UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): February 18, 2026

OMNICOM GROUP INC.
(Exact Name of Registrant as Specified in its Charter)

New York	1-10551	13-1514814
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

280 Park Avenue, New York, NY	10017
(Address of principal executive offices)	(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.15 per share	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 is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 2.02. Results of Operations and Financial Condition.

On February 18, 2026, Omnicom Group Inc. ("Omnicom," the "Company," "we," "our" or "us") published an earnings release reporting its financial results for the three months and year ended December 31, 2025. A copy of the earnings release is furnished as Exhibit 99.1 to this report and is incorporated by reference herein in its entirety.

Item 7.01. Regulation FD Disclosure.

On February 18, 2026, Omnicom hosted an earnings call and posted on its website a related investor presentation in connection with publishing its financial results for the three months and year ended December 31, 2025. A copy of the presentation is furnished as Exhibit 99.2 to this report and is incorporated by reference herein in its entirety.

On February 18, 2026, Omnicom issued a press release announcing that its Board of Directors approved a $5.0 billion share repurchase program and Omnicom entered into $2.5 billion of accelerated share repurchase arrangements. A copy of the press release is furnished as Exhibit 99.3 to this report and is incorporated by reference herein in its entirety.

The information under Items 2.02 and 7.01 above (including Exhibits 99.1, 99.2 and 99.3 hereto) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Forward-Looking Statements.

Certain statements in the exhibits to this Current Report on Form 8-K contains forward-looking statements, including statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. In addition, from time to time, we or our representatives have made, or may make, forward-looking statements, orally or in writing. These statements, other than statements of historical fact, 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 our management as well as assumptions made by, and information currently available to, our 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 our 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 completed merger (the Merger) between us and The Interpublic Group of Companies, Inc. (IPG), including risks related to the integration of IPG’s business, such as, among others: uncertainties associated with retaining key management and other employees; potential disruptions to client, vendor, and business partner relationships; the risk that integration activities may be more time-consuming, complex, or costly than expected; the possibility that anticipated synergies, efficiencies, and other benefits of the Merger may not be realized, or may be realized more slowly than anticipated; and risks associated with managing a larger, more complex combined organization and effectively integrating systems, processes, operations, and cultures;
- adverse economic conditions, 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 us or our 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 an inability 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, or AI, technologies and related partnerships in our business, and their use by our competitors;
- failure to adapt to technological developments;
- our liquidity, long-term financing needs, credit ratings and access to capital markets;
- changes in legislation or governmental regulations affecting us or our clients;
- losses on media purchases and production costs incurred on behalf of clients;
- risks associated with assumptions we make in connection with our acquisitions, critical accounting estimates and legal proceedings;
- our 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;
- risks related to our 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;
- changes in tax rates, tax laws, regulations or interpretations, or adverse outcomes of tax audits or proceedings; and
- other business, financial, operational and legal risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission (SEC).

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

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*.

Exhibit Number	Description
99.1	Earnings release dated February 18, 2026.
99.2	Investor presentation materials dated February 18, 2026.
99.3	Press release dated February 18, 2026.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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 hereunto duly authorized.

Omnicom Group Inc.

By: /s/ Andrew L. Castellaneta

Name: Andrew L. Castellaneta

Title: Senior Vice President,
Chief Accounting Officer

Date: February 18, 2026

OMNICOM REPORTS FOURTH QUARTER AND FULL YEAR 2025 RESULTS

2025 Fourth Quarter:

- **Revenue of $5.5 billion**
- **Net loss of $0.9 billion; net income of $607.7 million Non-GAAP adjusted**
- **Diluted loss per share of $4.02; earnings per share of $2.59 Non-GAAP adjusted**
- **Operating loss of $1.0 billion; Non-GAAP Adj. EBITA of $928.9 million with a 16.8% margin**

2025 Full Year:

- **Revenue of $17.3 billion**
- **Net loss of $54.5 million; net income of $1.8 billion Non-GAAP adjusted**
- **Diluted loss per share of $0.27; earnings per share of $8.65 Non-GAAP adjusted**
- **Operating income of $444.7 million; Non-GAAP Adj. EBITA of $2.7 billion with a 15.6% margin**

NEW YORK, February 18, 2026 - Omnicom (NYSE: OMC) today announced results for the full year and quarter ended December 31, 2025.

"Since the successful closing of the Interpublic acquisition on November 26, we made key leadership and brand announcements, refreshed our enterprise growth strategy, and launched the next generation of our Omni data and technology platform," said John Wren, Chairman and Chief Executive Officer of Omnicom. "We have also executed on three key priorities. First, we are simplifying and aligning our portfolio of businesses to prioritize Connected Capability delivery, growth, and profitability. Second, we are doubling our total cost synergy target to $1.5 billion, including $900 million in 2026. And third, our Board has authorized a $5.0 billion share buyback, including a $2.5 billion Accelerated Share Repurchase. We expect these catalysts to positively transform our business performance this year and beyond."

Fourth Quarter 2025 Results

$ in millions, except per share amounts	Three Months Ended December 31,	
	2025	**2024**
Revenue	$ 5,528.8	$ 4,322.2
Operating Income (Loss)	(977.2)	685.3
Operating Income Margin	(17.7)%	15.9 %
Net Income (Loss)[1]	(941.1)	448.0
Net Income (Loss) per Share - Diluted[1]	$ (4.02)	$ 2.26
Non-GAAP Measures:[1]		
EBITA	$ (924.5)	$ 707.6
EBITA Margin	(16.7)%	16.4 %
Adjusted EBITA	928.9	722.2
Adjusted EBITA Margin	16.8 %	16.7 %
Non-GAAP Adjusted Net Income per Share - Diluted	$ 2.59	$ 2.41

1) See notes on page 13.

Revenue

Revenue in the fourth quarter of 2025 increased $1.2 billion, or 27.9%, to $5.5 billion as compared to the fourth quarter of 2024, primarily due to constant currency revenue growth and to the inclusion of one month of revenue attributable to The Interpublic Group of Companies, Inc. ("IPG") acquisition which closed on November 26, 2025. The impact of foreign currency translation increased revenue by $89.0 million, or 2.1%.

Revenue contribution by discipline in the fourth quarter of 2025 was as follows: 60.1% for Media & Advertising, 10.3% for Precision Marketing, 9.1% for Public Relations, 7.3% for Healthcare, 6.5% for Experiential, 3.7% for Execution & Support, and 3.0% for Branding & Retail Commerce.

Revenue contribution by region in the fourth quarter of 2025 was as follows: 51.9% for the United States, 17.6% for Euro Markets & Other Europe, 9.6% for the United Kingdom, 10.7% for Asia Pacific, 3.7% for Latin America, 3.7% for the Middle East & Africa, and 2.8% for Other North America.

Expenses

Operating expenses increased $2.9 billion to $6.5 billion in the fourth quarter of 2025 compared to the fourth quarter of 2024. Included in operating expenses in the fourth quarter of 2025 are $186.7 million of transaction costs related to the acquisition of IPG, $1.1 billion of repositioning costs, and $543.4 million of loss on planned dispositions following closing of the IPG acquisition. In addition, operating expenses include one month of operating expenses of IPG.

Salary and service costs increased $899.8 million, or 28.6%, to $4.0 billion primarily due to the IPG acquisition and constant currency revenue growth. These costs tend to fluctuate with changes in revenue and are comprised of salary and related costs, which include employee compensation and benefits costs and freelance labor, third-party service costs, and third-party incidental costs. Salary and related costs increased $480.8 million, or 25.2%, to $2.4 billion. As a percentage of revenue, salary and related costs decreased as compared to the prior period. Third-party service costs include third-party supplier costs when we act as principal in providing services to our clients. Third-party service costs increased $388.1 million, or 36.8%, to $1.4 billion, primarily due to growth in our Media & Advertising and Experiential disciplines and the effects of including one month of IPG costs. Third-party incidental costs that are required to be included in revenue primarily consist of client-related travel and incidental out-of-pocket costs, which are billed back to the client directly at our cost. Third-party incidental costs increased $30.9 million, or 17.3%, to $209.6 million, primarily due to revenue growth and the effects of including one month of IPG costs.

Occupancy and other costs, which are less directly linked to changes in revenue than salary and service costs, increased $83.0 million, or 25.9%, to $403.5 million, primarily due to the inclusion of one month of IPG occupancy costs in the quarter.

SG&A expenses increased $181.6 million, or 161.7%, to $293.9 million. Included in SG&A expenses in the fourth quarter of 2025 are $186.7 million of transaction costs related to the acquisition of IPG.

Operating Income (Loss)

Operating income decreased $1.7 billion, or 242.6%, to a loss of $977.2 million in the fourth quarter of 2025 compared to the fourth quarter of 2024, primarily as a result of IPG acquisition related costs and repositioning costs.

Interest Expense, net

Net interest expense in the fourth quarter of 2025 increased $15.1 million to $53.2 million compared to the fourth quarter of 2024, primarily due to the IPG acquisition and the related exchange of IPG debt into Omnicom debt. Interest expense increased $16.3 million to $81.3 million. Interest income increased $1.2 million to $28.1 million.

Income Taxes

Our effective tax rate on the operating loss for the fourth quarter of 2025 was 12.7% compared to 26.4% for the fourth quarter of 2024. The effective tax rate for 2025 reflects the impacts of the lower tax benefit associated with severance and repositioning charges and IPG acquisition related costs, which are not deductible in certain jurisdictions.

Net Income (Loss) – Omnicom Group Inc. and Diluted Net Income per Share

Net income - Omnicom Group Inc. for the fourth quarter of 2025 decreased $1.4 billion to a loss of $941.1 million compared to the fourth quarter of 2024. Weighted-average diluted shares outstanding for the fourth quarter of 2025 increased 17.8% to 233.8 million from 198.4 million primarily as a result of shares issued for the IPG acquisition, partially offset by net share repurchases. Diluted net loss per share of $4.02 decreased $6.28 from income per share $2.26.

Non-GAAP Adjusted Net Income per Share - Diluted for the fourth quarter of 2025 increased $0.18, or 7.5%, to $2.59 from $2.41. Non-GAAP Adjusted Net Income per Share - Diluted for the fourth quarters of 2025 and 2024 excluded $39.0 million and $16.5 million, respectively, of after-tax amortization of acquired intangible assets and internally developed strategic platform assets. Non-GAAP Adjusted Net Income per Share - Diluted for the fourth quarter of 2025 also excluded $173.4 million of after-tax acquisition related costs, $892.6 million of after-tax repositioning costs and $443.8 million of loss on dispositions. In 2024, Non-GAAP Adjusted Net Income per Share - Diluted excluded $13.1 million of costs related to the acquisition of IPG. We present Non-GAAP Adjusted Net Income per Share - Diluted to allow for comparability with the prior year period.

EBITA

EBITA decreased $1.6 billion to a loss of $924.5 million in the fourth quarter of 2025 compared to the fourth quarter of 2024. Adjusted EBITA increased $206.7 million, or 28.6%, to $928.9 million in the fourth quarter of 2025 compared to the fourth quarter of 2024, and the related margin increased to 16.8% from 16.7%. EBITA and Adjusted EBITA excluded amortization of acquired intangible assets and internally developed strategic platform assets of $52.7 million and $22.3 million in the fourth quarters of 2025 and 2024, respectively. Adjusted EBITA also excluded $186.7 million of costs related to the acquisition of IPG, repositioning costs of $1.1 billion, and a loss on dispositions of $543.4 million in the fourth quarter of 2025. Adjusted EBITA in 2024 also excluded $14.6 million of costs related to the acquisition of IPG.

Full Year 2025 Results

$ in millions, except per share amounts	Year Ended December 31,	
	2025	2024
Revenue	$ 17,271.9	$ 15,689.1
Operating Income	444.7	2,274.6
Operating Income Margin	2.6 %	14.5 %
Net Income (Loss)[1]	(54.5)	1,480.6
Net Income (Loss) per Share - Diluted[1]	$ (0.27)	$ 7.46
Non-GAAP Measures:[1]		
EBITA	$ 560.5	$ 2,362.1
EBITA Margin	3.2 %	15.1 %
Adjusted EBITA	2,701.9	2,434.5
Adjusted EBITA Margin	15.6 %	15.5 %
Non-GAAP Adjusted Net Income per Share - Diluted	$ 8.65	$ 8.06

1) See notes on page 13.

Revenue

Revenue in 2025 increased $1.6 billion, or 10.1%, to $17.3 billion as compared to 2024, primarily due to constant currency revenue growth. Our performance also benefited from one month of operations of IPG. The impact of foreign currency translation increased revenue by $124.6 million, or 0.8%.

Revenue contribution by discipline in 2025 was as follows: 58.0% for Media & Advertising, 11.2% for Precision Marketing, 9.3% for Public Relations, 8.0% for Healthcare, 5.0% for Experiential, 4.9% for Execution & Support, and 3.6% for Branding & Retail Commerce.

Revenue contribution by region in 2025 was as follows: 52.7% for the United States, 17.4% for Euro Markets & Other Europe, 11.1% for Asia Pacific, 10.5% for the United Kingdom, 3.1% for Latin America, 2.4% for the Middle East & Africa, and 2.8% for Other North America.

Expenses

Operating expenses increased $3.4 billion, or 25.4%, to $16.8 billion in 2025 compared to 2024. Included in operating expenses in 2025 are $347.3 million of IPG acquisition-related costs, $1.2 billion of repositioning costs related to the actions we took in the second and fourth quarters of 2025 and $547.1 million of loss on planned dispositions following closing of the IPG acquisition.

Salary and service costs increased $1.2 billion, or 10.6%, to $12.6 billion, primarily due to revenue growth and the inclusion of one month of operations of IPG. These costs tend to fluctuate with changes in revenue and are comprised of salary and related costs, which include employee compensation and benefits costs and freelance labor, third-party service costs, and third-party incidental costs. Salary and related costs increased $336.5 million, or 4.5%, to $7.8 billion. As a percentage of revenue, salary and related costs decreased as compared to the prior year. Third-party service costs include third-party supplier costs when we act as principal in providing services to our clients. Third-party service costs increased $765.1 million, or 22.8%, to $4.1 billion, primarily due to growth in our Media & Advertising and Experiential disciplines and the effects of including one month of operations of IPG. Third-party incidental costs that are required to be included in revenue primarily consist of client-related travel and incidental out-of-pocket costs, which are billed back to the client directly at our cost. Third-party incidental costs increased $109.9 million, or 17.1%, to $752.4 million, primarily due to revenue growth and the effects of including one month of IPG costs.

Occupancy and other costs, which are less directly linked to changes in revenue than salary and service costs, increased $92.3 million, or 7.2%, to $1.4 billion, primarily due to the effects of including one month of IPG costs.

SG&A expenses increased $337.6 million, to $745.7 million. Included in SG&A expenses in 2025 are $347.3 million of transaction costs related to the acquisition of IPG.

Operating Income

Operating income decreased $1.8 billion, to $444.7 million in 2025 compared to 2024 due to IPG acquisition related costs and repositioning costs.

Interest Expense, net

Net interest expense in 2025 increased $19.5 million to $166.5 million compared to 2024 primarily due to the IPG acquisition and the related exchange of IPG debt into Omnicom debt. Interest expense increased $15.5 million to $263.4 million. Interest income decreased $4.0 million to $96.9 million, primarily due to lower interest rates.

Income Taxes

Our effective tax rate for 2025 increased to 87.1% compared to 26.3% for 2024. The effective tax rate for 2025 increased primarily due to the lower tax benefit associated with severance and repositioning charges and IPG acquisition related costs, which are not deductible in certain jurisdictions.

Net Income (Loss) – Omnicom Group Inc. and Diluted Net Income per Share

Net income - Omnicom Group Inc. for 2025 decreased $1.5 billion to a net loss of $54.5 million compared to 2024. Weighted-average diluted shares outstanding for 2025 increased 3.2% to 204.9 million from 198.6 million, primarily as a result of shares issued for the IPG acquisition, partially offset by net share repurchases. Diluted net loss per share of $0.27 decreased from net income per share of $7.46.

Non-GAAP Adjusted Net Income per Share - Diluted for 2025 increased $0.59, or 7.3%, to $8.65 from $8.06. Non-GAAP Adjusted Net Income per Share - Diluted for 2025 and 2024 excluded $85.7 million and $64.7 million, respectively, of after-tax amortization of acquired intangible assets and internally developed strategic platform assets. Non-GAAP Adjusted Net Income per Share - Diluted for 2025 excluded $318.5 million of after-tax acquisition related costs, $984.5 million of after-tax repositioning costs and $447.5 million of loss on dispositions. Non-GAAP Adjusted Net Income per Share - Diluted for 2024 excluded $13.1 million of after-tax acquisition related costs and $42.9 million of after-tax repositioning costs. We present Non-GAAP Adjusted Net Income per Share - Diluted to allow for comparability with the prior year period.

EBITA

EBITA decreased $1.8 billion, or 76.3%, to $560.5 million in 2025 compared to 2024, and the related margin decreased to 3.2% from 15.1%. Adjusted EBITA increased $267.4 million, or 11.0%, to $2.7 billion in 2025 compared to 2024, and the related margin increased to 15.6% from 15.5%. EBITA and Adjusted EBITA excluded amortization of acquired intangible assets and internally developed strategic platform assets of $115.8 million and $87.5 million in 2025 and 2024, respectively. Adjusted EBITA excluded $347.3 million of costs related to the acquisition of IPG, repositioning costs of $1.2 billion, and a loss on dispositions of $547.1 million in 2025. Adjusted EBITA in 2024 excluded $14.6 million of costs related to the acquisition of IPG and repositioning costs of $57.8 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 and disruptions closely, as well as client revenue levels and other factors. In response to reductions in revenue, we can take actions to align our cost structure with changes in client demand and manage our working capital. However, there can be no assurance as to the effectiveness of our efforts to mitigate any impact of the current and future adverse economic conditions and disruptions, reductions in client revenue, changes in client creditworthiness and other developments.

Definitions - Components of Revenue Change

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

Foreign exchange rate impact: calculated by translating the current period's local currency revenue using the prior period average exchange rates to derive current period constant currency revenue. The foreign exchange rate impact is the difference between the current period revenue in U.S. Dollars and the current period constant currency revenue.

Constant currency growth: represents the change in revenue from the prior year, excluding the effects of foreign currency exchange rate fluctuations. This measure is calculated by adjusting current-period revenue to eliminate the impact of changes in foreign exchange rates and comparing the resulting amount to prior-year revenue.

Conference Call

Omnicom will host a conference call to review its financial results on February 18, 2026 starting at 4:30 p.m. Eastern Time. A live webcast of the call, along with the related slide presentation, will be available at Omnicom's investor relations website, investor.omc.com, and a webcast replay will be made available after the call concludes.

About Omnicom

Omnicom (NYSE: OMC) is the world's leading marketing and sales company, built for intelligent growth in the next era. Powered by Omni, Omnicom's Connected Capabilities unite the company's world-class agency brands, exceptional talent, and deep domain expertise across media, commerce, consulting, precision marketing, advertising, production, health, public relations, branding, and experiential to address clients' most critical growth priorities. For more information, visit omc.com.

Contact

Investors:	Gregory Lundberg	greg.lundberg@omc.com
Media:	Joanne Trout	joanne.trout@omc.com

Non-GAAP Financial Measures

We present financial measures determined in accordance with generally accepted accounting principles in the United States ("GAAP") and adjustments to the GAAP presentation ("Non-GAAP"), which we believe are meaningful for understanding our performance. We believe these measures are useful in evaluating the impact of certain items on operating performance and allow for comparability between reporting periods. We define EBITA as earnings before interest, taxes, and amortization of acquired intangible assets and internally developed strategic platform assets, and EBITA margin is defined as EBITA divided by revenue. We use EBITA and EBITA margin as additional operating performance measures, which exclude the non-cash amortization expense of acquired intangible assets and internally developed strategic platform assets. We also use Adjusted Operating Income, Adjusted Operating Income Margin, Adjusted EBITA, Adjusted EBITA Margin, Adjusted Income Tax Expense, Adjusted Net Income – Omnicom Group Inc. and Adjusted Net Income per share – Omnicom Group Inc. - Diluted as additional operating performance measures. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in accordance with GAAP. Non-GAAP financial measures as reported by us may not be comparable to similarly titled amounts reported by other companies.

Forward-Looking Statements

Certain statements in this document contain forward-looking statements, including statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. In addition, from time to time, we or our representatives have made, or may make, forward-looking statements, orally or in writing. These statements, other than statements of historical fact, 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 our management as well as assumptions made by, and information currently available to, our 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 our 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 completed merger (the "Merger") between us and The Interpublic Group of Companies, Inc. (IPG), including risks related to the integration of IPG's business, such as, among others: uncertainties associated with retaining key management and other employees; potential disruptions to client, vendor, and business partner relationships; the risk that integration activities may be more time-consuming, complex, or costly than expected; the possibility that anticipated synergies, efficiencies, and other benefits of the Merger may not be realized, or may be realized more slowly than anticipated; and risks associated with managing a larger, more complex combined organization and effectively integrating systems, processes, operations, and cultures;
- adverse economic conditions, 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 us or our 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 an inability 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, or AI, technologies and related partnerships in our business, and their use by our competitors;
- failure to adapt to technological developments;
- our liquidity, long-term financing needs, credit ratings and access to capital markets;
- changes in legislation or governmental regulations affecting us or our clients;
- losses on media purchases and production costs incurred on behalf of clients;
- risks associated with assumptions we make in connection with our acquisitions, critical accounting estimates and legal proceedings;
- our 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;
- risks related to our 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;
- changes in tax rates, tax laws, regulations or interpretations, or adverse outcomes of tax audits or proceedings; and

- other business, financial, operational and legal risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission (SEC).

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that may affect our 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, in this document and in other documents filed from time to time with the SEC. Except as required under applicable law, we do not assume any obligation to update these forward-looking statements.

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

	Three Months Ended December 31,		Full Year	
	2025	2024	2025	2024
Revenue	**$ 5,528.8**	$ 4,322.2	**$ 17,271.9**	$ 15,689.1
Operating Expenses:				
Salary and service costs	**4,043.6**	3,143.8	**12,644.0**	11,432.5
Occupancy and other costs	**403.5**	320.5	**1,366.7**	1,274.4
Severance and repositioning costs[1]	**1,123.3**	—	**1,247.0**	57.8
Loss on disposition of subsidiaries[1]	**543.4**	—	**547.1**	—
Cost of services	**6,113.8**	3,464.3	**15,804.8**	12,764.7
Selling, general and administrative expenses[1]	**293.9**	112.3	**745.7**	408.1
Depreciation and amortization	**98.3**	60.3	**276.7**	241.7
Total Operating Expenses[1]	**6,506.0**	3,636.9	**16,827.2**	13,414.5
Operating Income (Loss)	**(977.2)**	685.3	**444.7**	2,274.6
Interest Expense	**81.3**	65.0	**263.4**	247.9
Interest Income	**28.1**	26.9	**96.9**	100.9
Income (Loss) Before Income Taxes and Income From Equity Method Investments	**(1,030.4)**	647.2	**278.2**	2,127.6
Income Tax Expense (Benefit)[1]	**(131.3)**	170.6	**242.2**	560.5
Income From Equity Method Investments	**1.2**	2.3	**7.7**	6.9
Net Income (Loss)[1]	**(897.9)**	478.9	**43.7**	1,574.0
Net Income Attributed To Noncontrolling Interests	**43.2**	30.9	**98.2**	93.4
Net Income (Loss) - Omnicom Group Inc.[1]	**$ (941.1)**	$ 448.0	**$ (54.5)**	$ 1,480.6
Net Income (Loss) Per Share - Omnicom Group Inc.:[1]				
Basic	**$ (4.02)**	$ 2.28	**$ (0.27)**	$ 7.54
Diluted	**$ (4.02)**	$ 2.26	**$ (0.27)**	$ 7.46
Dividends Declared Per Common Share	**$ 0.80**	$ 0.70	**$ 2.90**	$ 2.80
Operating income (loss) margin	**(17.7)%**	15.9 %	**2.6 %**	14.5 %
Non-GAAP Measures:[4]				
EBITA[2]	**$ (924.5)**	$ 707.6	**$ 560.5**	$ 2,362.1
EBITA Margin[2]	**(16.7)%**	16.4 %	**3.2 %**	15.1 %
EBITA - Adjusted[1,2]	**$ 928.9**	$ 722.2	**$ 2,701.9**	$ 2,434.5
EBITA Margin - Adjusted[1,2]	**16.8 %**	16.7 %	**15.6 %**	15.5 %
Non-GAAP Adjusted Net Income Per Share - Omnicom Group Inc. - Diluted[1,3]	**$ 2.59**	$ 2.41	**$ 8.65**	$ 8.06

1) See Note 3 on page 13.
2) See Note 4 on page 13 for the definition of EBITA.
3) Adjusted Net Income per Share - Diluted for the three months and year ended December 31, 2025 excludes after-tax amortization of acquired intangible assets and internally developed strategic platform assets, after-tax severance and repositioning costs, after-tax loss on disposition of subsidiaries and after-tax acquisition related costs. Adjusted Net Income per Share - Diluted for the three months and year ended December 31, 2024 excludes after-tax amortization of acquired intangible assets and internally developed strategic platform assets and after-tax acquisition related costs, and for the year ended December 31, 2024, also excludes after-tax severance and repositioning costs. We believe these measures are useful in evaluating the impact of these items on operating performance and allows for comparability between reporting periods.
4) See Non-GAAP reconciliations starting on page 11.

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

	Three Months Ended December 31,		Full Year	
	2025	**2024**	**2025**	**2024**
Revenue	**$ 5,528.8**	$ 4,322.2	**$ 17,271.9**	$ 15,689.1
Operating Expenses:				
Salary and service costs:				
Salary and related costs	**2,391.1**	1,910.3	**7,777.9**	7,441.4
Third-party service costs[1]	**1,442.9**	1,054.8	**4,113.7**	3,348.6
Third-party incidental costs[2]	**209.6**	178.7	**752.4**	642.5
Total salary and service costs	**4,043.6**	3,143.8	**12,644.0**	11,432.5
Occupancy and other costs	**403.5**	320.5	**1,366.7**	1,274.4
Severance and repositioning costs[3]	**1,123.3**	—	**1,247.0**	57.8
Loss on disposition of subsidiaries[3]	**543.4**	—	**547.1**	—
Cost of services	**6,113.8**	3,464.3	**15,804.8**	12,764.7
Selling, general and administrative expenses[3]	**293.9**	112.3	**745.7**	408.1
Depreciation and amortization	**98.3**	60.3	**276.7**	241.7
Total operating expenses[3]	**6,506.0**	3,636.9	**16,827.2**	13,414.5
Operating Income (Loss)	**$ (977.2)**	$ 685.3	**$ 444.7**	$ 2,274.6

1) Third-party service costs include third-party supplier costs when we act as principal in providing services to our clients.
2) Third-party incidental costs primarily consist of client-related travel and incidental out-of-pocket costs, which we bill back to the client directly at our cost and which we are required to include in revenue.
3) See Note 3 on page 13.

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

	Three Months Ended December 31,		Full Year	
	2025	2024	2025	2024
Net Income (Loss) - Omnicom Group Inc.	**$ (941.1)**	$ 448.0	**$ (54.5)**	$ 1,480.6
Net Income Attributed To Noncontrolling Interests	**43.2**	30.9	**98.2**	93.4
Net Income (Loss)	**(897.9)**	478.9	**43.7**	1,574.0
Income From Equity Method Investments	**1.2**	2.3	**7.7**	6.9
Income Tax Expense (Benefit)	**(131.3)**	170.6	**242.2**	560.5
Income (Loss) Before Income Taxes and Income From Equity Method Investments	**(1,030.4)**	647.2	**278.2**	2,127.6
Interest Expense	**81.3**	65.0	**263.4**	247.9
Interest Income	**28.1**	26.9	**96.9**	100.9
Operating Income (Loss)	**(977.2)**	685.3	**444.7**	2,274.6
Add back: amortization of acquired intangible assets and internally developed strategic platform assets[1]	**52.7**	22.3	**115.8**	87.5
Earnings (Loss) before interest, taxes and amortization of intangible assets ("EBITA")[1]	**$ (924.5)**	$ 707.6	**$ 560.5**	$ 2,362.1
Amortization of other purchased and internally developed software	**3.9**	4.7	**15.8**	18.1
Depreciation	**41.7**	33.3	**145.1**	136.1
EBITDA	**$ (878.9)**	$ 745.6	**$ 721.4**	$ 2,516.3
EBITA[1]	**$ (924.5)**	$ 707.6	**$ 560.5**	$ 2,362.1
Severance and repositioning costs[2]	**1,123.3**	—	**1,247.0**	57.8
Loss on disposition of subsidiary[2]	**543.4**	—	**547.1**	—
Acquisition related costs[2]	**186.7**	14.6	**347.3**	14.6
EBITA - Adjusted[1,2]	**$ 928.9**	$ 722.2	**$ 2,701.9**	$ 2,434.5
Revenue	**$ 5,528.8**	$ 4,322.2	**$ 17,271.9**	$ 15,689.1
Non-GAAP Measures:				
EBITA[1]	**$ (924.5)**	$ 707.6	**$ 560.5**	$ 2,362.1
EBITA Margin[1]	**(16.7)%**	16.4 %	**3.2 %**	15.1 %
EBITA - Adjusted[1,2]	**$ 928.9**	$ 722.2	**$ 2,701.9**	$ 2,434.5
EBITA Margin - Adjusted[1,2]	**16.8 %**	16.7 %	**15.6 %**	15.5 %

1) See Note 4 on page 13 for the definition of EBITA.
2) See Note 3 on page 13.

The above table reconciles the Non-GAAP financial measures of EBITDA, EBITA, EBITA - Adjusted, EBITA Margin and EBITA Margin- Adjusted to the GAAP financial measure of Net Income- Omnicom Group Inc. We use EBITA and EBITA Margin as additional operating performance measures, which exclude the non-cash amortization expense of acquired intangible assets and internally developed strategic platform assets. Accordingly, we believe EBITA, EBITA Margin, EBITA - Adjusted, and EBITA Margin - Adjusted are useful measures for investors to evaluate the comparability of the performance of our business year to year.

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

	Three Months Ended December 31,					
	Reported 2025	Non-GAAP Adj. (1)	Non-GAAP 2025 Adj.	Reported 2024	Non-GAAP Adj. (1)	Non-GAAP 2024 Adj.
Revenue	**$ 5,528.8**	**$ —**	**$ 5,528.8**	$ 4,322.2	$ —	$ 4,322.2
Operating Expenses[1]	**6,506.0**	**(1,853.4)**	**4,652.6**	3,636.9	(14.6)	3,622.3
Operating Income (Loss)	**(977.2)**	**1,853.4**	**876.2**	685.3	14.6	699.9
Operating Income Margin	**(17.7)%**		**15.8 %**	15.9 %		16.2 %

	Full Year					
	Reported 2025	Non-GAAP Adj. (1)	Non-GAAP 2025 Adj.	Reported 2024	Non-GAAP Adj. (1)	Non-GAAP 2024 Adj.
Revenue	**$17,271.9**	**$ —**	**$ 17,271.9**	$ 15,689.1	$ —	$ 15,689.1
Operating Expenses[1]	**16,827.2**	**(2,141.4)**	**14,685.8**	13,414.5	(72.4)	13,342.1
Operating Income	**444.7**	**2,141.4**	**2,586.1**	2,274.6	72.4	2,347.0
Operating Income Margin	**2.6 %**		**15.0 %**	14.5 %		15.0 %

	Three Months Ended December 31,				Full Year			
	2025		2024		2025		2024	
	Net Income	Net Income per Share-Diluted	Net Income	Net Income per Share-Diluted	Net Income	Net Income per Share-Diluted	Net Income	Net Income per Share-Diluted
Net Income (Loss) - Omnicom Group Inc. - Reported	**$ (941.1)**	**$ (4.02)**	$ 448.0	$ 2.26	**$ (54.5)**	**$ (0.27)**	$ 1,480.6	$ 7.46
Severance and repositioning costs (after-tax)[2]	**892.6**	**3.80**	—	—	**984.5**	**4.78**	42.9	0.22
Loss on dispositions[1]	**443.8**	**1.90**	—	—	**447.5**	**2.17**	—	—
Acquisition related costs (after-tax)[1,2]	**173.4**	**0.74**	13.1	0.07	**318.5**	**1.55**	13.1	0.06
Amortization of acquired intangible assets and internally developed strategic platform assets (after-tax)[2]	**39.0**	**0.17**	16.5	0.08	**85.7**	**0.42**	64.7	0.32
Non-GAAP Net Income - Omnicom Group Inc. - Adjusted[2,3]	**$ 607.7**	**$ 2.59**	$ 477.6	$ 2.41	**$ 1,781.7**	**$ 8.65**	$ 1,601.3	$ 8.06

1) See Note 3 on page 13.
2) Adjusted Net Income per Share - Diluted for the three months and year ended December 31, 2025 excludes after-tax amortization of acquired intangible assets and internally developed strategic platform assets, after-tax severance and repositioning costs, after-tax loss on disposition of subsidiaries and after-tax acquisition related costs. Adjusted Net Income per Share - Diluted for the three months and year ended December 31, 2024 excludes after-tax amortization of acquired intangible assets and internally developed strategic platform assets and after-tax acquisition related costs, and for the year ended December 31, 2024, also excludes after-tax severance and repositioning costs. We believe these measures are useful in evaluating the impact of these items on operating performance and allows for comparability between reporting periods.
3) Weighted-average diluted shares for the three months ended December 31, 2025 and 2024 were 233.8 million and 198.4 million, respectively. Weighted-average diluted shares for the year ended December 31, 2025 and 2024 were 204.9 million and 198.6 million, respectively. The above tables reconcile the Non-GAAP financial measures of Non-GAAP Operating Income - Adjusted, Non-GAAP Net Income-Omnicom Group Inc. - Adjusted and Non-GAAP Adjusted Net Income per Share - Diluted to the GAAP financial measures of Operating Income, Net Income - Omnicom Group Inc. and Net Income per Share - Diluted. Management believes these Non-GAAP measures are useful for investors to evaluate the comparability of the performance of our business year to year.

NOTES:

1) Net Income and Net Income per Share for Omnicom Group Inc.
2) See non-GAAP reconciliations starting on page 11.
3) In 2025, operating expenses included $1.2 billion ($984.5 million after-tax) related to severance, real estate repositioning, contract cancellations and other costs, and $547.1 million ($447.5 million after-tax) of loss on dispositions of certain businesses in connection with the Merger as well as efficiency initiatives taken in the second quarter of 2025, primarily within Omnicom Advertising and Omnicom Production. Included in selling, general and administrative expenses are acquisition related costs of $347.3 million ($318.5 million after-tax), related to the Merger with IPG. The net impact of these items reduced operating income for 2025 by $2.1 billion ($1.8 billion after-tax) and reduced diluted net income per share - Omnicom Group Inc. by $8.50.

   In 2024, operating expenses included $57.8 million ($42.9 million after-tax) of repositioning costs, primarily related to severance, recorded in the second quarter of 2024. Included in selling, general and administrative expenses in the fourth quarter of 2024 are acquisition related costs of $14.6 million ($13.1 million after-tax), related to the Merger with IPG. The net impact of these items reduced operating income for 2024 by $72.4 million ($56.0 million after-tax) and reduced diluted net income per share - Omnicom Group Inc. by $0.28.
4) We define EBITA as earnings before interest, taxes and amortization of acquired intangible assets and internally developed strategic platform assets.

2025
FOURTH QUARTER & FULL YEAR

February 18, 2026

OMNICOM

THE NEW OMNICOM – CLIENTS, PEOPLE & PLATFORMS

- **Announced new Connected Capability organization and leadership**
  - Completed Connected Capability geographic and brand alignments
  - Brings together exceptional capabilities & talent to address clients' growth priorities
- **Launched client enterprise growth strategy**
  - Formed Growth & Solutions team to drive new business opportunities
  - Expanded Client Success Leaders group to service and grow our client relationships
- **Combined technology platform organizations and launched the next generation Omni**
  - Significantly expanded our talent and industry leadership in AI, identity, and data
  - Integrated Acxiom Real iD, Flywheel Commerce Cloud, and Omni data
- **Operations integration well underway across real estate, IT, and shared services**

POSITIONED PORTFOLIO FOR GROWTH

- **Simplified and aligned portfolio of businesses to deliver integrated services connecting media, creative content, consulting, data, technology, and commerce across our organization**
  - Connected Capabilities provides higher-growth strategic services linked to business outcomes for clients
- **Identified smaller markets to move from majority to minority-owned position**
  - Revenue of approximately $700 million[i]
- **Identified non-strategic and underperforming businesses for sale or exit**
  - Revenue of approximately $2.5 billion[i]

(i) For the last twelve months ended September 30, 2025. See slide 4

POSITIONED PORTFOLIO FOR GROWTH
COMBINED LTM ENDED 9/30/25 - OMC + IPG (i)

Retained businesses had combined revenue of $23.1 billion (LTM 9/30/25)

Revenue ($Millions)

	Three Months Ended	OMC	IPG	OMC + IPG Combined	Planned Dispositions	Combined Net of Planned Dispositions
Q4	December 31, 2024	$ 4,322.2	$ 2,857.0	$ 7,179.2	$ (921.9)	$ 6,257.3
Q1	March 31, 2025	3,690.4	2,322.6	6,013.0	(703.2)	5,309.8
Q2	June 30, 2025	4,015.6	2,536.8	6,552.4	(767.2)	5,785.2
Q3	September 30, 2025	4,037.1	2,494.0	6,531.1	(782.5)	5,748.6
LTM	September 30, 2025	**$ 16,065.3**	**$ 10,210.4**	**$ 26,275.7**	**$ (3,174.8)**	**$ 23,100.9**

(i) See slides 22 to 24 for additional details

Note: Three month results for each period as reported in Form 8-K, Form 10-Q, and Form 10-K by each company

SYNERGIES

Projected cost synergy target over three years doubled to $1.5 billion vs. initial estimate of $750 million

	Planned Synergies		
	2026	**2027**	**2028**
Labor-related	$ 645.0	$ 920.0	$ 1,000.0
Real estate-related	180.0	220.0	240.0
G&A, IT, Procurement & other	75.0	160.0	260.0
Total	**$ 900.0**	**$ 1,300.0**	**$ 1,500.0**
Estimated fees & costs to achieve	$ 250.0	$ 100.0	$ 50.0

SHARE REPURCHASE PROGRAM

- **Our Board of Directors approved a $5 billion share repurchase program on February 18**
  - Initiated Accelerated Share Repurchase (ASR) arrangement of $2.5 billion
  - Plan to repurchase an additional $500 million to $1 billion during 2026
- **Repurchases to be financed using cash on hand and existing facilities**
- **Expect to maintain our strong investment grade credit rating**

INCOME STATEMENT SUMMARY -
Reported and Non-GAAP Adjusted

Fourth Quarter

	Reported 2025	Severance, Repositioning & Other Costs	Loss on Planned Dispositions	Acquisition Related Costs	Amortization	Non-GAAP Adj. 2025	Reported 2024	Acquisition Related Costs	Amortization	Non-GAAP Adj. 2024
Revenue	$5,528.8					**$5,528.8**	$4,322.2			$4,322.2
Operating Expenses:										
Severance and repositioning costs[a]	1,123.3	(1,123.3)		—		**—**	—	—		—
Loss on disposition	543.4		(543.4)			**—**	—			—
Selling, general and administrative[a]	293.9	—		(186.7)		**107.2**	112.3	(14.6)		97.7
Operating Expenses[a]	6,506.0	(1,123.3)	(543.4)	(186.7)		**4,652.6**	3,636.9	(14.6)		3,622.3
Operating Income (Loss)[a]	(977.2)	1,123.3	543.4	186.7		**876.2**	685.3	14.6		699.9
Operating Income Margin %	*(17.7)%*					***15.8 %***	*15.9 %*			*16.2 %*
Net Interest Expense	53.2					**53.2**	38.1			38.1
Income Tax Expense (Benefit)[b]	(131.3)	230.7	99.6	13.3		**212.3**	170.6	1.5		172.1
Income Tax Rate	*12.7 %*					***25.8 %***	*26.4 %*			*26.0 %*
Income from Equity Method Investments	1.2					**1.2**	2.3			2.3
Net Income Attributed to Noncontrolling Interests	43.2					**43.2**	30.9			30.9
Amortization of acquired intangible assets and internally developed strategic platform assets (after- tax)	—				39.0	**39.0**	—		16.5	16.5
Net Income (Loss) - Omnicom Group Inc.[a][b]	$ (941.1)	$892.6	$443.8	$173.4	$39.0	**$ 607.7**	$ 448.0	$13.1	$16.5	$ 477.6
Net Income (Loss) per Share - Diluted[a][b][4]	$ (4.02)					**$ 2.59**	$ 2.26			$ 2.41
Non-GAAP Measures:										
EBITA[4]	$ (924.5)	$1,123.3	$543.4	$186.7	$—	**$ 928.9**	$ 707.6	$14.6	$—	$ 722.2
EBITA Margin %	*(16.7)%*					***16.8 %***	*16.4 %*			*16.7 %*

In millions except per share amounts. See Definition (4), Notes on page 13, and Non-GAAP reconciliations on pages 18 - 21.

Operating expenses for the three months ended December 31, 2025 increased compared to the prior year period, primarily due to severance, real estate repositioning, contract cancellations and other costs, and dispositions in connection with the IPG acquisition.

Amortization of acquired intangible assets and internally developed strategic platform assets is already reflected in the "as reported" column of the income statement and included within reported EBITA. It is presented in the net income row to show its impact on Adjusted Net Income - Omnicom Group Inc. and Adjusted Net Income per Share - Diluted.

REVENUE BY DISCIPLINE

Fourth Quarter				
	Revenue	% of Rev	% Growth	C$ % Growth(i)
Media & Advertising	$ 3,322.6	60.1 %	34.4 %	31.9 %
Precision Marketing	568.6	10.3 %	20.2 %	19.0 %
Public Relations	500.8	9.1 %	12.4 %	11.0 %
Healthcare	410.4	7.3 %	21.4 %	20.7 %
Branding & Retail Commerce	164.7	3.0 %	(7.0)%	(8.2)%
Experiential	359.5	6.5 %	73.7 %	71.8 %
Execution & Support	202.2	3.7 %	(3.5)%	(6.9)%
Total	**$ 5,528.8**	**100.0 %**	**27.9 %**	**25.9 %**

Full Year				
	Revenue	% of Rev	% Growth	C$ % Growth(i)
Media & Advertising	$ 10,015.9	58.0 %	15.7 %	14.9 %
Precision Marketing	1,938.5	11.2 %	9.1 %	8.6 %
Public Relations	1,613.6	9.3 %	(1.7)%	(2.2)%
Healthcare	1,379.9	8.0 %	3.2 %	2.5 %
Branding & Retail Commerce	617.6	3.6 %	(15.0)%	(15.8)%
Experiential	862.7	5.0 %	19.9 %	19.0 %
Execution & Support	843.7	4.9 %	1.3 %	(0.4)%
Total	**$ 17,271.9**	**100.0 %**	**10.1 %**	**9.3 %**

In millions. See Definition (2) on page 13 . (i) Constant dollar (C$)

REVENUE BY REGION

Fourth Quarter	Revenue	% of Rev	% Growth	C$ % Growth(i)
United States	$ 2,869.1	51.9 %	31.2 %	31.2 %
Other North America	156.6	2.8 %	31.2 %	31.5 %
United Kingdom	533.2	9.6 %	18.8 %	14.7 %
Euro Markets & Other Europe	974.9	17.6 %	21.6 %	13.6 %
Asia Pacific	587.3	10.7 %	12.3 %	12.4 %
Latin America	202.8	3.7 %	54.7 %	50.8 %
Middle East & Africa	204.9	3.7 %	85.1 %	83.1 %
Total	**$ 5,528.8**	**100.0 %**	**27.9 %**	**25.9 %**

Full Year	Revenue	% of Rev	% Growth	C$ % Growth(i)
United States	$ 9,102.5	52.7 %	11.2 %	11.2 %
Other North America	489.7	2.8 %	5.6 %	11.0 %
United Kingdom	1,817.3	10.5 %	6.9 %	3.6 %
Euro Markets & Other Europe	2,987.6	17.4 %	9.1 %	4.9 %
Asia Pacific	1,925.4	11.1 %	4.2 %	5.1 %
Latin America	540.2	3.1 %	24.6 %	29.3 %
Middle East & Africa	409.2	2.4 %	28.2 %	27.8 %
Total	**$ 17,271.9**	**100.0 %**	**10.1 %**	**9.3 %**

In millions. See Definition (2) on page 13 . (i) Constant dollar (C$)

REVENUE BY INDUSTRY SECTOR

	Fourth Quarter		Full Year	
	2025	**2024**	**2025**	**2024**
Pharma & Health	**15%**	16%	**15%**	16%
Food & Beverage	**14%**	15%	**15%**	15%
Auto	**11%**	12%	**12%**	12%
Consumer Products	**9%**	10%	**9%**	10%
Financial Services	**8%**	7%	**8%**	7%
Retail	**10%**	7%	**8%**	6%
Technology	**7%**	8%	**8%**	8%
Travel & Entertainment	**7%**	7%	**7%**	7%
Government	**3%**	4%	**3%**	4%
Telecommunications	**3%**	3%	**3%**	3%
Services	**3%**	2%	**3%**	3%
Oil, Gas & Utilities	**2%**	2%	**2%**	2%
Not-for-Profit	**1%**	1%	**1%**	1%
Education	**1%**	1%	**1%**	1%
Other	**6%**	5%	**5%**	5%
Total	**100%**	**100%**	**100%**	**100%**

Note: Prior year period amounts conform to the current period presentation. Results include one month (December 2025) of the acquired IPG business.

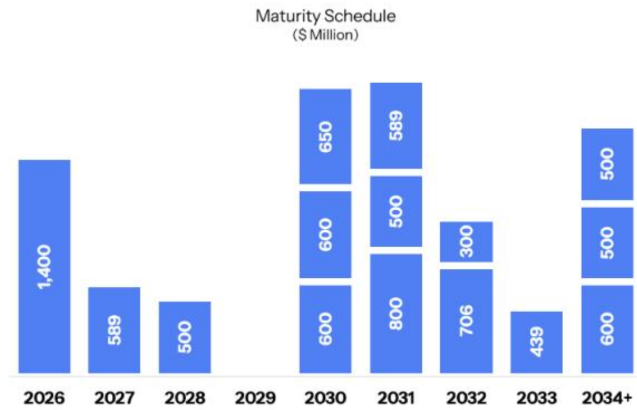
CASH FLOW PERFORMANCE

	Full Year	
	2025	**2024**
Free Cash Flow[3]	**$ 2,226.1**	$ 1,964.7
Primary Uses of Cash:		
Dividends paid to Common Shareholders	**549.6**	552.7
Dividends paid to Noncontrolling Interest Shareholders	**82.9**	85.4
Capital Expenditures	**149.8**	140.6
Net cash (received)/paid for acquisitions, including payment of contingent purchase price obligations, and acquisition of additional noncontrolling interests	**(914.4)**	998.1
Stock Repurchases	**707.9**	370.7
Proceeds from Stock Plans	**(27.2)**	(102.1)
Primary Uses of Cash[3]	**548.6**	2,045.4
Net Free Cash Flow[3]	**$ 1,677.5**	$ (80.7)

In millions. See Definition (3) on page 13 and Non-GAAP reconciliations on pages 18 - 21.

CREDIT & LIQUIDITY

	Full Year	
	2025	2024
EBITDA[(4)]	$ **721.4**	$ 2,516.3
Total Debt / EBITDA	**12.6** x	2.4 x
Net Debt[(5)] */ EBITDA*	**3.1** x	0.7 x
Pro Forma: [(i)]		
Total Debt / Pro forma Adj. EBITDA[(i)]	2.4 x	
Net Debt / Pro forma Adj. EBITDA[(i)]	0.6 x	
Debt		
Bank Loans (Due Less Than 1 Year)	$ **62.0**	$ 21.3
USD-denominated Senior Notes	**4,000.0**	4,000.0
Assumed from IPG	**2,950.0**	
EUR-denominated Senior Notes	**1,883.8**	1,665.1
GBP-denominated Senior Notes	**439.1**	407.9
Other	**(218.4)**	(37.7)
Total Debt	$ **9,116.5**	$ **6,056.6**
Cash and Equivalents	**6,881.1**	4,339.4
Short Term Investments	**—**	—
Net Debt[(5)]	$ **2,235.4**	$ **1,717.2**



- $1,400 of 3.60% Sr. Notes due Apr 2026
- $500 of 4.65% Sr. Notes due 2028 - IPG
- $600 of 4.20% Sr. Notes due Jun 2030
- $800 of 2.60% Sr. Notes due Aug 2031
- $589 of 1.40% Sr. Notes due Jul 2031 (Euro)
- $439 of 2.25% Sr. Notes due Nov 2033 (Sterling)
- $600 of 5.30% Sr. Notes due Nov 2034
- $500 of 5.40% Sr. Notes due 2048 - IPG
- $589 of 0.80% Sr. Notes due Jul 2027 (Euro)
- $600 of 2.45% Sr. Notes due Apr 2030
- $650 of 4.75% Sr. Notes due 2030 - IPG
- $500 of 2.40% Sr. Notes due 2031 - IPG
- $706 of 3.70% Sr. Notes due Mar 2032 (Euro)
- $300 of 5.38% Sr. Notes due 2033 - IPG
- $500 of 3.38% Sr. Notes due 2041 - IPG

In millions. See Definitions (4) and (5) on page 13 and Non-GAAP reconciliations on pages 18 - 21.
Reported amounts for 2025 include all debt assumed from IPG, but only one month of EBITDA attributable to IPG. (i) Pro forma Adj. EBITDA calculated according to the definition used in our credit agreement. At December 31, 2025, we were in compliance with the Leverage Ratio covenant in our credit facility.

NOTES

Financial Notes

(a) For the three months and for the year ended December 31, 2025, operating expenses included $1.1 billion ($892.6 million after-tax) and $1.2 billion ($984.5 million after-tax), respectively, related to severance, real estate repositioning, contract cancellations and other costs, as well as efficiency initiatives taken in the second quarter of 2025, primarily within Omnicom Advertising and Omnicom Production and a $543.3 million ($443.8 million after-tax) and $547.1 million ($447.5 million after-tax), respectively, loss on dispositions of certain businesses in connection with the IPG acquisition. Included in selling, general and administrative expenses are acquisition-related costs for the three months and for the year ended December 31, 2025 included $186.7 million ($173.4 million after-tax) and $347.3 million ($318.5 million after-tax), respectively, related to the IPG acquisition. The net impact of these items reduced operating income for three months and year ended December 31, 2025 by $1.8 billion ($1.5 billion after-tax) and $2.1 billion ($1.8 billion after-tax), respectively, and reduced diluted net income per share - Omnicom Group Inc. by $6.44 and $8.50, respectively. For the year ended December 31, 2024, operating expenses included $57.8 million ($42.9 million after-tax) of repositioning costs, primarily related to severance, recorded in the second quarter of 2024. Included in selling, general and administrative expenses in the fourth quarter of 2024 are acquisition related costs of $14.6 million ($13.1 million after-tax), related to the IPG acquisition. The net impact of these items reduced operating income for 2024 by $72.4 million ($56.0 million after-tax) and reduced diluted net income per share - Omnicom Group Inc. by $0.28.

(b) Income tax expense for the three months and year ended December 31, 2025 included impacts of the severance, repositioning and other costs, dispositions of certain business and acquisition-related costs and repositioning costs. Income tax expense for the three months and year ended December 31, 2024 included impacts related to real estate and other repositioning costs.

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

(d) Third-party incidental costs primarily consist of client-related travel and incidental out-of-pocket costs, which we bill back to the client directly at our cost and which we are required to include in revenue.

(e) Constant Dollar ("C$") expense is calculated by translating the current period's local currency expense using the prior period average exchange rates to derive current period C$ expense. The foreign exchange rate impact is the difference between the current period expense in U.S. Dollars and the current period C$ expense.

Definitions

(1) Foreign exchange rate impact: calculated by translating the current period's local currency revenue using the prior period average exchange rates to derive current period constant currency revenue. The foreign exchange rate impact is the difference between the current period revenue in U.S. Dollars and the current period constant currency revenue.

(2) Constant currency growth (constant dollar, or constant $) represents the change in revenue from the prior year, excluding the effects of foreign currency exchange rate fluctuations. This measure is calculated by adjusting current-period revenue to eliminate the impact of changes in foreign exchange rates and comparing the resulting amount to prior-year revenue.

(3) See page 18 for the reconciliation of Non-GAAP financial measures, which reconciles Free Cash Flow to the Net Cash Provided by Operating Activities and Net Free Cash Flow to the Net Increase (Decrease) in Cash and Cash Equivalents for the periods presented on page 11. The Free Cash Flow, Primary Uses of Cash and Net Free Cash Flow amounts presented on page 15 are Non-GAAP liquidity measures. See page 25 for the definition of Net Free Cash Flow.

(4) EBITA, EBITDA, and Non-GAAP Adjusted Net Income per share - Diluted are Non-GAAP performance measures. See page 25 for the definition of these measures and pages 19 and 21 for the reconciliation of Non-GAAP financial measures.

(5) Net Debt is a Non-GAAP liquidity measure. See page 25 for the definition of this measure, which is reconciled in the table on page 12.

(6) Return on Invested Capital is After Tax Reported Operating Income (a Non-GAAP performance measure – see page 18 for the reconciliation of Non-GAAP financial measures) divided by the average of Invested Capital at the beginning and the end of the period (book value of all long-term liabilities, including those related to operating leases, short-term interest bearing debt, the short-term liability related to operating leases plus shareholders' equity less cash, cash equivalents, short-term investments, and operating lease right of use assets).

(7) Return on Equity is Reported Net Income for the given period divided by the average of shareholders' equity at the beginning and end of the period.

(8) The Free Cash Flow amounts presented on page 15 are Non-GAAP liquidity measures. See page 25 for the definition of this measure and page 18 for the reconciliation of the Non-GAAP financial measures, which reconciles Free Cash Flow to the Net Cash Provided by (Used in) Operating Activities for the periods presented on page 15.

APPENDIX

FREE CASH FLOW

	Year Ended December 31,	
	2025	**2024**
Net Income	$ **43.7**	$ **1,574.0**
Depreciation and Amortization of Intangible Assets	**276.7**	241.7
Share-Based Compensation	**100.8**	91.4
Severance and repositioning costs	**1,247.0**	57.8
Loss on disposition of subsidiary	**547.1**	—
Other Items to Reconcile to Net Cash Provided by (Used in) Operating Activities, net	**10.8**	(0.2)
Free Cash Flow[(8)]	$ **2,226.1**	$ **1,964.7**

In millions. See Definition (8) on page 13 and Non-GAAP reconciliations on pages 18 - 21.

INCOME STATEMENT SUMMARY -
Reported and Non-GAAP Adjusted YTD

Full Year

	Reported 2025	Severance, Repositioning & Other Costs	Loss on Planned Dispositions	Acquisition Related Costs	Amortization	Non-GAAP Adj. 2025	Reported 2024	Severance, Repositioning & Other Costs	Acquisition Related Costs	Amortization	Non-GAAP Adj. 2024
Revenue	$ 17,271.9					**$ 17,271.9**	$ 15,689.1				$ 15,689.1
Operating Expenses:											
Severance and repositioning costs[a]	1,247.0	(1,247.0)				**—**	57.8	(57.8)	—		—
Loss on disposition	547.1		(547.1)			**—**	—				—
Selling, general and administrative[a]	745.7	—		(347.3)		**398.4**	408.1	—	(14.6)		393.5
Operating Expenses[a]	16,827.2	(1,247.0)	(547.1)	(347.3)		**14,685.8**	13,414.5	(57.8)	(14.6)		13,342.1
Operating Income[a]	444.7	1,247.0	547.1	347.3		**2,586.1**	2,274.6	57.8	14.6		2,347.0
Operating Income Margin %	*2.6 %*					***15.0 %***	*14.5 %*				*15.0 %*
Net Interest Expense	166.5					**166.5**	147.0				147.0
Income Tax Expense[b]	242.2	262.5	99.6	28.8		**633.1**	560.5	14.9	1.5		576.9
Income Tax Rate	87.1 %					**26.2 %**	26.3 %				26.2 %
Income from Equity Method Investments	7.7					**7.7**	6.9				6.9
Net Income Attributed to Noncontrolling Interests	98.2					**98.2**	93.4				93.4
Amortization of acquired intangible assets and internally developed strategic platform assets (after- tax)	—				85.7	**85.7**	—			64.7	64.7
Net Income (Loss) - Omnicom Group Inc.[a][b]	$ (54.5)	$984.5	$447.5	$318.5	$85.7	**$ 1,781.7**	$ 1,480.6	$42.9	$13.1	$64.7	$ 1,601.3
Net Income (Loss) per Share - Diluted[a][b][5]	$ (0.27)					**$ 8.65**	$ 7.46				$ 8.06
Non-GAAP Measures:											
EBITA[4]	$ 560.5	$1,247.0	$547.1	$347.3	$—	**$ 2,701.9**	$ 2,362.1	$57.8	$14.6	$—	$ 2,434.5
EBITA Margin %	*3.2 %*					***15.6 %***	*15.1 %*				*15.5 %*

In millions except per share amounts. See Definition (4), Notes on page 13, and Non-GAAP reconciliations on pages 18 - 21.

Operating expenses for the year ended December 31, 2025 increased compared to the prior year period, primarily due to severance, real estate repositioning, contract cancellations and other costs, and dispositions in connection with the IPG acquisition.

Amortization of acquired intangible assets and internally developed strategic platform assets is already reflected in the "as reported" column of the income statement and included within reported EBITA. It is presented in the net income row to show its impact on Adjusted Net Income - Omnicom Group Inc. and Adjusted Net Income per Share - Diluted.

OPERATING EXPENSE DETAIL

	Fourth Quarter				Full Year			
	2025	% of Rev	2024	% of Rev	2025	% of Rev	2024	% of Rev
Revenue	**$ 5,528.8**		$ 4,322.2		**$ 17,271.9**		$ 15,689.1	
Operating expenses:								
Salary and related costs	**2,391.1**	*43.2 %*	1,910.3	*44.2 %*	**7,777.9**	*45.0 %*	7,441.4	*47.4 %*
Third-party service costs[c]	**1,442.9**	*26.1 %*	1,054.8	*24.4 %*	**4,113.7**	*23.8 %*	3,348.6	*21.3 %*
Third-party incidental costs[d]	**209.6**	*3.8 %*	178.7	*4.1 %*	**752.4**	*4.4 %*	642.5	*4.1 %*
Total salary and service costs	**4,043.6**		3,143.8		**12,644.0**		11,432.5	
Occupancy and other costs	**403.5**	*7.3 %*	320.5	*7.4 %*	**1,366.7**	*7.9 %*	1,274.4	*8.1 %*
Severance and repositioning costs[a]	**1,123.3**		—		**1,247.0**		57.8	
Loss on disposition	**543.4**		—		**547.1**		—	
Cost of services	**6,113.8**		3,464.3		**15,804.8**		12,764.7	
SG&A	**107.2**		97.7		**398.4**		393.5	
Acquisition related costs	**186.7**		14.6		**347.3**		14.6	
Selling, general and administrative expenses[a]	**293.9**	*5.3 %*	112.3	*2.6 %*	**745.7**	*4.3 %*	408.1	*2.6 %*
Depreciation and amortization	**98.3**	*1.8 %*	60.3	*1.4 %*	**276.7**	*1.7 %*	241.7	*1.5 %*
Total operating expenses	**6,506.0**	*117.7 %*	3,636.9	*84.1 %*	**16,827.2**	*97.4 %*	13,414.5	*85.5 %*
Operating Income (Loss)[a]	**$ (977.2)**		$ 685.3		**$ 444.7**		$ 2,274.6	

In millions. See Notes on page 13.

NON-GAAP RECONCILIATIONS

	Full Year	
	2025	2024
Net Cash Provided by (Used in) Operating Activities	**$ 2,938.2**	$ 1,733.5
Operating Activities items excluded from Free Cash Flow:		
Changes in Operating Capital	**712.1**	(231.2)
Free Cash Flow	**$ 2,226.1**	$ 1,964.7
Net Increase (Decrease) in Cash and Cash Equivalents	**$ 2,541.7**	$ (92.6)
Cash Flow items excluded from Net Free Cash Flow:		
Changes in Operating Capital	**712.1**	(231.2)
Proceeds from borrowings	**—**	1,235.5
Repayment of Long-term Debt	**—**	(750.0)
Other investing, net	**50.5**	(16.0)
Changes in Short-term Debt, net	**(42.0)**	12.6
Other financing, net	**(70.3)**	(77.4)
Effect of foreign exchange rate changes on cash and cash equivalents	**213.9**	(185.4)
Net Free Cash Flow	**$ 1,677.5**	$ (80.7)

	Full Year	
	2025	2024
Reported Operating Income	**$ 444.7**	$ 2,274.6
Effective Tax Rate for the applicable period	**87.1 %**	26.3 %
Income Taxes on Reported Operating Income	**387.3**	598.2
After Tax Reported Operating Income	**$ 57.4**	$ 1,676.4

In millions.

NON-GAAP RECONCILIATIONS

	Fourth Quarter 2025	Fourth Quarter 2024	Full Year 2025	Full Year 2024
Net Income - Omnicom Group Inc.[(a)(b)]	**$ (941.1)**	$ 448.0	**$ (54.5)**	$ 1,480.6
Net Income Attributed to Noncontrolling Interests	**43.2**	30.9	**98.2**	93.4
Income From Equity Method Investments	**1.2**	2.3	**7.7**	6.9
Income Tax Expense (Benefit)	**(131.3)**	170.6	**242.2**	560.5
Income (Loss) Before Income Taxes and Income From Equity Method Investments	**(1,030.4)**	647.2	**278.2**	2,127.6
Net Interest Expense	**53.2**	38.1	**166.5**	147.0
Operating Income/(Loss)[(a)(b)]	**(977.2)**	685.3	**444.7**	2,274.6
Amortization of acquired intangible assets and internally developed strategic platform assets	**52.7**	22.3	**115.8**	87.5
EBITA[(4)]	**(924.5)**	707.6	**560.5**	2,362.1
Amortization of other purchased and internally developed software	**3.9**	4.7	**15.8**	18.1
Depreciation	**41.7**	33.3	**145.1**	136.1
EBITDA[(4)]	**$ (878.9)**	$ 745.6	**$ 721.4**	$ 2,516.3
EBITA[(4)]	**$ (924.5)**	$ 707.6	**$ 560.5**	$ 2,362.1
Severance and repositioning costs[(a)]	**1,123.3**	—	**1,247.0**	57.8
Loss on disposition of subsidiary[(a)]	**543.4**	—	**547.1**	—
Acquisition related costs[(a)]	**186.7**	14.6	**347.3**	14.6
EBITA - Adjusted[(4)]	**$ 928.9**	$ 722.2	**$ 2,701.9**	$ 2,434.5
Revenue	**$ 5,528.8**	$ 4,322.2	**$ 17,271.9**	$ 15,689.1
EBITA[(4)]	**$ (924.5)**	$ 707.6	**$ 560.5**	$ 2,362.1
EBITA Margin %	**(16.7)%**	16.4 %	**3.2 %**	15.1 %
EBITA - Adjusted[(a)(4)]	**$ 928.9**	$ 722.2	**$ 2,701.9**	$ 2,434.5
EBITA Margin % - Adjusted[(a)]	**16.8 %**	16.7 %	**15.6 %**	15.5 %

In millions. See Definition (4) and Notes on page 13.

The above table reconciles to the Non-GAAP financial measures of EBITDA, EBITA, and EBITA - Adjusted to the GAAP financial measures of Net Income - Omnicom Group Inc. for the periods presented. See page 25 for definition of Non-GAAP financial measures.

NON-GAAP RECONCILIATIONS

	Fourth Quarter		Full Year	
	2025	2024	2025	2024
Net Income (Loss) - Omnicom Group Inc.- Reported	**$ (941.1)**	$ 448.0	**$ (54.5)**	$ 1,480.6
Net Income Attributed To Noncontrolling Interests	**43.2**	30.9	**98.2**	93.4
Net Income (Loss)	**(897.9)**	478.9	**43.7**	1,574.0
Income From Equity Method Investments	**1.2**	2.3	**7.7**	6.9
Income Tax Expense (Benefit)[b]	**(131.3)**	170.6	**242.2**	560.5
Income (Loss) Before Income Taxes and Income From Equity Method Investments	**(1,030.4)**	647.2	**278.2**	2,127.6
Net Interest Expense	**53.2**	38.1	**166.5**	147.0
Operating Income (Loss) - Reported	**(977.2)**	685.3	**444.7**	2,274.6
Severance and repositioning costs[a]	**1,123.3**	—	**1,247.0**	57.8
Loss on disposition of subsidiary[a]	**543.4**	—	**547.1**	—
Acquisition related costs[a]	**186.7**	14.6	**347.3**	14.6
Non-GAAP Operating Income - Adjusted	**$ 876.2**	$ 699.9	**$ 2,586.1**	$ 2,347.0

In millions. See Notes on page 13.

The above table reconciles the adjusted Non-GAAP financial measure of Non-GAAP Operating Income - Adjusted to the GAAP financial measure of Operating Income for the periods presented. Management believes excluding the acquisition related costs and repositioning costs is useful for investors to evaluate the comparability of the performance of our business between reporting periods.

NON-GAAP RECONCILIATIONS

	Fourth Quarter		Full Year	
	2025	2024	2025	2024
Net Income (Loss) - Omnicom Group Inc. - Reported	**$ (941.1)**	$ 448.0	**$ (54.5)**	$ 1,480.6
Impact on Net Income related to:				
Repositioning costs[(a)]	**892.6**	—	**984.5**	42.9
Acquisition related costs[(a)]	**173.4**	13.1	**318.5**	13.1
Amortization of acquired intangible assets and internally developed strategic platform assets	**39.0**	16.5	**85.7**	64.7
Non-GAAP Net Income - Omnicom Group Inc. - Adjusted[(5)]	**$ 607.7**	$ 477.6	**$ 1,781.7**	$ 1,601.3
Diluted Shares	**233.8**	198.4	**204.9**	198.6
Reported Net Income (Loss) per Share - Diluted	**$ (4.02)**	$ 2.26	**$ (0.27)**	$ 7.46
Severance and repositioning costs[(a)]	**$ 3.80**	$ —	**$ 4.78**	$ 0.22
Loss on dispositions of subsidiary[(a)]	**$ 1.90**	$ —	**$ 2.17**	$ —
Acquisition related costs[(a)]	**$ 0.74**	$ 0.07	**$ 1.55**	$ 0.06
Amortization of acquired intangible assets and internally developed strategic platform assets	**$ 0.17**	$ 0.08	**$ 0.42**	$ 0.32
Non-GAAP Adjusted Net Income per Share - Omnicom Group Inc. - Diluted [(5)]	**$ 2.59**	$ 2.41	**$ 8.65**	$ 8.06

In millions. See Definition (4) and Notes on page 13.

The above table reconciles the adjusted Non-GAAP financial measures of Non-GAAP Net Income-Omnicom Group Inc.-Adjusted and Non-GAAP Adjusted Net Income per Share - Omnicom Group Inc. - Diluted to the GAAP financial measures of Net Income - Omnicom Group Inc. and Net income per share - Omnicom Group Inc. - diluted for the periods presented. Management believes these Non-GAAP measures are useful for investors to evaluate the comparability of the performance of our business between reporting periods.

OMC & IPG COMBINED – LAST 12 MONTHS ENDED 9/30/25

OMNICOM

	Three Months Ended	Revenue	Non-GAAP Adj. EBITA	% Margin
Q4	December 31, 2024	$ 4,322.2	$ 722.2	16.7%
Q1	March 31, 2025	3,690.4	508.2	13.8%
Q2	June 30, 2025	4,015.6	613.8	15.3%
Q3	September 30, 2025	4,037.1	651.0	16.1%
LTM	September 30, 2025	**$ 16,065.3**	**$ 2,495.2**	**15.5%**

INTERPUBLIC

	Three Months Ended	Revenue	Non-GAAP Adj. EBITA	% Margin
Q4	December 31, 2024	$ 2,857.0	$ 591.2	20.7%
Q1	March 31, 2025	2,322.6	186.5	8.0%
Q2	June 30, 2025	2,536.8	393.7	15.5%
Q3	September 30, 2025	2,494.0	395.1	15.8%
LTM	September 30, 2025	**$ 10,210.4**	**$ 1,566.5**	**15.3%**

COMBINED OMC + IPG

	Three Months Ended	Revenue	Non-GAAP Adj. EBITA	% Margin
Q4	December 31, 2024	$ 7,179.2	$ 1,313.4	18.3%
Q1	March 31, 2025	6,013.0	694.7	11.6%
Q2	June 30, 2025	6,552.4	1,007.5	15.4%
Q3	September 30, 2025	6,531.1	1,046.1	16.0%
LTM	September 30, 2025	**$ 26,275.7**	**$ 4,061.7**	**15.5%**

Note: Three month results for each period as reported in Form 8-K, Form 10-Q, and Form 10-K by each company

LAST 12 MONTHS ENDED 9/30/25 - OMC

	Three Months Ended												Twelve Months		
	December 31, 2024			March 31, 2025			June 30, 2025			September 30, 2025			September 30, 2025		
	Reported	Adj.	Non-GAAP Adjusted	Reported	Adj.	Non-GAAP Adjusted	Reported	Adj.	Non-GAAP Adjusted	Reported	Adj.	Non-GAAP Adjusted	Reported	Adj.	Non-GAAP Adjusted
Revenue	$ 4,322.2	$ -	$ 4,322.2	$ 3,690.4	$ -	$ 3,690.4	$ 4,015.6	$ -	$ 4,015.6	$ 4,037.1	$ -	$ 4,037.1	$ 16,065.3	$ -	$ 16,065.3
EBITA	707.6	14.6	722.2	474.4	33.8	508.2	459.0	154.8	613.8	551.6	99.4	651.0	2,192.6	302.6	2,495.2
% Margin	*16.4%*	*NA*	*16.7%*	*12.9%*	*NA*	*13.8%*	*11.4%*	*NA*	*15.3%*	*13.7%*	*NA*	*16.1%*	*13.6%*	*NA*	*15.5%*
EBIT	685.3	14.6	699.9	452.6	33.8	486.4	439.2	154.8	594.0	530.1	99.4	629.5	2,107.1	302.6	2,409.7
% Margin	*15.9%*	*NA*	*16.2%*	*12.3%*	*NA*	*13.2%*	*10.9%*	*NA*	*14.8%*	*13.1%*	*NA*	*15.6%*	*13.1%*	*NA*	*15.0%*
Net Interest Expense	38.1	-	38.1	29.4	-	29.3	40.7	-	40.7	43.2	-	43.2	151.4	-	151.3
PBT	647.2	14.6	661.8	423.2	33.8	457.0	398.5	154.8	553.3	486.9	99.5	586.4	1,955.8	302.6	2,258.4
Taxes	170.6	1.5	172.1	120.7	1.1	121.8	120.5	26.0	146.5	132.3	20.2	152.5	544.1	48.8	592.9
% Rate	*26.4%*	*10.0%*	*26.0%*	*28.5%*	*3.2%*	*26.7%*	*30.2%*	*16.8%*	*26.5%*	*27.2%*	*20.3%*	*26.0%*	*27.8%*	*16.1%*	*26.3%*
Profit After Taxes	476.6	13.1	489.8	302.5	32.7	335.2	278.0	128.8	406.8	354.6	79.2	433.8	1,411.7	253.9	1,665.6
Equity in Affiliates	2.3	-	2.4	0.9	-	0.9	(0.2)	-	(0.2)	5.8	-	5.8	8.8	-	8.9
Minority Interest	30.9	-	30.9	15.7	-	15.7	20.2	-	20.2	19.1	-	19.1	85.9	-	85.9
Net Income	448.0	13.1	461.2	287.7	32.7	320.4	257.6	128.8	386.4	341.3	79.2	420.5	1,334.6	253.9	1,588.6
% Margin	*10.4%*	*NA*	*10.7%*	*7.8%*	*NA*	*8.7%*	*6.4%*	*NA*	*9.6%*	*8.5%*	*NA*	*10.4%*	*8.3%*	*NA*	*9.9%*

Note: Three month results for each period as reported in Form 8-K, Form 10-Q, and Form 10-K by the company. Numbers may not sum due to rounding.

LAST 12 MONTHS ENDED 9/30/25 - IPG

	Three Months Ended												Twelve Months		
	December 31, 2024			March 31, 2025			June 30, 2025			September 30, 2025			September 30, 2025		
	Reported	Adj.	Non-GAAP Adjusted	Reported	Adj.	Non-GAAP Adjusted	Reported	Adj.	Non-GAAP Adjusted	Reported	Adj.	Non-GAAP Adjusted	Reported	Adj.	Non-GAAP Adjusted
Revenue	$ 2,857.0	$ -	$ 2,857.0	$ 2,322.6	$ -	$ 2,322.6	$ 2,536.8	$ -	$ 2,536.8	$ 2,494.0	$ -	$ 2,494.0	$ 10,210.4	$ -	$ 10,210.4
EBITA	588.3	2.9	591.2	(21.6)	208.1	186.5	264.8	128.9	393.7	242.8	152.3	395.1	1,074.3	492.2	1,566.5
% Margin	*20.6%*	*NA*	*20.7%*	*(0.9%)*	*NA*	*8.0%*	*10.4%*	*NA*	*15.5%*	*9.7%*	*NA*	*15.8%*	*10.5%*	*NA*	*15.3%*
EBIT	567.9	2.9	570.8	(42.0)	208.1	166.1	243.7	128.9	372.6	219.0	152.3	371.3	988.6	492.2	1,480.8
% Margin	*19.9%*	*NA*	*20.0%*	*(1.8%)*	*NA*	*7.2%*	*9.6%*	*NA*	*14.7%*	*8.8%*	*NA*	*14.9%*	*9.7%*	*NA*	*14.5%*
Net Interest Expense	84.6	(57.8)	26.8	52.4	(36.4)	16.0	25.7	1.9	27.6	30.3	(4.2)	26.1	193.0	(96.5)	96.5
PBT	483.3	60.7	544.0	(94.4)	244.5	150.1	218.0	127.0	345.0	188.7	156.5	345.2	795.6	588.7	1,384.3
Taxes	125.7	5.9	131.6	(9.2)	51.3	42.1	54.6	29.1	83.7	58.7	33.6	92.3	229.8	119.9	349.7
% Rate	*26.0%*	*9.7%*	*24.2%*	*9.7%*	*21.0%*	*28.0%*	*25.0%*	*22.9%*	*24.3%*	*31.1%*	*21.5%*	*26.7%*	*28.9%*	*20.4%*	*25.3%*
Profit After Taxes	357.6	54.8	412.4	(85.2)	193.2	108.0	163.4	97.9	261.3	130.0	122.9	252.9	565.8	468.8	1,034.6
Equity in Affiliates	0.7	-	0.7	(0.1)	-	(0.1)	0.2	-	0.2	(2.9)	-	(2.9)	(2.1)	-	(2.1)
Minority Interest	13.8	-	13.8	0.1	-	0.1	1.1	-	1.1	2.9	-	2.9	17.9	-	17.9
Net Income	344.5	54.8	399.3	(85.4)	193.2	107.8	162.5	97.9	260.4	124.2	122.9	247.1	545.8	468.8	1,014.6
% Margin	*12.1%*	*NA*	*14.0%*	*(3.7%)*	*NA*	*4.6%*	*6.4%*	*NA*	*10.3%*	*5.0%*	*NA*	*9.9%*	*5.3%*	*NA*	*9.9%*

Note: Three month results for each period as reported in Form 8-K, Form 10-Q, and Form 10-K by the company. Numbers may not sum due to rounding.

DISCLOSURES

The preceding materials have been prepared for use in the February 18, 2026 conference call on Omnicom's results of operations for the three months and year ended December 31, 2025. The call will be archived on the internet at http://investor.omc.com

Forward-Looking Statements

Certain statements in this document contain forward-looking statements, including statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. In addition, from time to time, we or our 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 our 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 completed merger (the "Merger") between us and The Interpublic Group of Companies, Inc. (IPG), including risks related to the integration of IPG's business, such as, among others: uncertainties associated with retaining key management and other employees; potential disruptions to client, vendor, and business partner relationships; the risk that integration activities may be more time-consuming, complex, or costly than expected; the possibility that anticipated synergies, efficiencies, and other benefits of the Merger may not be realized, or may be realized more slowly than anticipated; and risks associated with managing a larger, more complex combined organization and effectively integrating systems, processes, operations, and cultures; adverse economic conditions, 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 us or our 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 an inability 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, or AI, technologies and related partnerships in our business, and their use by our competitors; failure to adapt to technological developments; our liquidity, long-term financing needs, credit ratings and access to capital markets; changes in legislation or governmental regulations affecting us or our clients; losses on media purchases and production costs incurred on behalf of clients; risks associated with assumptions we make in connection with our acquisitions, critical accounting estimates and legal proceedings; our 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; risks related to our 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; changes in tax rates, tax laws, regulations or interpretations, or adverse outcomes of tax audits or proceedings; and other business, financial, operational and legal risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission (SEC). The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that may affect our 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-Kand in other documents filed from time to time with the SEC. Except as required under applicable law, we do not assume any obligation to update these forward-looking statements.

Non-GAAP Financial Measures

We present financial measures determined in accordance with generally accepted accounting principles in the United States ("GAAP") and adjustments to the GAAP presentation ("Non-GAAP"), which we believe are meaningful for understanding our performance. We believe these measures are useful in evaluating the impact of certain items on operating performance and allow for comparability between reporting periods. EBITA is defined as earnings before interest, income taxes, and amortization of acquired intangible assets and internally developed strategic platform assets, and EBITA margin is defined as EBITA divided by revenue. We use EBITA and EBITA margin as additional operating performance measures, which exclude the non-cash amortization expense of acquired intangible assets and internally developed strategic platform assets. We also use Adjusted Operating Income, Adjusted Operating Income Margin, Adjusted EBITA, Adjusted EBITA Margin, Adjusted Income Tax Expense, Adjusted Net Income – Omnicom Group Inc. and Adjusted Net Income per diluted share – Omnicom Group Inc. as additional operating performance measures. Free Cash Flow is defined as net income plus depreciation, amortization, share based compensation expense plus/(less) other items to reconcile to net cash (used in) provided by operating activities. We believe Free Cash Flow is a useful measure of liquidity to evaluate our ability to generate excess cash from our operations. Primary Uses of Cash is defined as dividends to common shareholders, dividends paid to non-controlling interest shareholders, capital expenditures, cash paid on acquisitions, payments for additional interest in controlled subsidiaries and stock repurchases, net of the proceeds from our stock plans, and excludes changes in operating capital and other investing and financing activities, including commercial paper issuances and redemptions used to fund working capital changes. We believe this liquidity measure is useful in identifying the significant uses of our cash. Net Free Cash Flow is defined as Free Cash Flow less the Primary Uses of Cash. Net Free Cash Flow is one of the metrics used by us to assess our sources and uses of cash and was derived from our consolidated statements of cash flows. We believe that this liquidity measure is meaningful for understanding our primary sources and primary uses of that cash flow. EBITDA is defined as earnings before interest, taxes, depreciation and amortization of intangible assets. Net Debt is defined as total debt less cash, cash equivalents and short-term investments. We believe net debt, together with the comparable GAAP measures, reflects one of the liquidity metrics used by us to assess our cash management. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in accordance with GAAP. Non-GAAP financial measures as reported by us may not be comparable to similarly titled amounts reported by other companies.

Other Information

All dollar amounts are in millions except for per share figures. The information contained in this document has not been audited, although some data has been derived from Omnicom's historical financial statements, including its audited financial statements. In addition, industry, operational, and other non-financial data contained in this document have been derived from sources that we believe to be reliable, but we have not independently verified such information, and we do not, nor does any other person, assume responsibility for the accuracy or completeness of that information. Certain amounts in prior periods have been reclassified to conform to our current presentation. The inclusion of information in this presentation does not mean that such information is material or that disclosure of such information is required.

OMNICOM

Omnicom Announces $5 Billion Share Repurchase Program and Entry into $2.5 Billion of Accelerated Share Repurchase Arrangements

NEW YORK, February 18, 2026–Omnicom (NYSE: OMC), the world's leading marketing and sales company, today announced that its Board of Directors approved a share repurchase program to repurchase up to $5 billion of Omnicom common stock as part of the company's capital allocation strategy.

Additionally, as a component of the share repurchase program, Omnicom has today executed accelerated share repurchase ("ASR") arrangements for $2.5 billion of Omnicom common stock. Pursuant to the ASR arrangements between Omnicom and certain financial institutions (the "Dealers"), Omnicom will repurchase $2.5 billion of Omnicom common stock. Omnicom is funding the share repurchases under the ASR arrangements with cash on hand.

Under the ASR arrangements, Omnicom will pay $2.5 billion to the Dealers and expects to receive an initial delivery of shares of Omnicom common stock on February 20, 2026. The total number of shares purchased by Omnicom pursuant to the ASR arrangements will be based on the volume-weighted average price of Omnicom common stock on specified dates, less a discount, and subject to adjustments pursuant to the terms and conditions of the ASR arrangements.

The final settlement of the transactions under the ASR arrangements is expected to occur no later than the end of the second quarter of 2026.

Under the share repurchase program, repurchases can be made from time to time using a variety of methods, which may include open market purchases, privately negotiated transactions or otherwise, all in accordance with applicable Securities and Exchange Commission ("SEC") and other legal requirements. The specific timing, price and size of purchases will depend on prevailing stock prices, general economic and market conditions, and other considerations. The overall share repurchase program, other than the ASR arrangements, does not obligate Omnicom to acquire any particular amount of its common stock, and may be suspended or discontinued at any time at Omnicom's discretion.

PJT Partners is acting as Omnicom's financial advisor on the ASR arrangements.

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About Omnicom

Omnicom (NYSE: OMC) is the world's leading marketing and sales company, built for intelligent growth in the next era. Powered by Omni, Omnicom's Connected Capabilities unite the company's world-class agency brands, exceptional talent, and deep domain expertise across media, commerce, consulting, precision marketing, advertising, production, health, public relations, branding, and experiential to address clients' most critical growth priorities. For more information, visit www.omc.com.

Contacts

Media: Investors:
Joanne Trout Gregory Lundberg
joanne.trout@omc.com greg.lundberg@omc.com

OMNICOM

Forward-Looking Statements

Certain statements in this press release contain forward-looking statements, including statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. In addition, from time to time, Omnicom or its representatives have made, or may make, forward-looking statements, orally or in writing. These statements, other than statements of historical fact, 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 Omnicom's management as well as assumptions made by, and information currently available to, Omnicom'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 of Omnicom'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 completed merger (the "Merger") between Omnicom and The Interpublic Group of Companies, Inc. ("IPG"), including risks related to the integration of IPG's business, such as, among others: uncertainties associated with retaining key management and other employees; potential disruptions to client, vendor, and business partner relationships; the risk that integration activities may be more time-consuming, complex, or costly than expected; the possibility that anticipated synergies, efficiencies, and other benefits of the Merger may not be realized, or may be realized more slowly than anticipated; and risks associated with managing a larger, more complex combined organization and effectively integrating systems, processes, operations and cultures;
- adverse economic conditions, 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 Omnicom's major markets, labor and supply chain issues affecting the distribution of clients' products, or a disruption in the credit markets;
- international, national or local economic conditions that could adversely affect Omnicom or its 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 an inability 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, or AI, technologies and related partnerships in our business, and their use by Omnicom's competitors;
- failure to adapt to technological developments;
- our liquidity, long-term financing needs, credit ratings and access to capital markets;
- changes in legislation or governmental regulations affecting Omnicom or its clients;
- losses on media purchases and production costs incurred on behalf of clients;

- risks associated with assumptions Omnicom makes in connection with acquisitions, critical accounting estimates and legal proceedings;
- risks related to 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;
- risks related to environmental, social and governance goals and initiatives, including impacts from regulators and other stakeholders, and the impact of factors outside of Omnicom's control on such goals and initiatives;
- changes in tax rates, tax laws, regulations or interpretations, or adverse outcomes of tax audits or proceedings; and
- other business, financial, operational and legal risks and uncertainties detailed from time to time in Omnicom's SEC filings.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that may affect Omnicom's business, including those described in Omnicom's Annual Report on Form 10-K and in other documents filed from time to time with the SEC. Forward-looking statements are based on the estimates and opinions of management at the time the statements are made. Except to the extent required by applicable law, Omnicom undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. You are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.