

QUALIFIED LEGAL COMPLIANCE COMMITTEE CHARTER

Committee Purpose:

The purpose of the Qualified Legal Compliance Committee (the “QLCC”) of Omnicom Group Inc. (the “Company”) is to receive, investigate and recommend responses to reports made by attorneys employed or retained by the Company or its subsidiaries of evidence of a material violation of U.S. federal or state securities law, a material breach of fiduciary duty arising under U.S. federal or state law or a similar material violation of any U.S. federal or state law (a “material violation”).

Committee Membership:

The QLCC shall be comprised of the current members of the Company’s Audit Committee.

Committee Authority and Responsibilities:

To carry out its purposes, the QLCC shall have the authority and responsibility:

1. to inform the Company’s chief legal officer, or equivalent thereof (the “CLO”), and chief executive officer, or equivalent thereof (the “CEO”), of any report of evidence of a material violation, unless the QLCC reasonably believes that it would be futile to do so;
2. to determine whether an investigation is necessary regarding any report of evidence of a material violation by the Company, its subsidiaries, or any of their officers, directors, employees or agents and, if it determines an investigation is necessary or appropriate, to:
 - a. notify the full Board of Directors;
 - b. initiate an investigation, which may be conducted either by the CLO or by outside attorneys; and
 - c. retain such additional expert personnel as the QLCC deems necessary; and
3. at the conclusion of any such investigation, to:
 - a. recommend, by majority vote, that the Company implement an appropriate response to evidence of a material violation; and
 - b. inform the CLO and the CEO and the Board of the results of any such investigation and the appropriate remedial measures to be adopted.

The QLCC shall have the authority and responsibility, acting by majority vote, to take all other appropriate action, and the QLCC, acting by majority vote and at its own discretion, shall have the authority to notify the Securities and Exchange Commission in the event that

the Company fails in any material respect to implement an appropriate response that the QLCC has recommended for the Company to take.

Committee Structure and Operation:

The chairperson of the Company's Audit Committee shall be the chairperson of the QLCC, unless otherwise determined by the Board. The chairperson of the QLCC shall call a meeting of the QLCC whenever circumstances warrant.

The QLCC shall adopt written procedures for the confidential receipt, retention and consideration of any report of evidence of a material violation.

Committee Resources:

The QLCC shall have the resources to discharge its responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Company shall provide for appropriate funding, as determined by the QLCC, in its capacity as a committee of the Board, for payment of compensation of any advisors employed by the QLCC and ordinary administrative expenses of the QLCC that are necessary or appropriate in carrying out its duties.

Performance Evaluation:

The QLCC shall prepare and review with the Board an annual performance evaluation of the QLCC, which evaluation shall compare the performance of the QLCC with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the QLCC's charter deemed necessary or desirable by the QLCC. The performance evaluation by the QLCC shall be conducted in such manner as the QLCC deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the QLCC or any other member of the QLCC designated by the QLCC to make the report.