

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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2025

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-10551

OMNICOM GROUP INC.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of incorporation or organization)

13-1514814
(IRS Employer Identification No.)

280 Park Avenue, New York, NY
(Address of principal executive offices)

10017
(Zip Code)

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

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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

<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of each exchange on which registered</u>
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
3.700% Senior Notes due 2032	OMC/32	New York Stock Exchange
2.250% Senior Notes due 2033	OMC/33	New York Stock Exchange

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 (§232.405 of this chapter) 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 16, 2025, there were 192,983,572 shares of Omnicom Group Inc. Common Stock outstanding.

OMNICOM GROUP INC.**QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2025****TABLE OF CONTENTS**

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

OMNICOM GROUP INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

(In millions)

	September 30, 2025 (Unaudited)	December 31, 2024
ASSETS:		
Current Assets:		
Cash and cash equivalents	\$ 3,406.5	\$ 4,339.4
Accounts receivable, net of allowance for doubtful accounts of \$13.1 and \$15.0	8,586.0	9,242.0
Work in process	2,023.5	1,622.2
Other current assets	1,176.0	1,019.4
Total Current Assets	15,192.0	16,223.0
Property and Equipment at cost, less accumulated depreciation of \$1,175.4 and \$1,096.9	846.8	824.7
Operating Lease Right-Of-Use Assets	1,019.0	1,043.6
Equity Method Investments	66.2	59.0
Goodwill	10,915.2	10,677.4
Intangible Assets, net of accumulated amortization of \$867.0 and \$832.4	488.8	522.0
Other Assets	310.6	271.0
TOTAL ASSETS	\$ 28,838.6	\$ 29,620.7
LIABILITIES AND EQUITY:		
Current Liabilities:		
Accounts payable	\$ 11,320.4	\$ 12,484.4
Customer advances	1,273.0	1,336.1
Current portion of debt	1,399.0	—
Short-term debt	24.1	21.3
Taxes payable	338.5	402.5
Other current liabilities	2,088.6	2,056.0
Total Current Liabilities	16,443.6	16,300.3
Long-Term Liabilities	741.0	804.2
Long-Term Liability - Operating Leases	767.2	814.2
Long-Term Debt	4,876.2	6,035.3
Deferred Tax Liabilities	492.3	491.8
Commitments and Contingent Liabilities (Note 11)		
Temporary Equity - Redeemable Noncontrolling Interests	395.6	429.0
Equity:		
Shareholders' Equity:		
Preferred stock	—	—
Common stock	44.6	44.6
Additional paid-in capital	479.4	472.1
Retained earnings	11,975.1	11,500.5
Accumulated other comprehensive income (loss)	(1,327.1)	(1,475.9)
Treasury stock, at cost	(6,558.7)	(6,347.8)
Total Shareholders' Equity	4,613.3	4,193.5
Noncontrolling interests	509.4	552.4
Total Equity	5,122.7	4,745.9
TOTAL LIABILITIES AND EQUITY	\$ 28,838.6	\$ 29,620.7

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

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

(In millions, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 11,743.1	\$ 11,366.9
Operating Expenses:				
Salary and service costs	2,921.5	2,796.0	8,600.4	8,288.7
Occupancy and other costs	322.7	325.6	963.2	953.9
Repositioning costs	38.6	—	127.4	57.8
Cost of services	3,282.8	3,121.6	9,691.0	9,300.4
Selling, general and administrative expenses	163.5	99.5	451.8	295.8
Depreciation and amortization	60.7	61.4	178.4	181.4
Total Operating Expenses	3,507.0	3,282.5	10,321.2	9,777.6
Operating Income	530.1	600.1	1,421.9	1,589.3
Interest Expense	60.4	66.4	182.1	182.9
Interest Income	17.2	26.0	68.8	74.0
Income Before Income Taxes and Income From Equity Method Investments	486.9	559.7	1,308.6	1,480.4
Income Tax Expense	132.3	150.2	373.5	389.9
Income From Equity Method Investments	5.8	0.4	6.5	4.6
Net Income	360.4	409.9	941.6	1,095.1
Net Income Attributed To Noncontrolling Interests	19.1	24.0	55.0	62.5
Net Income - Omnicom Group Inc.	\$ 341.3	\$ 385.9	\$ 886.6	\$ 1,032.6
Net Income Per Share - Omnicom Group Inc.:				
Basic	\$ 1.76	\$ 1.97	\$ 4.54	\$ 5.25
Diluted	\$ 1.75	\$ 1.95	\$ 4.51	\$ 5.19
Weighted Average Shares:				
Basic	193.8	195.6	195.2	196.5
Diluted	194.9	198.2	196.4	198.9

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
(Unaudited)
(In millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net Income	\$ 360.4	\$ 409.9	\$ 941.6	\$ 1,095.1
Other Comprehensive Income (Loss):				
Cash flow hedge:				
Amortization of loss included in interest expense	1.3	1.3	4.1	3.9
Income tax effect	(0.4)	(0.4)	(1.3)	(1.1)
Cash flow hedge, net of tax	0.9	0.9	2.8	2.8
Pension and other postemployment benefits:				
Amortization of prior service cost	1.7	1.2	5.1	3.6
Amortization of actuarial losses	0.2	0.3	0.7	0.8
Income tax effect	(1.4)	(1.0)	(4.4)	(3.3)
Pension plans and other postemployment benefits, net of tax	0.5	0.5	1.4	1.1
Foreign currency translation adjustment	(60.6)	180.2	155.2	62.0
Other Comprehensive Income (Loss)	(59.2)	181.6	159.4	65.9
Comprehensive Income	301.2	591.5	1,101.0	1,161.0
Comprehensive Income Attributed To Noncontrolling Interests	16.1	34.4	65.6	65.1
Comprehensive Income - Omnicom Group Inc.	\$ 285.1	\$ 557.1	\$ 1,035.4	\$ 1,095.9

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

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

(In millions, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Common Stock, shares	297.2	297.2	297.2	297.2
Common Stock, par value	\$ 44.6	\$ 44.6	\$ 44.6	\$ 44.6
Additional Paid In Capital:				
Beginning Balance	481.8	468.4	472.1	492.0
Net change in noncontrolling interests	(29.0)	(0.8)	(28.9)	8.7
Change in temporary equity	59.7	(14.3)	48.6	(64.4)
Share-based compensation	28.9	24.4	73.1	69.1
Stock issued, share-based compensation	(62.0)	(62.5)	(85.5)	(90.2)
Ending Balance	479.4	415.2	479.4	415.2
Retained Earnings:				
Beginning Balance	11,769.5	10,941.0	11,500.5	10,571.5
Net income	341.3	385.9	886.6	1,032.6
Common stock dividends declared	(135.7)	(136.7)	(412.0)	(413.9)
Ending Balance	11,975.1	11,190.2	11,975.1	11,190.2
Accumulated Other Comprehensive Income (Loss):				
Beginning Balance	(1,270.9)	(1,445.5)	(1,475.9)	(1,337.6)
Other comprehensive income (loss)	(56.2)	171.2	148.8	63.3
Ending Balance	(1,327.1)	(1,274.3)	(1,327.1)	(1,274.3)
Treasury Stock:				
Beginning Balance	(6,538.2)	(6,372.7)	(6,347.8)	(6,154.2)
Stock issued, share-based compensation	68.9	61.6	103.2	95.1
Common stock repurchased	(89.4)	(113.3)	(314.1)	(365.3)
Ending Balance	(6,558.7)	(6,424.4)	(6,558.7)	(6,424.4)
Shareholders' Equity	4,613.3	3,951.3	4,613.3	3,951.3
Noncontrolling Interests:				
Beginning Balance	552.0	560.1	552.4	608.8
Net income	19.1	24.0	55.0	62.5
Other comprehensive income (loss)	(3.0)	10.4	10.6	2.6
Dividends to noncontrolling interests	(22.8)	(29.8)	(57.1)	(64.0)
Net change in noncontrolling interests	(35.9)	9.3	(51.5)	(35.9)
Ending Balance	509.4	574.0	509.4	574.0
Total Equity	\$ 5,122.7	\$ 4,525.3	\$ 5,122.7	\$ 4,525.3
 Dividends Declared Per Common Share	 \$ 0.70	 \$ 0.70	 \$ 2.10	 \$ 2.10

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
(Unaudited)
(In millions)

	Nine Months Ended September 30,	
	2025	2024
Cash Flows From Operating Activities:		
Net income	\$ 941.6	\$ 1,095.1
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization of right-of-use assets	103.4	102.8
Amortization of intangible assets	75.0	78.6
Share-based compensation	73.1	69.1
Repositioning costs	127.4	57.8
Other, net	3.1	(1.3)
Use of operating capital	(1,422.8)	(1,593.6)
Net Cash Used In Operating Activities	(99.2)	(191.5)
Cash Flows From Investing Activities:		
Capital expenditures	(110.7)	(93.6)
Acquisition of businesses and interests in affiliates, net of cash acquired	(0.8)	(900.9)
Other, net	50.7	1.2
Net Cash Used In Investing Activities	(60.8)	(993.3)
Cash Flows From Financing Activities:		
Proceeds from borrowings	—	1,236.0
Change in short-term debt	0.5	7.0
Dividends paid to common shareholders	(413.9)	(416.0)
Repurchases of common stock	(312.1)	(362.4)
Proceeds from stock plans	18.0	3.9
Acquisition of additional noncontrolling interests	(39.0)	(28.9)
Dividends paid to noncontrolling interest shareholders	(57.1)	(64.0)
Payment of contingent purchase price obligations	(47.9)	(23.6)
Other, net	(56.0)	(58.6)
Net Cash (Used In) Provided By Financing Activities	(907.5)	293.4
Effect of foreign exchange rate changes on cash and cash equivalents	134.6	(6.7)
Net Decrease in Cash and Cash Equivalents	(932.9)	(898.1)
Cash and Cash Equivalents at the Beginning of Period	4,339.4	4,432.0
Cash and Cash Equivalents at the End of Period	\$ 3,406.5	\$ 3,533.9

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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 unaudited consolidated financial statements were prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP or GAAP, for interim financial information and Article 10 of Regulation S-X of the Securities and Exchange Commission, or SEC. Accordingly, certain information and footnote disclosures have been condensed or omitted. All intercompany balances and transactions have been eliminated. The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the amounts reported in the unaudited consolidated financial statements and accompanying notes. Actual results could differ from those estimates and assumptions. Unless otherwise noted, dollars in tables are in millions, except per share amounts.

In our opinion, the accompanying unaudited consolidated financial statements reflect all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation, in all material respects, of the information contained herein. These unaudited consolidated financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2024, or 2024 10-K. Results for the interim periods are not necessarily indicative of results that may be expected for the year.

Agreement to Acquire IPG

On December 8, 2024, Omnicom entered into an Agreement and Plan of Merger, or the Merger Agreement, by and among Omnicom, EXT Subsidiary Inc., a direct wholly owned subsidiary of Omnicom, or Merger Sub, and The Interpublic Group of Companies, Inc., or IPG, pursuant to which, subject to the terms and conditions of the Merger Agreement, Merger Sub will merge with and into IPG, or the Merger, with IPG surviving the Merger as a wholly owned subsidiary of Omnicom. On March 18, 2025, the shareholders of each of Omnicom and IPG approved the Merger. The completion of the Merger is subject to customary closing conditions, including required regulatory approvals. If completed, the Merger is expected to have a material impact on our ongoing results of operations and financial condition. During the three and nine months ended September 30, 2025, we recorded acquisition related costs of \$60.8 million and \$160.6 million, respectively, in selling, general and administrative expenses. The results of IPG are not included in our 2025 or 2024 results of operations or financial position disclosed in these unaudited consolidated financial statements.

We have secured regulatory approvals for Omnicom’s pending acquisition of IPG in all required jurisdictions other than the European Union. We are continuing to pursue the required EU regulatory approval and expect that the acquisition will close by the end of November 2025.

In the third quarter of 2025, in connection with the pending acquisition of IPG, Omnicom offered to exchange up to \$2.95 billion of IPG’s outstanding senior notes (the “Existing IPG Notes”) for new Omnicom notes, and solicited consents to amend the indentures governing the Existing IPG Notes. Omnicom has received sufficient tenders and consents to consummate the exchange offer and consent solicitation, which is currently set to expire on October 31, 2025, subject to further extension. The consummation of the exchange offer and consent solicitation is subject to the closing of the Merger and certain other conditions and will include cash as a consent payment aggregating up to \$2.7 million.

Risks and Uncertainties

Global economic conditions and disruptions, including geopolitical events, international hostilities, acts of terrorism, public health crises, inflation or stagflation, tariffs and other trade barriers, central bank interest rate policies in countries that comprise our major markets, labor and supply chain issues affecting the distribution of our clients’ products, or a disruption in the credit markets could cause economic uncertainty and volatility. The impact of these issues on our business will vary by geographic market and discipline. We monitor economic conditions 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.

Accounting Changes

In December 2023, the Financial Accounting Standards Board, or FASB, issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* (“ASU 2023-09”), which became effective for us in January 2025 and requires, among other things, greater disaggregation of information in the rate reconciliation and for paid income taxes to be disaggregated by jurisdiction. ASU 2023-09 affects only financial statement disclosures, which are not required until year-end 2025, and does not affect our results of operations or financial condition.

2. Revenue

Nature of our services

We provide data-inspired, creative marketing and sales solutions through various client-centric networks that are organized to meet specific client objectives. Our networks, practice areas and agencies provide a comprehensive range of services in the following fundamental disciplines: Media & Advertising, Precision Marketing, Public Relations, Healthcare, Branding & Retail

Commerce, Experiential, and Execution & Support. Media & Advertising includes creative services across digital and traditional media, strategic media planning and buying, performance media, data analytics services, and Omnicom Production. Precision Marketing includes digital and direct marketing, digital transformation consulting, e-commerce operations, media execution, market intelligence and data and analytics. Public Relations services include corporate communications, crisis management, public affairs and media and media relations services. Healthcare includes corporate communications and advertising and media services to global healthcare and pharmaceutical companies. Branding & Retail Commerce services include brand and product consulting, strategy and research and retail marketing. Experiential marketing services include live and digital events and experience design and execution. Execution & Support includes field marketing, sales support, digital and physical merchandising, point-of-sale and product placement, as well as other specialized marketing and custom communications services. At the core of all of 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.

Economic factors affecting our revenue

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

Revenue by discipline:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Media & Advertising	\$ 2,353.8	\$ 2,129.0	\$ 6,693.3	\$ 6,184.2
Precision Marketing	462.5	450.6	1,369.9	1,303.1
Public Relations	377.2	404.0	1,112.8	1,195.3
Healthcare	331.2	337.1	969.5	999.1
Branding & Retail Commerce	144.8	181.7	452.9	549.3
Experiential	152.2	174.3	503.2	512.5
Execution & Support	215.4	205.9	641.5	623.4
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 11,743.1	\$ 11,366.9

Beginning in the first quarter of 2025, we realigned the classification of certain services, primarily within our Media & Advertising, Branding & Retail Commerce, Precision Marketing and Public Relations disciplines. As a result, we reclassified the prior year periods to be consistent with the revised classifications.

Revenue by geographic market:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Americas:				
North America	\$ 2,245.3	\$ 2,154.0	\$ 6,566.5	\$ 6,343.3
Latin America	126.4	99.7	337.4	302.6
EMEA:				
Europe	1,135.4	1,080.8	3,296.8	3,188.5
Middle East and Africa	67.4	63.3	204.3	208.5
Asia-Pacific	462.6	484.8	1,338.1	1,324.0
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 11,743.1	\$ 11,366.9

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 for the three months ended September 30, 2025 and 2024 was \$2,132.9 million and \$2,039.7 million, respectively, and revenue in the United States for the nine months ended September 30, 2025 and 2024 was \$6,233.4 million and \$5,999.0 million, respectively.

Contract balances

Contract balances include work in process and customer advances that primarily consist of advance billings to customers in accordance with the terms of the client contracts, primarily for the reimbursement of third-party costs.

	September 30, 2025	December 31, 2024	September 30, 2024
Work in process:			
Media and production costs	\$ 908.3	\$ 864.0	\$ 881.1
Unbilled fees and costs and contract assets	1,115.2	758.2	1,017.3
Work in process	\$ 2,023.5	\$ 1,622.2	\$ 1,898.4
Customer advances	\$ 1,273.0	\$ 1,336.1	\$ 1,303.2

There were no impairment charges recorded in work in process in the nine months ended September 30, 2025 and 2024.

3. Net Income per Share

Basic and diluted net income per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net Income - Omnicom Group Inc.	\$ 341.3	\$ 385.9	\$ 886.6	\$ 1,032.6
Weighted Average Shares (millions):				
Basic	193.8	195.6	195.2	196.5
Dilutive stock options and restricted shares	1.1	2.6	1.2	2.4
Diluted	194.9	198.2	196.4	198.9
Anti-dilutive stock options and restricted shares (millions)	5.8	—	5.8	—
Net Income per Share - Omnicom Group Inc.:				
Basic	\$1.76	\$1.97	\$4.54	\$5.25
Diluted	\$1.75	\$1.95	\$4.51	\$5.19

Potentially dilutive common shares are due to our share-based employee compensation plans and agreements, which primarily relate to stock options granted in the second quarter of 2025. The number of potential common shares excluded from diluted shares outstanding was 5.8 million for both the three and nine months ended September 30, 2025, because the effect of including those common shares in the calculation would have been anti-dilutive. There were no potentially dilutive common shares excluded from diluted shares outstanding for the three and nine months ended September 30, 2024.

4. Goodwill and Intangible Assets

Change in goodwill:

	Nine Months Ended September 30,	
	2025	2024
January 1	\$ 10,677.4	\$ 10,082.3
Acquisitions	2.5	751.1
Noncontrolling interests in acquired businesses	2.6	24.4
Contingent purchase price obligations of acquired businesses	2.6	—
Dispositions	(66.3)	(6.0)
Foreign currency translation	296.4	76.2
September 30	\$ 10,915.2	\$ 10,928.0

The increase in goodwill in the nine months ended September 30, 2024 is primarily attributable to the acquisition of Flywheel Digital in January 2024. There were no goodwill impairment charges recorded in the nine months ended September 30, 2025 and 2024, and there are no accumulated goodwill impairment charges.

We completed our annual goodwill impairment test as of May 1, 2025. The market assumptions used in our assessment reflected the current economic environment (see Note 1- *Risks and Uncertainties*). Based on the results of our impairment test, we concluded that at May 1, 2025 our goodwill was not impaired. There were no events through September 30, 2025 that would change our impairment assessments.

Intangible assets:

	September 30, 2025			December 31, 2024		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Acquired intangible assets and internally developed strategic platform assets	\$ 1,079.0	\$ (623.4)	\$ 455.6	\$ 1,096.1	\$ (606.1)	\$ 490.0
Other purchased and internally developed software	276.8	(243.6)	33.2	258.3	(226.3)	32.0
Total Intangible Assets	\$ 1,355.8	\$ (867.0)	\$ 488.8	\$ 1,354.4	\$ (832.4)	\$ 522.0

Amortization of intangible assets:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Acquired intangible assets and internally developed strategic platform assets	\$ 21.5	\$ 22.2	\$ 63.1	\$ 65.2
Other purchased and internally developed software	3.9	4.3	11.9	13.4
Amortization Expense	\$ 25.4	\$ 26.5	\$ 75.0	\$ 78.6

5. Debt

Credit Facilities

Our \$2.5 billion unsecured multi-currency revolving credit facility, or Credit Facility, terminates on June 2, 2028. We can issue up to \$2 billion of U.S. Dollar denominated commercial paper, and issue up to the equivalent of \$500 million in British Pounds or Euro under a Euro commercial paper program. In addition, certain of our international subsidiaries have uncommitted credit lines that are guaranteed by Omnicom, aggregating \$540.2 million. All of these facilities provide additional liquidity sources for operating capital and general corporate purposes. During the three and nine months ended September 30, 2025 and 2024, there were no drawings under the Credit Facility and no commercial paper issuances.

The Credit Facility has 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. At September 30, 2025, we were in compliance with this covenant as our Leverage Ratio was 2.6 times. The Credit Facility does not limit our ability to declare or pay dividends or repurchase our common stock.

Short-Term Debt

Short-term debt of \$24.1 million and \$21.3 million at September 30, 2025 and December 31, 2024, respectively, represented bank overdrafts and short-term borrowings primarily of our international subsidiaries. Due to the short-term nature of this debt, carrying value approximates fair value.

Long-Term Debt

Long-term debt:

	September 30, 2025	December 31, 2024
3.60% Senior Notes due 2026	\$ 1,400.0	\$ 1,400.0
€500 million 0.80% Senior Notes due 2027	585.3	520.3
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	585.3	520.3
2.60% Senior Notes due 2031	800.0	800.0
€600 million 3.70% Senior Notes due 2032	702.3	624.5
£325 million 2.25% Senior Notes due 2033	435.8	407.9
5.30% Senior Notes due 2034	600.0	600.0
Long-Term Debt, Gross	6,308.7	6,073.0
Unamortized discount	(8.8)	(9.5)
Unamortized debt issuance costs	(24.4)	(27.4)
Unamortized deferred loss from settlement of interest rate swap	(0.3)	(0.8)
Long-Term Debt, including current portion	6,275.2	6,035.3
Current portion	(1,399.0)	—
Long-Term Debt	\$ 4,876.2	\$ 6,035.3

The 2.45% Senior Notes due 2030, 4.20% Senior Notes due 2030, 2.60% Senior Notes due 2031 and 5.30% Senior Notes due 2034 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 3.60% Senior Notes due April 2026, accordingly it has been reclassified to current liabilities on the balance sheet. 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, and Omnicom has fully and unconditionally guaranteed the obligations of OFH with respect to the €600 million 3.70% Senior Notes due 2032, collectively the Euro Notes. OFH's assets consist of its investments in several wholly owned finance companies that function as treasury centers, providing funding for various operating companies in Europe, 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, as applicable.

Omnicom has fully and unconditionally guaranteed the obligations of Omnicom Capital Holdings plc, or OCH, a U.K.-based wholly owned subsidiary of Omnicom, with respect to the £325 million 2.25% Senior Notes due 2033, or the Sterling Notes. OCH's assets consist of its investments in several wholly owned finance companies that function as treasury centers, providing 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.

6. 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 share clients and provide clients with integrated services. The main economic components of each agency are employee compensation and related costs, direct service costs and occupancy and other costs, which include rent and occupancy costs, technology costs and overhead expenses. Therefore, given these similarities, we aggregate our operating segments, which are our agency networks, into one reporting segment. The chief operating decision maker, or CODM, reviews segment operating income for each network and allocates resources accordingly. The CODM includes Omnicom's Chief Executive Officer, Chief Financial Officer and Chief Operating Officer.

Segment operating results include allocations of costs, including information technology, and other shared services costs, that are allocated using metrics designed to correlate the allocation with consumption.

Segment revenue, segment operating expenses and segment operating income of our operating segments:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 11,743.1	\$ 11,366.9
Segment Operating Expenses:				
Salary and service costs:				
Salary and related costs	\$ 1,778.5	\$ 1,846.9	\$ 5,386.8	\$ 5,531.1
Third-party service costs	955.6	784.5	2,670.8	2,293.8
Third-party incidental costs	187.4	164.6	542.8	463.8
Total salary and service costs	2,921.5	2,796.0	8,600.4	8,288.7
Occupancy and other costs	322.7	325.6	963.2	953.9
Segment cost of services	3,244.2	3,121.6	9,563.6	9,242.6
Selling, general and administrative expenses	102.7	99.5	291.2	295.8
Depreciation and amortization	60.7	61.4	178.4	181.4
Total segment operating expenses	3,407.6	3,282.5	10,033.2	9,719.8
Segment Operating Income	\$ 629.5	\$ 600.1	\$ 1,709.9	\$ 1,647.1

Reconciliation of segment operating income to income before income taxes and income from equity method investments:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Segment Operating Income	\$ 629.5	\$ 600.1	\$ 1,709.9	\$ 1,647.1
Acquisition related costs	60.8	—	160.6	—
Repositioning costs	38.6	—	127.4	57.8
Operating Income	530.1	600.1	1,421.9	1,589.3
Interest Expense	60.4	66.4	182.1	182.9
Interest Income	17.2	26.0	68.8	74.0
Income Before Income Taxes and Income From Equity Method Investments	\$ 486.9	\$ 559.7	\$ 1,308.6	\$ 1,480.4

We reconcile segment operating income to income before income taxes and income from equity method investments as income tax expense is reviewed at the consolidated level and the segment managers are not held accountable for performance of net income.

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:

		Americas		EMEA		Asia-Pacific
	<u>September 30, 2025</u>					
Revenue - Three months ended		\$ 2,371.7	\$	1,202.8	\$	462.6
Revenue - Nine months ended		\$ 6,903.9	\$	3,501.1	\$	1,338.1
Long-lived assets and goodwill		\$ 8,083.0	\$	3,981.7	\$	716.5
	<u>September 30, 2024</u>					
Revenue - Three months ended		\$ 2,253.7	\$	1,144.1	\$	484.8
Revenue - Nine months ended		\$ 6,645.9	\$	3,397.0	\$	1,324.0
Long-lived assets and goodwill		\$ 8,181.3	\$	3,933.0	\$	726.0

7. Income Taxes

Our effective tax rate for the nine months ended September 30, 2025 increased period-over-period to 28.5% from 26.3%, primarily due to the non-deductibility of certain acquisition related costs related to the pending acquisition of IPG (see Note 1 to the unaudited consolidated financial statements). The effective tax rate for the nine months ended September 30, 2024 includes the favorable impact from the resolution of certain non-U.S. tax positions of \$7.5 million.

Numerous foreign jurisdictions have enacted legislation to adopt a minimum effective tax rate described in the Global Anti-Base Erosion, or Pillar Two, model rules issued by the Organization for Economic Co-operation and Development, or OECD. Under such rules, a minimum effective tax rate of 15% applies to multinational companies with consolidated revenue above €750 million.

Under the Pillar Two rules, a company is required to determine a combined effective tax rate for all entities located in a jurisdiction. If the jurisdictional effective tax rate determined under the Pillar Two rules is less than 15%, a top-up tax will be due to bring the jurisdictional effective tax rate up to 15%. We are continuing to monitor Pillar Two legislative developments and the effects of Pillar Two on our business, such as the recent statement of understanding released by the Group of Seven (G7) of a potential “side-by-side system” approach to the Pillar Two framework, which would exclude U.S. parented groups from certain Pillar Two provisions in recognition of existing U.S. minimum tax rules. The provisions effective in 2025 do not have a materially adverse impact on our results of operations, financial position, or cash flows.

On July 4, 2025, the One Big Beautiful Bill Act was signed into law in the U.S., which contains a broad range of tax reform provisions affecting businesses. The legislation does not have a material impact on our financial statements.

At September 30, 2025, our unrecognized tax benefits were \$162.1 million. Of this amount, approximately \$155.5 million would affect our effective tax rate upon resolution of the uncertain tax positions.

8. Pension and Other Postemployment Benefits

Pension and other postemployment benefits net periodic benefit expense:

	Defined Benefit Pension Plans		Postemployment Arrangements	
	Nine Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Service cost	\$ 3.7	\$ 2.1	\$ 1.6	\$ 2.3
Interest cost	6.1	4.9	4.1	4.4
Expected return on plan assets	(0.6)	(0.6)	—	—
Amortization of prior service cost	2.3	0.3	2.8	3.3
Amortization of actuarial losses	0.7	0.6	—	0.2
Total net periodic benefit expense	\$ 12.2	\$ 7.3	\$ 8.5	\$ 10.2

In each of the nine months ended September 30, 2025 and 2024, we contributed \$0.5 million and \$1.2 million, respectively, to the defined benefit pension plans.

9. Repositioning Costs

In connection with our strategic initiatives, which began in 2024, operating expenses for the three months ended September 30, 2025, included \$38.6 million (\$28.4 million after-tax) of repositioning costs, primarily related to severance actions as we prepare to integrate the pending acquisition of IPG. Operating expenses for the nine months ended September 30, 2025, included \$127.4 million (\$95.7 million after-tax) of repositioning costs, related to severance actions as we prepare to integrate the pending acquisition of IPG, as well as efficiency initiatives in the second quarter of 2025, primarily within the Omnicom Advertising Group and the Omnicom Production Group. There were no repositioning costs for the three months ended September 30, 2024. In connection with our strategic initiatives, operating expenses for the nine months ended September 30, 2024, included \$57.8 million (\$42.9 million after-tax) of repositioning costs in the second quarter of 2024, primarily related to

severance actions related to ongoing efficiency initiatives, including strategic agency consolidation in our smaller international markets and the launch of our centralized production strategy.

10. Supplemental Cash Flow Data

Change in operating capital:

	Nine Months Ended September 30,	
	2025	2024
(Increase) decrease in accounts receivable	\$ 983.8	\$ 383.4
(Increase) decrease in work in process and other current assets	(458.0)	(577.6)
Increase (decrease) in accounts payable	(1,538.8)	(902.0)
Increase (decrease) in customer advances, taxes payable and other current liabilities	(309.2)	(411.5)
Change in other assets and liabilities, net	(100.6)	(85.9)
Increase (decrease) in operating capital	\$ (1,422.8)	\$ (1,593.6)

Supplemental financial information:

Income taxes paid	\$ 393.3	\$ 389.1
Interest paid	\$ 121.5	\$ 90.4

Non-cash increase in lease liabilities:

Operating leases	\$ 117.1	\$ 150.3
Finance leases	\$ 26.0	\$ 37.4

11. Commitments and Contingent Liabilities

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

12. Accumulated Other Comprehensive Income (Loss)

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

	Cash Flow Hedge	Defined Benefit Pension Plans and Postemployment Arrangements	Foreign Currency Translation	Total
Nine Months Ended September 30, 2025				
January 1	\$ (5.0)	\$ (25.5)	\$ (1,445.4)	\$ (1,475.9)
Other comprehensive income (loss) before reclassifications	—	—	144.6	144.6
Reclassification from accumulated other comprehensive income (loss)	2.8	1.4	—	4.2
September 30	\$ (2.2)	\$ (24.1)	\$ (1,300.8)	\$ (1,327.1)
Nine Months Ended September 30, 2024				
January 1	\$ (8.1)	\$ (42.7)	\$ (1,286.8)	\$ (1,337.6)
Other comprehensive income (loss) before reclassifications	—	—	59.4	59.4
Reclassification from accumulated other comprehensive income (loss)	2.8	1.1	—	3.9
September 30	\$ (5.3)	\$ (41.6)	\$ (1,227.4)	\$ (1,274.3)

13. Fair Value

Financial assets and liabilities measured at fair value on a recurring basis:

	September 30, 2025			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	\$ 3,406.5			\$ 3,406.5
Marketable equity securities	\$ 0.9			\$ 0.9
Liabilities:				
Cross currency swaps - net investment hedge		\$ 8.8		\$ 8.8
Contingent purchase price obligations			\$ 204.8	\$ 204.8

	<u>December 31, 2024</u>	Level 1	Level 2	Level 3	Total
Assets:					
Cash and cash equivalents		\$ 4,339.4			\$ 4,339.4
Marketable equity securities		0.9			0.9
Cross currency swaps - net investment hedge			\$ 9.3		9.3
Liabilities:					
Foreign currency derivatives			\$ 0.1		\$ 0.1
Contingent purchase price obligations				\$ 220.1	220.1

Changes in contingent purchase price obligations:

	<u>Nine Months Ended September 30,</u>	
	<u>2025</u>	<u>2024</u>
January 1	\$ 220.1	\$ 229.5
Acquisitions	27.6	28.5
Revaluation and interest	4.5	1.9
Payments	(47.9)	(23.6)
Foreign currency translation	0.5	0.1
September 30	\$ 204.8	\$ 236.4

Carrying amount and fair value of our financial assets and liabilities:

	<u>September 30, 2025</u>		<u>December 31, 2024</u>	
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Carrying Amount</u>	<u>Fair Value</u>
Assets:				
Cash and cash equivalents	\$ 3,406.5	\$ 3,406.5	\$ 4,339.4	\$ 4,339.4
Marketable equity securities	0.9	0.9	0.9	0.9
Non-marketable equity securities	30.6	30.6	36.8	36.8
Cross currency swaps - net investment hedge	—	—	9.3	9.3
Liabilities:				
Short-term debt	\$ 24.1	\$ 24.1	\$ 21.3	\$ 21.3
Foreign currency derivatives	—	—	0.1	0.1
Cross currency swaps - net investment hedge	8.8	8.8	—	—
Contingent purchase price obligations	204.8	204.8	220.1	220.1
Long-Term Debt	6,275.2	6,036.3	6,035.3	5,664.9

The estimated fair value of the foreign currency derivatives and the cross-currency swaps are determined using model-derived valuations, taking into consideration foreign currency rates, interest 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.

14. New Accounting Standards

In September 2025, the FASB issued ASU 2025-06, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software* ("ASU 2025-06"), which became effective and simplifies the capitalization guidance by removing all references to software development project stages so that the guidance is neutral to different software development methods. ASU 2025-06 is effective January 1, 2028. We expect that ASU 2025-06 will likely not have a material impact on our financial statements.

15. Subsequent Events

We have evaluated events subsequent to the balance sheet date and determined that there have not been any events that have occurred that would require additional adjustments to, or disclosures in, these unaudited consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

(Dollars in tables in millions, except per share amounts.)

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements, including statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, from time to time, the Company or its representatives have made, or may make, forward-looking statements, orally or in writing. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the Company's management as well as assumptions made by, and information currently available to, the Company's management. Forward-looking statements may be accompanied by words such as "aim," "anticipate," "believe," "plan," "could," "should," "would," "estimate," "expect," "forecast," "future," "guidance," "intend," "may," "will," "possible," "potential," "predict," "project" or similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside the Company's control. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include:

- risks relating to the pending Merger (as defined below) with The Interpublic Group of Companies, Inc., or IPG, including: that the Merger may not be completed in a timely manner or at all; delays, unanticipated costs or restrictions resulting from regulatory review of the Merger, including the risk that Omnicom or IPG may be unable to obtain governmental and regulatory approvals required for the Merger, or that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the Merger; uncertainties associated with the Merger may cause a loss of both companies' management personnel and other key employees, and cause disruptions to both companies' business relationships; the Merger Agreement (as defined below) subjects the Company and IPG to restrictions on business activities prior to the effective time of the Merger; the Company and IPG are expected to incur significant costs in connection with the Merger and integration; litigation risks relating to the Merger; the business and operations of both companies may not be integrated successfully in the expected time frame; the Merger may result in a loss of both companies' clients, service providers, vendors, joint venture participants and other business counterparties; and the combined company may fail to realize all of the anticipated benefits of the Merger or fail to effectively manage its expanded operations;
- adverse economic conditions and disruptions, including geopolitical events, international hostilities, acts of terrorism, public health crises, inflation or stagflation, tariffs and other trade barriers, central bank interest rate policies in countries that comprise our major markets, labor and supply chain issues affecting the distribution of our clients' products, or a disruption in the credit markets;
- international, national or local economic conditions that could adversely affect the Company or its clients;
- losses on media purchases and production costs incurred on behalf of clients;
- reductions in client spending, a slowdown in client payments or a deterioration or disruption in the credit markets;
- the ability to attract new clients and retain existing clients in the manner anticipated;
- changes in client marketing and communications services requirements;
- failure to manage potential conflicts of interest between or among clients;
- unanticipated changes related to competitive factors in the marketing and communications services industries;
- unanticipated changes to, or the ability to hire and retain, key personnel;
- currency exchange rate fluctuations;
- reliance on information technology systems and risks related to cybersecurity incidents;
- effective management of the risks, challenges and efficiencies presented by utilizing Artificial Intelligence (AI) technologies and related partnerships in our business;
- changes in legislation or governmental regulations affecting the Company or its clients;
- risks associated with assumptions the Company makes in connection with its acquisitions, critical accounting estimates and legal proceedings;
- the Company's international operations, which are subject to the risks of currency repatriation restrictions, social or political conditions and an evolving regulatory environment in high-growth markets and developing countries; and
- risks related to environmental, social and governance goals and initiatives, including impacts from regulators and other stakeholders, and the impact of factors outside of our control on such goals and initiatives.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that may affect the Company's business, including those described in Item 1A, "Risk Factors" and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2024, or 2024 10-K, and in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report and in other documents filed from time to time with the Securities and Exchange Commission. Except as required under applicable law, the Company does not assume any obligation to update these forward-looking statements.

EXECUTIVE SUMMARY

The unaudited consolidated financial statements and related notes to the unaudited consolidated financial statements, including our critical accounting estimates, and the related Management's Discussion and Analysis of Financial Condition and Results of Operations included in this report, should be read in conjunction with our 2024 Form 10-K.

Agreement to Acquire IPG

On December 8, 2024, Omnicom entered into an Agreement and Plan of Merger, or the Merger Agreement, by and among Omnicom, EXT Subsidiary Inc., a direct wholly owned subsidiary of Omnicom, or Merger Sub, and IPG, pursuant to which, subject to the terms and conditions of the Merger Agreement, Merger Sub will merge with and into IPG, or the Merger, with IPG surviving the Merger as a wholly owned subsidiary of Omnicom. On March 18, 2025, the shareholders of each of Omnicom and IPG approved the Merger. Under the terms of the Merger Agreement, IPG shareholders will receive 0.344 shares of Omnicom common stock for each share of IPG common stock they own. Following the closing of the Merger, Omnicom shareholders are expected to own approximately 60.6% of the combined company, and IPG shareholders are expected to own approximately 39.4%, on a fully diluted basis. The completion of the Merger is subject to customary closing conditions, including required regulatory approvals. If completed, the Merger is expected to have a material impact on our business, results of operations and financial condition. During the three and nine months ended September 30, 2025, we recorded acquisition related costs of \$60.8 million and \$160.6 million, respectively, in selling, general and administrative expenses. The results of IPG are not included in our 2025 or 2024 results of operations or financial position disclosed in these unaudited consolidated financial statements.

We have secured regulatory approvals for Omnicom's pending acquisition of IPG in all required jurisdictions other than the European Union. We are continuing to pursue the required EU regulatory approval and expect that the acquisition will close by the end of November 2025.

In the third quarter of 2025, in connection with the pending acquisition of IPG, Omnicom offered to exchange up to \$2.95 billion of IPG's outstanding senior notes (the "Existing IPG Notes") for new Omnicom notes, and solicited consents to amend the indentures governing the Existing IPG Notes. Omnicom has received sufficient tenders and consents to consummate the exchange offer and consent solicitation, which is currently set to expire on October 31, 2025, subject to further extension. The consummation of the exchange offer and consent solicitation is subject to the closing of the Merger and certain other conditions and will include cash as a consent payment aggregating up to \$2.7 million.

Risks and Uncertainties

Global economic conditions and disruptions, including geopolitical events, international hostilities, acts of terrorism, public health crises, inflation or stagflation, tariffs and other trade barriers, central bank interest rate policies in countries that comprise our major markets, labor and supply chain challenges affecting the distribution of our clients' products, or a disruption in the credit markets could cause economic uncertainty and volatility. The impact of these issues on our business will vary by geographic market and discipline. We monitor economic conditions 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.

Our Business

We are a strategic holding company providing data-inspired, creative marketing and sales solutions to many of the largest global companies. Our portfolio of companies includes our global networks: Omnicom Advertising Group (OAG), Omnicom Media Group, the DAS Group of Companies, and the Communications Consultancy Network. OAG includes our creative brands BBDO, DDB, TBWA and the brands included within the Omnicom Advertising Collective. All of our global networks integrate their service offerings with the Omnicom branded practice areas, including Omnicom Health Group, Omnicom Precision Marketing Group, Omnicom Commerce Group, Omnicom Public Relations Group, Omnicom Brand Consulting Group, Flywheel Digital and Omnicom Production, as well as our Experiential businesses and Execution & Support businesses, which includes Omnicom Specialty Marketing Group.

On a global, pan-regional, and local basis, our networks, practice areas and agencies provide a comprehensive range of services in the following fundamental disciplines: Media & Advertising, Precision Marketing, Public Relations, Healthcare, Branding & Retail Commerce, Experiential, and Execution & Support. Media & Advertising includes creative services across digital and traditional media, strategic media planning and buying, performance media, data analytics services, and Omnicom Production. Precision Marketing includes digital and direct marketing, digital transformation consulting, e-commerce operations, media execution, market intelligence and data and analytics. Public Relations services include corporate communications, crisis management, public affairs and media and media relations services. Healthcare includes corporate communications and advertising and media services to global healthcare and pharmaceutical companies. Branding & Retail Commerce services include brand and product consulting, strategy and research and retail marketing. Experiential marketing services include live and digital events and experience design and execution. Execution & Support includes field marketing, sales support, digital and physical merchandising, point-of-sale and product placement, as well as other specialized marketing and custom communications services. Our geographic

markets include the Americas, which includes North America and Latin America, Europe, the Middle East and Africa or EMEA, and Asia-Pacific.

Our business model was built and continues to evolve around our clients. While our networks, practice areas 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 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 could fill gaps in our service delivery to our existing clients.

We believe generative AI and agentic AI will have a significant effect on how we provide services to our clients and how we enhance the productivity of our people. As with any new technology, we are working closely with our clients and technology partners to take advantage of the benefits of AI while being mindful of its limitations, risks, and privacy concerns. We are committed to responsible AI practices and collaboration to harness AI's potential, while evaluating related risks, such as ethical considerations, public perception and reputational concerns, intellectual property protection, regulatory compliance, privacy and data security concerns and our ability to effectively adopt this new emerging technology. The rapidly developing nature of AI technology makes it difficult to assess the full impact on our business at this time.

Global economic conditions and disruptions have a direct impact on our business and financial performance. Adverse global economic conditions and disruptions pose a risk that our clients may reduce, postpone or cancel spending on marketing and 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. 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 year-over-year in certain businesses. Typically, these events do not have a significant impact on our revenue in any period.

We operate in all major markets and have a large client base. For the twelve months ended September 30, 2025, our largest client accounted for 2.6% of our revenue, and our 100 largest clients, which represent many of the world's major marketers, accounted for approximately 54.9% of our revenue. Our clients operate in virtually every sector of the global economy with no one industry representing more than 15% of our revenue for the nine months ended September 30, 2025. 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.

Given our size and breadth, we manage our business by monitoring several financial indicators. The key performance indicators that we focus on are revenue growth and variability of operating expenses. We analyze revenue growth by reviewing the components and mix of the growth, including growth by principal regional market, practice area 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 primarily consist of cost of services, selling, general and administrative expenses, or SG&A, and depreciation and amortization, and are analyzed for each network by the Chief Operating Decision Maker, who allocates resources accordingly.

Financial Performance

Worldwide revenue for the three months ended September 30, 2025 increased \$154.5 million, or 4.0%, to \$4,037.1 million, compared to \$3,882.6 million in the prior year quarter. Worldwide organic revenue growth increased revenue \$102.4 million, or 2.6%, primarily driven by our Media & Advertising, Precision Marketing and Execution & Support disciplines, partially offset by negative performance in our Branding & Retail Commerce, Public Relations, Experiential and Healthcare disciplines. Geographic results were mixed, reflecting differing macroeconomic conditions across regions versus the prior year period. Organic growth in the quarter was led by our largest market, the U.S. In Europe, underperformance in France was offset by positive growth in the U.K. and mixed performance in other countries. In Asia-Pacific, results were mixed by country, which led to negative performance in the period. Changes in foreign currency exchange rates period-over-period increased revenue \$52.4 million, or 1.4%. Acquisition revenue, net of disposition revenue, reduced revenue by \$0.3 million.

Worldwide revenue for the nine months ended September 30, 2025 increased \$376.2 million, or 3.3%, to \$11,743.1 million, compared to \$11,366.9 million in the prior year period. Worldwide organic revenue growth increased revenue \$341.1 million, or 3.0%, primarily driven by our Media & Advertising, Precision Marketing and Execution & Support disciplines. Our Branding & Retail Commerce, Public Relations, Experiential and Healthcare disciplines had negative performance during the period. Substantially all of our major geographic regions had positive organic growth compared to the prior year period. Organic growth in the nine-month period was led by our largest market, the U.S. In Europe and Asia-Pacific, organic growth was positive and mixed by country. Changes in foreign currency exchange rates period-over-period increased revenue \$35.6 million, or 0.3%. Acquisition revenue, net of disposition revenue, reduced revenue by \$0.5 million.

The period-over-period change in worldwide revenue for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, in our fundamental disciplines was: Media & Advertising increased \$224.8 million, Precision Marketing increased \$11.9 million, Public Relations decreased \$26.8 million, Healthcare decreased \$5.9 million, Branding & Retail Commerce decreased \$36.9 million, Experiential decreased \$22.1 million, and Execution & Support increased \$9.5 million.

The period-over-period change in worldwide revenue for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, in our fundamental disciplines was: Media & Advertising increased \$509.1 million, Precision Marketing increased \$66.8 million, Public Relations decreased \$82.5 million, Healthcare decreased \$29.6 million, Branding & Retail Commerce decreased \$96.4 million, Experiential decreased \$9.3 million, and Execution & Support increased \$18.1 million.

The period-over-period change in worldwide revenue across our geographic markets for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, was: North America increased \$91.3 million, or 4.2%, Latin America increased \$26.7 million, or 26.8%, Europe increased \$54.6 million, or 5.1%, Middle East and Africa increased \$4.1 million, or 6.5%, and Asia-Pacific decreased \$22.2 million, or 4.6%.

The period-over-period change in the worldwide revenue across our geographic markets for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, was: North America increased \$223.2 million, or 3.5%, Latin America increased \$34.8 million, or 11.5%, Europe increased \$108.3 million, or 3.4%, Middle East and Africa decreased \$4.2 million, or 2.0%, and Asia-Pacific increased \$14.1 million, or 1.1%.

A summary of our consolidated results of operations period-over-period:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025	2024	\$ Change	% Change	2025	2024	\$ Change	% Change
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 154.5	4.0 %	\$ 11,743.1	\$ 11,366.9	\$ 376.2	3.3 %
Operating Income ²	\$ 530.1	\$ 600.1	\$ (70.0)	(11.7)%	\$ 1,421.9	\$ 1,589.3	\$ (167.4)	(10.5)%
Operating Margin ²	13.1 %	15.5 %		(2.4)%	12.1 %	14.0 %		(1.9)%
Net Income - Omnicom Group Inc. ²	\$ 341.3	\$ 385.9	\$ (44.6)	(11.6)%	\$ 886.6	\$ 1,032.6	\$ (146.0)	(14.1)%
Net Income per Share - Omnicom Group Inc.: Diluted ^{2,3}	\$ 1.75	\$ 1.95	\$ (0.20)	(10.3)%	\$ 4.51	\$ 5.19	\$ (0.68)	(13.1)%
EBITA ^{1,2,3}	\$ 551.6	\$ 622.3	\$ (70.7)	(11.4)%	\$ 1,485.0	\$ 1,654.5	\$ (169.5)	(10.2)%
EBITA Margin % ^{1,2,3}	13.7 %	16.0 %		(2.3)%	12.6 %	14.6 %		(2.0)%

1) Reconciliation of Non-GAAP Financial Measures on page 28.

2) For the three months ended September 30, 2025, operating expenses included \$38.6 million (\$28.4 million after-tax) of repositioning costs, primarily related to severance actions as we prepare to integrate the pending acquisition of IPG (see Note 9 to the unaudited consolidated financial statements). For the nine months ended September 30, 2025, operating expenses include \$127.4 million (\$95.7 million after-tax) of repositioning costs, related to severance actions as we prepare to integrate the pending acquisition of IPG, as well as efficiency initiatives in the second quarter of 2025, primarily within the Omnicom Advertising Group and the Omnicom Production Group (see Note 9 to the unaudited consolidated financial statements). In addition, included in selling, general and administrative expenses for the three and nine months ended September 30, 2025, are acquisition related costs of \$60.8 million (\$50.8 million after-tax) and \$160.6 million (\$145.0 million after-tax), respectively, related to the pending acquisition of IPG (see Note 1 to the unaudited consolidated financial statements). The net impact of these items reduced operating income for the three and nine months ended September 30, 2025, by \$99.4 million (\$79.2 million after-tax) and \$288.0 million (\$240.7 million after-tax), respectively, which reduced diluted net income per share - Omnicom Group Inc. by \$0.41 and \$1.23, respectively. There were no acquisition related costs or repositioning costs for the three months ended September 30, 2024. For the nine months ended September 30, 2024, operating expenses included \$57.8 million (\$42.9 million after-tax) of repositioning costs recorded in the second quarter of 2024, primarily related to severance, which reduced diluted net income per share - Omnicom Group Inc. by \$0.22. There were no acquisition related costs for the three and nine months ended September 30, 2024.

3) EBITA is defined as earnings before interest, income taxes and amortization of acquired intangible assets and internally developed strategic platform assets. We believe EBITA is useful in evaluating the impact of amortization of acquired intangible assets and internally developed strategic platform assets on operating performance and allows for comparability between reporting periods. The effect of after-tax amortization of acquired intangible assets and internally developed strategic platform assets decreased diluted net income per share by \$0.08 for each of the three months ended September 30, 2025 and 2024 and \$0.24 for each of the nine months ended September 30, 2025 and 2024.

CONSOLIDATED RESULTS OF OPERATIONS

The period-over-period change in results of operations:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	\$ Change	2025	2024	\$ Change
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 154.5	\$ 11,743.1	\$ 11,366.9	\$ 376.2
Operating Expenses:						
Salary and service costs	2,921.5	2,796.0	125.5	8,600.4	8,288.7	311.7
Occupancy and other costs	322.7	325.6	(2.9)	963.2	953.9	9.3
Repositioning costs ²	38.6	—	38.6	127.4	57.8	69.6
Cost of services	3,282.8	3,121.6	161.2	9,691.0	9,300.4	390.6
Selling, general and administrative expenses ²	163.5	99.5	64.0	451.8	295.8	156.0
Depreciation and amortization	60.7	61.4	(0.7)	178.4	181.4	(3.0)
Total Operating Expenses²	3,507.0	3,282.5	224.5	10,321.2	9,777.6	543.6
Operating Income²	530.1	600.1	(70.0)	1,421.9	1,589.3	(167.4)
Interest Expense	60.4	66.4	(6.0)	182.1	182.9	(0.8)
Interest Income	17.2	26.0	(8.8)	68.8	74.0	(5.2)
Income Before Income Taxes and Income From Equity Method Investments	486.9	559.7	(72.8)	1,308.6	1,480.4	(171.8)
Income Tax Expense	132.3	150.2	(17.9)	373.5	389.9	(16.4)
Income From Equity Method Investments	5.8	0.4	5.4	6.5	4.6	1.9
Net Income²	360.4	409.9	(49.5)	941.6	1,095.1	(153.5)
Net Income Attributed To Noncontrolling Interests	19.1	24.0	(4.9)	55.0	62.5	(7.5)
Net Income - Omnicom Group Inc.²	\$ 341.3	\$ 385.9	\$ (44.6)	\$ 886.6	\$ 1,032.6	\$ (146.0)
Net Income Per Share - Omnicom Group Inc.:^{2,3}						
Basic	\$ 1.76	\$ 1.97	\$ (0.21)	\$ 4.54	\$ 5.25	\$ (0.71)
Diluted	\$ 1.75	\$ 1.95	\$ (0.20)	\$ 4.51	\$ 5.19	\$ (0.68)
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 154.5	\$ 11,743.1	\$ 11,366.9	\$ 376.2
Operating Margin % ²	13.1 %	15.5 %		12.1 %	14.0 %	
EBITA^{1,2,3}	\$ 551.6	\$ 622.3	\$ (70.7)	\$ 1,485.0	\$ 1,654.5	\$ (169.5)
EBITA Margin % ^{1,2,3}	13.7 %	16.0 %	(2.3)%	12.6 %	14.6 %	(2.0)%

1) Reconciliation of Non-GAAP Financial Measures on page 28.

2) For the three months ended September 30, 2025, operating expenses included \$38.6 million (\$28.4 million after-tax) of repositioning costs, primarily related to severance actions as we prepare to integrate the pending acquisition of IPG (see Note 9 to the unaudited consolidated financial statements). For the nine months ended September 30, 2025, operating expenses include \$127.4 million (\$95.7 million after-tax) of repositioning costs, related to severance actions as we prepare to integrate the pending acquisition of IPG, as well as efficiency initiatives in the second quarter of 2025, primarily within the Omnicom Advertising Group and the Omnicom Production Group (see Note 9 to the unaudited consolidated financial statements). In addition, included in selling, general and administrative expenses for the three and nine months ended September 30, 2025, are acquisition related costs of \$60.8 million (\$50.8 million after-tax) and \$160.6 million (\$145.0 million after-tax), respectively, related to the pending acquisition of IPG (see Note 1 to the unaudited consolidated financial statements). The net impact of these items reduced operating income for the three and nine months ended September 30, 2025, by \$99.4 million (\$79.2 million after-tax) and \$288.0 million (\$240.7 million after-tax), respectively, which reduced diluted net income per share - Omnicom Group Inc. by \$0.41 and \$1.23, respectively. There were no acquisition related costs or repositioning costs for the three months ended September 30, 2024. For the nine months ended September 30, 2024, operating expenses included \$57.8 million (\$42.9 million after-tax) of repositioning costs recorded in the second quarter of 2024, primarily related to severance, which reduced diluted net income per share - Omnicom Group Inc. by \$0.22. There were no acquisition related costs for the three and nine months ended September 30, 2024.

3) EBITA is defined as earnings before interest, income taxes and amortization of acquired intangible assets and internally developed strategic platform assets. We believe EBITA is useful in evaluating the impact of amortization of acquired intangible assets and internally developed strategic platform assets on operating performance and allows for comparability between reporting periods. The effect of after-tax amortization of acquired intangible assets and internally developed strategic platform assets decreased diluted net income per share by \$0.08 for each of the three months ended September 30, 2025 and 2024 and \$0.24 for each of the nine months ended September 30, 2025 and 2024.

Revenue

The components of period-over-period revenue change in the United States (“Domestic”) and the remainder of the world (“International”):

	Total		Domestic		International	
	\$	%	\$	%	\$	%
Three months ended September 30, 2024	\$ 3,882.6		\$ 2,039.7		\$ 1,842.9	
Components of revenue change:						
Foreign exchange rate impact	52.4	1.4 %	—	— %	52.4	2.8 %
Acquisition revenue, net of disposition revenue	(0.3)	— %	(1.4)	(0.1) %	1.1	0.1 %
Organic growth	102.4	2.6 %	94.6	4.6 %	7.8	0.4 %
Three months ended September 30, 2025	\$ 4,037.1	4.0 %	\$ 2,132.9	4.6 %	\$ 1,904.2	3.3 %
	Total		Domestic		International	
	\$	%	\$	%	\$	%
Nine months ended September 30, 2024	\$ 11,366.9		\$ 5,999.0		\$ 5,367.9	
Components of revenue change:						
Foreign exchange rate impact	35.6	0.3 %	—	— %	35.6	0.7 %
Acquisition revenue, net of disposition revenue	(0.5)	— %	(8.4)	(0.1) %	7.9	0.1 %
Organic growth	341.1	3.0 %	242.8	4.0 %	98.3	1.8 %
Nine months ended September 30, 2025	\$ 11,743.1	3.3 %	\$ 6,233.4	3.9 %	\$ 5,509.7	2.6 %

The components and percentages are calculated as follows:

- Foreign exchange rate 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 \$3,984.7 million and \$11,707.5 million for the Total column for the three and nine months ended September 30, 2025, respectively). The foreign exchange impact is the difference between the current period revenue in U.S. Dollars and the current period constant currency revenue (\$4,037.1 million less \$3,984.7 million and \$11,743.1 million less \$11,707.5 million for the Total column for the three and nine months ended September 30, 2025, respectively).
- 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 (\$3,882.6 million and \$11,366.9 million for the Total column for the three and nine months ended September 30, 2025, respectively).

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 October 17, 2025 remain unchanged, we expect the impact of changes in foreign exchange rates will be a positive 2.0% for the fourth quarter and positive 1.0% for the full year. Based on our acquisition and disposition activity completed to date, we expect the net impact on revenue to reduce revenue by 1.0% for the fourth quarter and be flat for the full year.

Revenue by Discipline

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: Media & Advertising, Precision Marketing, Public Relations, Healthcare, Branding & Retail Commerce, Experiential and Execution & Support.

The period-over-period change in revenue and organic growth by discipline:

	Three Months Ended September 30,					
	2025		2024		2025 vs. 2024	
	\$	% of Revenue	\$	% of Revenue	\$ Change	% Organic Growth
Media & Advertising	\$ 2,353.8	58.3 %	\$ 2,129.0	54.8 %	\$ 224.8	9.1 %
Precision Marketing	462.5	11.5 %	450.6	11.6 %	11.9	0.8 %
Public Relations	377.2	9.3 %	404.0	10.4 %	(26.8)	(7.5)%
Healthcare	331.2	8.2 %	337.1	8.7 %	(5.9)	(1.9)%
Branding & Retail Commerce	144.8	3.6 %	181.7	4.7 %	(36.9)	(16.9)%
Experiential	152.2	3.8 %	174.3	4.5 %	(22.1)	(17.7)%
Execution & Support	215.4	5.3 %	205.9	5.3 %	9.5	2.0 %
Revenue	\$ 4,037.1		\$ 3,882.6		\$ 154.5	2.6 %

	Nine Months Ended September 30,					
	2025		2024		2025 vs. 2024	
	\$	% of Revenue	\$	% of Revenue	\$ Change	% Organic Growth
Media & Advertising	\$ 6,693.3	57.0 %	\$ 6,184.2	54.4 %	\$ 509.1	8.2 %
Precision Marketing	1,369.9	11.7 %	1,303.1	11.5 %	66.8	3.8 %
Public Relations	1,112.8	9.4 %	1,195.3	10.5 %	(82.5)	(7.2)%
Healthcare	969.5	8.2 %	999.1	8.8 %	(29.6)	(3.3)%
Branding & Retail Commerce	452.9	3.9 %	549.3	4.8 %	(96.4)	(14.6)%
Experiential	503.2	4.3 %	512.5	4.5 %	(9.3)	(5.5)%
Execution & Support	641.5	5.5 %	623.4	5.5 %	18.1	1.8 %
Revenue	\$ 11,743.1		\$ 11,366.9		\$ 376.2	3.0 %

Beginning in the first quarter of 2025, we realigned the classification of certain services, primarily within our Media & Advertising, Branding & Retail Commerce, Precision Marketing and Public Relations disciplines. As a result, we reclassified the prior year periods to be consistent with the revised classifications.

The period-over-period change in worldwide revenue for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, in our fundamental disciplines was: Media & Advertising increased \$224.8 million, Precision Marketing increased \$11.9 million, Public Relations decreased \$26.8 million, Healthcare decreased \$5.9 million, Branding & Retail Commerce decreased \$36.9 million, Experiential decreased \$22.1 million, and Execution & Support increased \$9.5 million. Worldwide organic revenue growth increased revenue \$102.4 million, or 2.6%, compared to the prior year period, primarily driven by Media & Advertising, led by our media business, Precision Marketing and Execution & Support disciplines. The organic growth was partially offset by underperformance in our Branding & Retail Commerce, Public Relations, Experiential and Healthcare disciplines. Changes in foreign currency exchange rates period-over-period increased revenue \$52.4 million, or 1.4%. The increase in revenue from foreign exchange translation was primarily related to the strengthening of several currencies, including the Euro and the British Pound, against the U.S. Dollar, partially offset by the weakening of the Australian Dollar against the U.S. Dollar. Acquisition revenue, net of disposition revenue, reduced revenue slightly by \$0.3 million.

The period-over-period change in worldwide revenue for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, in our fundamental disciplines was: Media & Advertising increased \$509.1 million, Precision Marketing increased \$66.8 million, Public Relations decreased \$82.5 million, Healthcare decreased \$29.6 million, Branding & Retail Commerce decreased \$96.4 million, Experiential decreased \$9.3 million, and Execution & Support increased \$18.1 million. Worldwide organic revenue growth increased revenue \$341.1 million, or 3.0%, compared to the prior year period, primarily driven by Media & Advertising, led by our media business, Precision Marketing and Execution & Support disciplines. The organic growth was partially offset by underperformance in our Branding & Retail Commerce, Public Relations, Experiential and Healthcare disciplines. Changes in foreign currency exchange rates period-over-period increased revenue \$35.6 million, or 0.3%. The increase in revenue from foreign exchange translation was primarily related to the strengthening of several currencies, including the Euro and the British Pound, against the U.S. Dollar, partially offset by the weakening of the Australian Dollar, Brazilian Real and the Canadian Dollar against the U.S. Dollar. Acquisition revenue, net of disposition revenue, reduced revenue slightly by \$0.5 million.

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. Our largest client represented 2.6% and 2.8% of revenue for the twelve months ended September 30, 2025 and 2024, respectively. Our ten largest and 100 largest clients represented 19.0% and 54.9% of revenue for the twelve months ended September 30, 2025, respectively, and 19.4% and 54.3% of revenue for the twelve months ended September 30, 2024, respectively.

Revenue by Geography

The period-over-period change in revenue and organic growth in our geographic markets:

	Three Months Ended September 30,					
	2025		2024		2025 vs. 2024	
	\$	% of Revenue	\$	% of Revenue	\$ Change	% Organic Growth
Americas:						
North America	\$ 2,245.3	55.6 %	\$ 2,154.0	55.4 %	\$ 91.3	4.4 %
Latin America	126.4	3.1 %	99.7	2.6 %	26.7	27.3 %
EMEA:						
Europe	1,135.4	28.1 %	1,080.8	27.9 %	54.6	(0.5)%
Middle East and Africa	67.4	1.7 %	63.3	1.6 %	4.1	5.9 %
Asia-Pacific	462.6	11.5 %	484.8	12.5 %	(22.2)	(3.7)%
Revenue	\$ 4,037.1		\$ 3,882.6		\$ 154.5	2.6 %

	Nine Months Ended September 30,					
	2025		2024		2025 vs. 2024	
	\$	% of Revenue	\$	% of Revenue	\$ Change	% Organic Growth
Americas:						
North America	\$ 6,566.5	55.9 %	\$ 6,343.3	55.8 %	\$ 223.2	3.8 %
Latin America	337.4	2.9 %	302.6	2.7 %	34.8	20.1 %
EMEA:						
Europe	3,296.8	28.1 %	3,188.5	28.1 %	108.3	0.3 %
Middle East and Africa	204.3	1.7 %	208.5	1.8 %	(4.2)	(1.5)%
Asia-Pacific	1,338.1	11.4 %	1,324.0	11.6 %	14.1	2.6 %
Revenue	\$ 11,743.1		\$ 11,366.9		\$ 376.2	3.0 %

The period-over-period change in worldwide revenue across our geographic markets for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, was: North America increased \$91.3 million, or 4.2%, Latin America increased \$26.7 million, or 26.8%, Europe increased \$54.6 million, or 5.1%, Middle East and Africa increased \$4.1 million, or 6.5%, and Asia-Pacific decreased \$22.2 million, or 4.6%.

The period-over-period change in the worldwide revenue across our geographic markets for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, was: North America increased \$223.2 million, or 3.5%, Latin America increased \$34.8 million, or 11.5%, Europe increased \$108.3 million, or 3.4%, Middle East and Africa decreased \$4.2 million, or 2.0%, and Asia-Pacific increased \$14.1 million, or 1.1%.

North America

In North America, organic revenue growth period-over-period for the three months ended September 30, 2025 was primarily driven by strong performance in the United States, especially in the Media & Advertising discipline, led by our media business, and in our Precision Marketing and Execution & Support disciplines. The organic growth was partially offset by underperformance in our Public Relations discipline, which faced a difficult comparison to the prior year, which included the positive effects of the U.S. Elections, and in our other disciplines.

In North America, organic revenue growth period-over-period for the nine months ended September 30, 2025 was primarily driven by strong performance in the United States, especially in the Media & Advertising discipline, led by our media business, and in our Precision Marketing, Execution & Support and Experiential disciplines. The organic growth was partially offset by underperformance in our Branding & Retail Commerce, Public Relations and Healthcare disciplines.

Latin America

In Latin America, organic revenue growth for the three and nine months ended September 30, 2025, compared to the prior year periods, was led by our Media & Advertising discipline, and was driven by strong performance in all countries in the region. Foreign currency exchange rate changes in the three months ended September 30, 2025 compared to the same period in 2024 were flat. However, the weakening of all currencies, especially the Brazilian Real and Mexican Peso, against the U.S. Dollar decreased revenue in the nine months ended September 30, 2025 compared to the same period in 2024.

EMEA

In Europe, compared to the prior year periods, organic revenue growth for the three and nine months ended September 30, 2025 was driven by strong performance in our Media & Advertising discipline, led by our media business, substantially offset by underperformance in our other disciplines. Foreign currency exchange rate changes increased revenue for the three and nine months ended September 30, 2025, primarily as a result of the strengthening of the Euro and the British Pound against the U.S. Dollar period-over-period.

In the U.K., for the three and nine months ended September 30, 2025, organic revenue increased period-over-period by 3.7% and 0.2%, respectively. A strong performance in our Media & Advertising discipline, led by our media business, and our Experiential discipline, was reduced by a mixed performance in our other disciplines.

In Continental Europe, which includes the Euro Zone and the other European countries, organic revenue decreased 3.1% for the three months ended September 30, 2025, due to underperformance primarily in our Experiential discipline in France, which faced a challenging environment and a difficult comparison to a prior year period that included positive effects from the Olympics, and mixed performance in other countries. Organic revenue growth of 0.3% for the nine months ended September 30, 2025 was mixed by country and discipline.

In the Middle East and Africa, for the three months ended September 30, 2025, organic growth was led by strong performance in our Media & Advertising discipline. In the Middle East and Africa, for the nine months ended September 30, 2025, negative performance in our Experiential discipline was partially offset by organic growth in our Media & Advertising discipline.

Asia-Pacific

In Asia-Pacific, organic revenue decreased for the three months ended September 30, 2025, with underperformance in substantially all of our disciplines and markets in the region. Foreign currency exchange rate changes decreased revenue for the three months ended September 30, 2025, primarily as a result of the weakening of several currencies against the U.S. Dollar, including the Australian Dollar and New Zealand Dollar.

In Asia-Pacific, organic growth for the nine months ended September 30, 2025 was due to a strong performance in our Media & Advertising discipline, led by our media business, and our Healthcare discipline, partially offset by underperformance in our other disciplines. Most markets in the region, led by India, Australia and New Zealand, had positive organic growth, slightly offset by underperformance in China, as compared to the prior year period. Foreign currency exchange rate changes decreased revenue for the nine months ended September 30, 2025, primarily as a result of the weakening of several currencies against the U.S. Dollar, including the Australian Dollar and New Zealand Dollar.

Revenue by Industry

Revenue by type of client industry sector:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Pharmaceuticals and Healthcare	16 %	16 %	15 %	16 %
Food and Beverage	15 %	15 %	15 %	15 %
Auto	13 %	12 %	13 %	11 %
Consumer Products	10 %	10 %	9 %	10 %
Financial Services	8 %	7 %	8 %	7 %
Travel and Entertainment	8 %	7 %	8 %	7 %
Technology	8 %	8 %	8 %	8 %
Retail	7 %	6 %	7 %	6 %
Government	3 %	4 %	4 %	4 %
Telecommunications	3 %	4 %	3 %	3 %
Services	3 %	3 %	3 %	3 %
Oil, Gas and Utilities	2 %	2 %	2 %	2 %
Not-for-Profit	1 %	1 %	1 %	1 %
Education	1 %	1 %	1 %	1 %
Other	2 %	4 %	3 %	6 %
Total	100 %	100 %	100 %	100 %

Operating Expenses

The period-over-period change in operating expenses:

	Three Months Ended September 30,					
	2025		2024		2025 vs. 2024	
	\$	% of Revenue	\$	% of Revenue	\$ Change	% Change
Revenue	\$ 4,037.1		\$ 3,882.6		\$ 154.5	4.0 %
Operating Expenses:						
Salary and service costs:						
Salary and related costs	1,778.5	44.1 %	1,846.9	47.6 %	(68.4)	(3.7)%
Third-party service costs	955.6	23.7 %	784.5	20.2 %	171.1	21.8 %
Third-party incidental costs	187.4	4.6 %	164.6	4.2 %	22.8	13.9 %
Total salary and service costs	2,921.5	72.4 %	2,796.0	72.0 %	125.5	4.5 %
Occupancy and other costs	322.7	8.0 %	325.6	8.4 %	(2.9)	(0.9)%
Repositioning costs	38.6	1.0 %	—	— %	38.6	— %
Cost of services	3,282.8		3,121.6		161.2	5.2 %
Selling, general and administrative expenses	163.5	4.0 %	99.5	2.6 %	64.0	64.3 %
Depreciation and amortization	60.7	1.5 %	61.4	1.6 %	(0.7)	(1.1)%
Total Operating Expenses	3,507.0	86.9 %	3,282.5	84.5 %	224.5	6.8 %
Operating Income	\$ 530.1	13.1 %	\$ 600.1	15.5 %	\$ (70.0)	(11.7)%

	Nine Months Ended September 30,					
	2025		2024		2025 vs. 2024	
	\$	% of Revenue	\$	% of Revenue	\$ Change	% Change
Revenue	\$ 11,743.1		\$ 11,366.9		\$ 376.2	3.3 %
Operating Expenses:						
Salary and service costs:						
Salary and related costs	5,386.8	45.9 %	5,531.1	48.7 %	(144.3)	(2.6)%
Third-party service costs	2,670.8	22.7 %	2,293.8	20.2 %	377.0	16.4 %
Third-party incidental costs	542.8	4.6 %	463.8	4.1 %	79.0	17.0 %
Total salary and service costs	8,600.4	73.2 %	8,288.7	72.9 %	311.7	3.8 %
Occupancy and other costs	963.2	8.2 %	953.9	8.4 %	9.3	1.0 %
Repositioning costs	127.4	1.1 %	57.8	0.5 %	69.6	120.4 %
Cost of services	9,691.0		9,300.4		390.6	4.2 %
Selling, general and administrative expenses	451.8	3.8 %	295.8	2.6 %	156.0	52.7 %
Depreciation and amortization	178.4	1.6 %	181.4	1.6 %	(3.0)	(1.7)%
Total Operating Expenses	10,321.2	87.9 %	9,777.6	86.0 %	543.6	5.6 %
Operating Income	\$ 1,421.9	12.1 %	\$ 1,589.3	14.0 %	\$ (167.4)	(10.5)%

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 a 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, third-party service costs, and third-party incidental costs. Third-party service costs include vendor costs when we act as principal in providing services to our clients. Third-party incidental costs that are required to be included in revenue primarily consist of client-related travel and incidental out-of-pocket costs that are billed back to the client directly at our cost. 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. Adverse and beneficial fluctuations in foreign currency exchange rates from period to period impact our results of operations and financial position when we translate our financial statements from local foreign currency exchange rates to the U.S. Dollar. However, substantially all of our foreign operations transact business in their local currency, mitigating the impact of changes in foreign currency exchange rates on our operating margin percentage. As a result, the changes in our operating expenses period-over-period from foreign currency translation were in line with the percentage impact from changes in foreign currencies on revenue for the three and nine months ended September 30, 2025.

Operating expenses for the three months ended September 30, 2025 increased \$224.5 million, or 6.8%, to \$3,507.0 million from \$3,282.5 million, in the prior year period. Included in selling, general and administrative expenses for the three months ended September 30, 2025 are acquisition related costs of \$60.8 million (\$50.8 million after-tax) related to the pending acquisition of IPG (see Note 1 to the unaudited consolidated financial statements). Included in operating expenses for the three months ended September 30, 2025 are \$38.6 million (\$28.4 million after-tax) of repositioning costs, primarily related to severance as we prepare to integrate the pending acquisition of IPG. There were no acquisition related costs or repositioning costs for the three months ended September 30, 2024.

Operating expenses for the nine months ended September 30, 2025 increased \$543.6 million, or 5.6%, to \$10,321.2 million from \$9,777.6 million, in the prior year period. Included in selling, general and administrative expenses for the nine months ended September 30, 2025 are acquisition related costs of \$160.6 million (\$145.0 million after-tax) related to the pending acquisition of IPG (see Note 1 to the unaudited consolidated financial statements). Included in operating expenses are \$127.4 million (\$95.7 million after-tax) of repositioning costs, related to severance actions as we prepare to integrate the pending acquisition of IPG, as well as efficiency initiatives in the second quarter of 2025, primarily within the Omnicom Advertising Group and the Omnicom Production Group. There were no acquisition related costs for the nine months ended September 30, 2024. For the nine months ended September 30, 2024, operating expenses included \$57.8 million (\$42.9 million after-tax) of repositioning costs recorded in the second quarter of 2024, primarily related to severance actions related to the ongoing efficiency initiatives, including strategic agency consolidation in our smaller international markets and the launch of our centralized production strategy (see Note 9 to the unaudited financial statements).

Operating Expenses - Salary and Service Costs

Salary and service costs, which tend to fluctuate with changes in revenue, are comprised of salary and related costs, third-party service costs, and third-party incidental costs.

Salary and service costs for the three months ended September 30, 2025 increased \$125.5 million, or 4.5%, to \$2,921.5 million, compared to the prior year period. Salary and related costs for the three months ended September 30, 2025 decreased

\$68.4 million, or 3.7%, to \$1,778.5 million, primarily due to our prior repositioning actions and changes in our global employee mix, partially offset by an increase related to changes in foreign currency exchange rates. Third-party service costs for the three months ended September 30, 2025 increased \$171.1 million, or 21.8%, to \$955.6 million, primarily as a result of organic growth in our Media & Advertising and Execution & Support disciplines. Third-party incidental costs for the three months ended September 30, 2025 increased \$22.8 million, or 13.9%, to \$187.4 million.

Salary and service costs for the nine months ended September 30, 2025 increased \$311.7 million, or 3.8%, to \$8,600.4 million, compared to the prior year period. Salary and related costs for the nine months ended September 30, 2025 decreased \$144.3 million, or 2.6%, to \$5,386.8 million, primarily due to our prior repositioning actions and changes in our global employee mix, partially offset by an increase related to changes in foreign currency exchange rates. Third-party service costs for the nine months ended September 30, 2025 increased \$377.0 million, or 16.4%, to \$2,670.8 million, primarily as a result of organic growth in our Media & Advertising and Execution & Support disciplines. Third-party incidental costs for the nine months ended September 30, 2025 increased \$79.0 million, or 17.0%, to \$542.8 million.

Operating Expenses - Occupancy and Other Costs

Occupancy and other costs for the three and nine months ended September 30, 2025, which are less directly linked to changes in revenue than salary and service costs, decreased by \$2.9 million, or 0.9%, to \$322.7 million and increased by \$9.3 million, or 1.0%, to \$963.2 million, respectively. For the nine months ended September 30, 2025, the increase in other occupancy costs were driven in part by negative effects from foreign currency exchange rates and higher rent expense in the period. As a percentage of revenue, occupancy and other costs decreased for the three- and nine-month periods ended September 30, 2025.

Operating Expenses - Selling, General & Administrative Expenses

SG&A expenses primarily consist of third-party marketing costs, professional fees, compensation and benefits and occupancy and other costs of our corporate and executive offices, including group-wide finance and accounting, treasury, legal and governance, human resource oversight and similar costs. SG&A expenses increased for the three and nine months ended September 30, 2025 by \$64.0 million and \$156.0 million, respectively, compared to the same periods in 2024, primarily due to acquisition related costs in connection with the pending acquisition of IPG (see Note 1 to the unaudited consolidated financial statements).

Operating Income

Operating income for the three months ended September 30, 2025 decreased \$70.0 million to \$530.1 million, and operating margin decreased to 13.1% from 15.5% compared to the same period in 2024. EBITA for the three months ended September 30, 2025 decreased \$70.7 million to \$551.6 million, and EBITA Margin decreased to 13.7% from 16.0%. Acquisition related costs related to the pending acquisition of IPG and repositioning costs recorded in the third quarter of 2025 (see Notes 1 and 9 to the unaudited financial statements) reduced both operating income and EBITA by \$99.4 million, and reduced both operating margin and EBITA margin by 2.5%. There were no repositioning costs or acquisition related costs for the three months ended September 30, 2024.

Operating income for the nine months ended September 30, 2025 decreased \$167.4 million to \$1,421.9 million, and operating margin decreased to 12.1% from 14.0% compared to the same period in 2024. EBITA for the nine months ended September 30, 2025 decreased \$169.5 million to \$1,485.0 million, and EBITA Margin decreased to 12.6% from 14.6%. Acquisition related costs related to the pending acquisition of IPG and repositioning costs recorded in the nine months ended September 30, 2025 (see Notes 1 and 9 to the unaudited financial statements) reduced both operating income and EBITA by \$288.0 million, and reduced operating margin and EBITA margin by 2.5% for both nine-month periods. There were no acquisition related costs for the nine months ended September 30, 2024. The effect of the repositioning actions in the nine months ended September 30, 2024 reduced both operating income and EBITA by \$57.8 million and decreased both operating margin and EBITA margin by 0.5%.

Net Interest Expense

Net interest expense for the three and nine months ended September 30, 2025 increased \$2.8 million and \$4.4 million period-over-period to \$43.2 million and \$113.3 million, respectively. Interest expense on debt for the three months ended September 30, 2025 decreased \$5.4 million period-over-period to \$56.2 million, as we have cycled through the effects of our refinancing activities in 2024. Interest expense on debt for the nine months ended September 30, 2025 increased \$2.1 million period-over-period to \$171.1 million, primarily related to a higher weighted average cost of debt in 2025. Interest income in the three and nine months ended September 30, 2025 decreased \$8.8 million to \$17.2 million and \$5.2 million to \$68.8 million, respectively, principally due to lower cash balances and lower interest rates.

Income Taxes

Our effective tax rate for the nine months ended September 30, 2025 increased period-over-period to 28.5% from 26.3%, primarily due to the non-deductibility of certain acquisition related costs in connection with the pending acquisition of IPG (see Note 1 to the unaudited consolidated financial statements). The effective tax rate for the nine months ended September 30, 2024, includes the favorable impact from the resolution of certain non-U.S. tax positions of \$7.5 million.

On July 4, 2025, the One Big Beautiful Bill Act was signed into law in the U.S., which contains a broad range of tax reform provisions affecting businesses. The legislation does not have a material impact on our financial statements.

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

Net income - Omnicom Group Inc. in the three months ended September 30, 2025 decreased \$44.6 million to \$341.3 million from \$385.9 million. The period-over-period decrease is due to the factors described above. Diluted net income per share - Omnicom Group Inc. decreased to \$1.75 in the three months ended September 30, 2025, from \$1.95 in the three months ended September 30, 2024, due to the factors described above, partially offset by the impact of the reduction in our weighted average common shares outstanding resulting from repurchases of our common stock. For the three months ended September 30, 2025, the impact of the acquisition related costs and repositioning costs (see Notes 1 and 9 to the unaudited consolidated financial statements) reduced net income - Omnicom Group Inc. by \$79.2 million and diluted net income per share - Omnicom Group Inc. by \$0.41.

Net income - Omnicom Group Inc. in the nine months ended September 30, 2025 decreased \$146.0 million to \$886.6 million from \$1,032.6 million. The period-over-period decrease is due to the factors described above. Diluted net income per share - Omnicom Group Inc. decreased to \$4.51 in the nine months ended September 30, 2025 from \$5.19 in the nine months ended September 30, 2024, due to the factors described above, partially offset by the impact of the reduction in our weighted average common shares outstanding resulting from the repurchases of our common stock. For the nine months ended September 30, 2025, the impact of the acquisition related costs and repositioning costs (see Notes 1 and 9 to the unaudited consolidated financial statements) reduced net income - Omnicom Group Inc. by \$240.7 million and diluted net income per share - Omnicom Group Inc. by \$1.23. For the nine months ended September 30, 2024, the impact of repositioning costs reduced net income - Omnicom Group Inc. by \$42.9 million and diluted net income per share - Omnicom Group Inc. by \$0.22.

The effect of after-tax amortization of acquired intangible assets and internally developed strategic platform assets decreased diluted net income per share by \$0.08 for each of the three months ended September 30, 2025 and 2024 and by \$0.24 for each of the nine months ended September 30, 2025 and 2024.

NON-GAAP FINANCIAL MEASURES

We use certain non-GAAP financial measures in describing our performance. We use EBITA and EBITA Margin as additional operating performance measures, which excludes from operating income the non-cash amortization expense of acquired intangible assets and internally developed strategic platform assets. We believe EBITA and EBITA Margin are useful measures for investors to evaluate the performance of our business and allows for comparability between the periods presented. 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.

Reconciliation of Non-GAAP Financial Measures

The following table reconciles the U.S. GAAP financial measure of Net Income - Omnicom Group Inc. to EBITA and EBITA Margin:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net Income - Omnicom Group Inc.	\$ 341.3	\$ 385.9	\$ 886.6	\$ 1,032.6
Net Income Attributed To Noncontrolling Interests	19.1	24.0	55.0	62.5
Net Income	360.4	409.9	941.6	1,095.1
Income From Equity Method Investments	5.8	0.4	6.5	4.6
Income Tax Expense	132.3	150.2	373.5	389.9
Income Before Income Taxes and Income From Equity Method Investments	486.9	559.7	1,308.6	1,480.4
Interest Expense	60.4	66.4	182.1	182.9
Interest Income	17.2	26.0	68.8	74.0
Operating Income	530.1	600.1	1,421.9	1,589.3
Add back: Amortization of acquired intangible assets and internally developed strategic platform assets	21.5	22.2	63.1	65.2
Earnings before interest, taxes and amortization of intangible assets ("EBITA")	\$ 551.6	\$ 622.3	\$ 1,485.0	\$ 1,654.5
Revenue	\$ 4,037.1	\$ 3,882.6	\$ 11,743.1	\$ 11,366.9
EBITA	\$ 551.6	\$ 622.3	\$ 1,485.0	\$ 1,654.5
EBITA Margin	13.7 %	16.0 %	12.6 %	14.6 %

LIQUIDITY AND CAPITAL RESOURCES

Cash Sources and Requirements

The primary sources of our short-term liquidity are net cash provided by operating activities and cash and cash equivalents. Additional liquidity sources include our \$2.5 billion unsecured multi-currency revolving credit facility, or Credit Facility, terminating on June 2, 2028, and the ability to issue up to \$2 billion of U.S. Dollar denominated commercial paper and issue up to the equivalent of \$500 million in British Pounds or Euro under a Euro commercial paper program, and access to the capital markets. In addition, certain of our international subsidiaries have uncommitted credit lines that are guaranteed by Omnicom, aggregating \$540.2 million. Our liquidity sources fund our non-discretionary cash requirements and our discretionary spending.

Working capital, which we define as current assets minus current liabilities, is our principal non-discretionary funding requirement. Our working capital cycle typically 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 acquisition related obligations. 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 decreased \$932.9 million from December 31, 2024. During the first nine months of 2025, we used \$99.2 million of cash in operating activities, which included the use for operating capital of \$1.4 billion, primarily related to our typical working capital cycle. Discretionary spending for the first nine months of 2025 was \$963.5 million, compared to \$1.9 billion for the first nine months of 2024, which included \$900.9 million for acquisition of businesses and interests in affiliates, net of cash acquired. Discretionary spending for the first nine months of 2025 was comprised of capital expenditures of \$110.7 million, dividends paid to common shareholders of \$413.9 million, dividends paid to shareholders of noncontrolling interests of \$57.1 million, repurchases of our common stock, net of proceeds from vesting of restricted stock awards and related tax benefits and common stock sold under our employee stock purchase plan of \$294.1 million, the acquisition of additional shares of noncontrolling interests, and payment of contingent purchase price obligations of \$87.7 million. Based on past performance and current expectations, we believe that net cash provided by operating activities and cash and cash equivalents will be sufficient to meet our non-discretionary cash requirements for the next twelve months. In addition, and over the longer term, our Credit Facility is available to fund our working capital and contractual obligations.

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, with maturities generally ranging from overnight to 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 can issue up to a total of \$2 billion of U.S. Dollar-denominated commercial paper and issue up to the equivalent of \$500 million in British Pounds or Euro under a Euro commercial paper program, 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 September 30, 2025, our foreign subsidiaries held approximately \$1.8 billion of our total cash and cash equivalents of \$3.4 billion. Substantially all of the cash is available to us, net of any foreign withholding taxes payable upon repatriation to the United States.

At September 30, 2025, our net debt position, which we define as total debt, including short-term debt, less cash and cash equivalents, increased \$1.2 billion to \$2.9 billion from December 31, 2024. The increase in net debt primarily resulted from the use of cash of \$99.2 million for operating activities, which included the use for operating capital of \$1.4 billion, primarily related to our typical working capital requirement during the period and discretionary spending of \$963.5 million, as discussed above.

Components of net debt:

	September 30, 2025	December 31, 2024	September 30, 2024
Short-term debt	\$ 24.1	\$ 21.3	\$ 16.9
Long-term debt, including current portion	6,275.2	6,035.3	6,930.1
Total debt	6,299.3	6,056.6	6,947.0
Less: Cash and cash equivalents	3,406.5	4,339.4	3,533.9
Net debt	\$ 2,892.8	\$ 1,717.2	\$ 3,413.1

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

Our 2.45% Senior Notes due 2030, 4.20% Senior Notes due 2030, 2.60% Senior Notes due 2031 and 5.30% Senior Notes due 2034 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 3.60% Senior Notes due April 2026, accordingly it has been reclassified to current liabilities on the balance sheet. 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, and Omnicom has fully and unconditionally guaranteed the obligations of OFH with respect to the €600 million 3.70% Senior Notes due 2032, collectively the Euro Notes. OFH's assets consist of its investments in several wholly owned finance companies that function as treasury centers, providing funding for various operating companies in Europe, 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, as applicable.

Omnicom has fully and unconditionally guaranteed the obligations of Omnicom Capital Holdings plc, or OCH, a U.K.-based wholly owned subsidiary of Omnicom, with respect to the £325 million 2.25% Senior Notes due 2033, or the Sterling Notes. OCH's assets consist of its investments in several wholly owned finance companies that function as treasury centers, providing 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 has 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. At September 30, 2025, we were in compliance with this covenant as our Leverage Ratio was 2.6 times. The Credit Facility does not limit our ability to declare or pay dividends or repurchase our common stock.

At September 30, 2025, 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 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 manage our discretionary expenditures. We will also 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. Information regarding our Credit Facility is provided in Note 5 to the unaudited consolidated financial statements.

We have the ability to fund our day-to-day liquidity, including working capital, by issuing commercial paper or borrowing under the Credit Facility. During the three and nine months ended September 30, 2025, there were no drawings under the Credit Facility and no commercial paper issuances.

We may issue 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.

Credit Risk

We provide marketing and 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 2.6% of revenue for the twelve months ended September 30, 2025. 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.

While we use various methods to manage 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, these may be insufficient, less available, or unavailable during a severe economic downturn.

CRITICAL ACCOUNTING ESTIMATES

For a more complete understanding of our accounting estimates and policies, the unaudited consolidated financial statements and the related Management’s Discussion and Analysis of Financial Condition and Results of Operations, readers are encouraged to consider this information together with our discussion of our critical accounting policies under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2024 10-K.

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 annually at May 1 each 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 (Step 0) or proceeding directly to the quantitative goodwill impairment test. While there were no trigger events that required us to perform a quantitative test, we performed the annual quantitative impairment test and compared the fair value of each of our reporting units to its respective carrying value, including goodwill. Effective January 1, 2025, we formed Omnicom Advertising Group (OAG), which aligned all of our creative advertising networks under one segment manager. We identified our regional reporting units as components of our operating segments, which are our four global agency networks. The regional reporting units and practice areas monitor performance and 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, and the employees share similar skill sets. 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, or 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, or WACC, for each reporting unit.

The long-term growth rate and WACC assumptions used in our evaluations:

	May 1, 2025	May 1, 2024
Long-Term Growth Rate	3.5%	3.5%
WACC	12.5% - 12.8%	10.8% - 11.8%

Long-term growth rate represents our estimate of the long-term growth rate for our industry and the geographic markets 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 3.5% and 5.0%, respectively. We considered this history when determining the long-term growth rates used in our annual impairment test at May 1, 2025. Included in the 10-year history is the full year 2020 that reflected the negative impact of the COVID-19 pandemic on the global economy and our revenue. We believe marketing expenditures over the long term have a high correlation to NGDP, notwithstanding the volatility of inflationary environments. Based on our past performance, we also believe that our growth rate can exceed NGDP growth in the short-term in the markets we operate in, which are similar across our reporting units. Accordingly, for our annual test as of May 1, 2025, we used an estimated long-term growth rate of 3.5%.

When performing the annual impairment test as of May 1, 2025 and estimating the future cash flows of our reporting units, we considered the current macroeconomic environment, as well as industry and market specific conditions in 2025. In the first half of 2025, our organic revenue increase was 3.2%, which excluded our net disposition activity and the impact from changes in foreign exchange rates. There were no events through September 30, 2025 that would change our impairment assessments.

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 four 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 goodwill balances and debt vary by reporting unit primarily because some 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 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 as of May 1, 2025 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 of total assets. 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 46%. 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 reporting unit. The results of this sensitivity analysis on our impairment test as of May 1, 2025 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 at May 1 each year, unless events or circumstances trigger the need for an interim impairment test. 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 condition.

ITEM 3. 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 use net investment hedges to manage the volatility of foreign exchange rates on the investment in our foreign subsidiaries. We do not use derivatives for trading or speculative purposes. Using derivatives exposes us to the credit 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. Our 2024 10-K provides a detailed discussion of the market risks affecting our operations. No

material change has occurred in our market risks since the disclosure contained in our 2024 10-K. Note 13 to the unaudited consolidated financial statements provides a discussion of our foreign currency derivatives and cross currency swaps as of September 30, 2025.

ITEM 4. 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 September 30, 2025. Based on that evaluation, our CEO and CFO concluded that, as of September 30, 2025, 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 Quarterly Report on Form 10-Q for the quarter ended September 30, 2025 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 September 30, 2025. 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 our 2024 10-K, has issued an attestation report on Omnicom’s internal control over financial reporting as of December 31, 2024, dated February 5, 2025.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A in our 2024 10-K, as updated by the risk factors disclosed in our quarterly report on Form 10-Q for the quarterly period ended March 31, 2025.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Common stock repurchases during the three months ended September 30, 2025:

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
July 1 - July 31, 2025	1,214,539	\$ 72.54	—	—
August 1 - August 31, 2025	12,714	75.88	—	—
September 1 - September 30, 2025	—	—	—	—
	1,227,253	\$ 72.57	—	—

During the three months ended September 30, 2025, we purchased 958,903 shares of our common stock for general corporate purposes in the open market, including under a plan meeting the requirements of Rule 10b5-1 under the Exchange Act, and we withheld 268,350 shares from employees to satisfy estimated statutory income tax obligations related to vesting of restricted stock awards and stock option exercises. 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 September 30, 2025.

Item 5. Other Information

During the quarter ended September 30, 2025, none of the Company’s directors or officers adopted, modified, or terminated a Rule 10b5-1 trading arrangement, or a non-Rule 10b5-1 trading arrangement, in each case as defined in Item 408 of Regulation S-K.

Item 6. Exhibits

31.1	Certification of the Chairman and Chief Executive Officer required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	Certification of the 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)

SIGNATURES

Pursuant to the requirements 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.

Date: October 22, 2025

OMNICOM GROUP INC.

/s/ PHILIP J. ANGELASTRO

Philip J. Angelastro
Executive Vice President and Chief Financial Officer (Principal
Financial Officer and Authorized Signatory)

CERTIFICATION

I, John D. Wren, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2025 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: October 22, 2025

/s/ JOHN D. WREN

John D. Wren
Chairman and Chief Executive Officer

CERTIFICATION

I, Philip J. Angelastro, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2025 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: October 22, 2025

/s/ PHILIP J. ANGELASTRO

Philip J. Angelastro
Executive Vice President and
Chief Financial Officer

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 Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, 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: October 22, 2025

	/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.