear is 1 Boulevard Roi Albert II, 1210 Brussels, Belgium, and the address of Clearstream, Luxembourg is 42 Avenue JF Kennedy, L-1855 Luxembourg, Luxembourg.

The distribution of the Sterling notes was cleared through Euroclear and Clearstream, Luxembourg. Any secondary market trading of book-entry interests in the notes will take place through Euroclear and Clearstream, Luxembourg participants and will settle in same-day funds. Owners of book-entry interests in the Sterling notes will receive payments relating to their notes in Sterling, except as otherwise set forth in the Sterling Notes Indenture.

Euroclear and Clearstream, Luxembourg have established electronic securities and payment transfer, processing, depositary and custodial links among themselves and others, either directly or through custodians and depositaries. These links allow the Sterling notes to be issued, held and transferred among the clearing systems without the physical transfer of certificates. Special procedures to facilitate clearance and settlement have been established among these clearing systems to trade securities across borders in the secondary market.

The policies of Euroclear and Clearstream, Luxembourg govern payments, transfers, exchanges and other matters relating to the investor's interest in the Sterling notes held by them. We have no responsibility for any aspect of the records kept by Euroclear or Clearstream, Luxembourg or any of their direct or indirect participants. We also do not supervise these systems in any way.

Euroclear and Clearstream, Luxembourg and their participants perform these clearance and settlement functions under agreements they have made with one another or with their customers. Investors should be aware that they are not obligated to perform or continue to perform these procedures and may modify them or discontinue them at any time.

Certificated Notes

If the depositary for the Sterling notes represented by a registered global note is at any time unwilling, unable or no longer qualified to continue as depositary for the registered global note and a successor is not appointed by OCHP within 90 days, OCHP will issue Sterling notes in definitive form in exchange for the registered global note that had been held by the depositary. Any Sterling notes issued in definitive form in exchange for a registered global note will be registered in the name or names that the depositary gives to the trustee or other relevant agent of the trustee. It is expected that the depositary's instructions will be based upon directions received by the depositary from participants with respect to ownership of beneficial interests in the registered global note that had been held by the depositary.

EXHIBIT 21

SUBSIDIARIES OF REGISTRANT

Significant Subsidiaries

Company	Jurisdiction of Incorporation	Percentage of Voting Securities Owned by Registrant	Number of US subsidiaries	Number of Non-US subsidiaries
Omnicom APIMA Holdings Limited	Hong Kong	100%	—	70
Omnicom Capital Inc.	Connecticut	100%	1	5
Omnicom Europe Limited	United Kingdom	100%	4	457
Omnicom Finance Holdings plc	United Kingdom	100%	—	2
Omnicom Capital Holdings plc	United Kingdom	100%	—	5
Omnicom Group (Asia Pacific) Pte. Ltd.	Singapore	100%	—	32
BBDO Worldwide Inc.	New York	100%	24	146
DDB Worldwide Communications Group LLC	New York	100%	9	33
TBWA Worldwide Inc.	New York	100%	5	13
DAS Holdings Inc.	Delaware	100%	50	6
Omnicom Media Group Holdings Inc.	Delaware	100%	20	8

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors of Omnicom Group Inc.:

We consent to the incorporation by reference in the registration statements (Registration Statement Nos. 333-84498, 333-33972, 333-37634, 333-41717, 333-70091, 333-74591, 333-74727, 333-74879, 333-84349, 333-90931, 333-108063, 333-115892, 333-146821, 333-159600, 333-168547, 333-188732) on Form S-8 and (Registration Statement No. 333-261046) on Form S-3 of Omnicom Group Inc. and subsidiaries of our report dated February 9, 2022, with respect to the consolidated balance sheets of Omnicom Group Inc. and subsidiaries as of December 31, 2021 and 2020, and the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes and financial statement schedule II, and the effectiveness of internal control over financial reporting as of December 31, 2021, which report appears in the December 31, 2021 Annual Report on Form 10-K of Omnicom Group Inc. and subsidiaries.

/s/ KPMG LLP
New York, New York
February 9, 2022

EXHIBIT 31.1

CERTIFICATION

I, John D. Wren, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2021 of Omnicom Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 9, 2022

/s/ JOHN D. WREN
John D. Wren
Chairman and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Philip J. Angelastro, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2021 of Omnicom Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 9, 2022

/s/ PHILIP J. ANGELASTRO

Philip J. Angelastro
Executive Vice President and
Chief Financial Officer

EXHIBIT 32

CERTIFICATION

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of Omnicom Group Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of Omnicom Group Inc. certifies that, to such officer's knowledge:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Omnicom Group Inc. as of the dates and for the periods expressed in the Report.

Date: February 9, 2022

/s/ JOHN D. WREN

Name: John D. Wren
Title: Chairman and Chief Executive Officer

/s/ PHILIP J. ANGELASTRO

Name: Philip J. Angelastro
Title: Executive Vice President and Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Omnicom Group Inc. specifically incorporates it by reference.