

# OmnicomGroup



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Ongoing engagement with Omnicom's largest shareholders to discuss topics such as board leadership and composition and board refreshment is critical to my role as Lead Independent Director.

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## A Letter from the Lead Independent Director

### To My Fellow Shareholders:

It is a great honor to serve as Omnicom's Lead Independent Director. Our Board is focused on the oversight of Omnicom's management and protecting your interests. We believe that Omnicom's commitment to the highest standards of corporate governance drives success and builds sustainable, long-term value for shareholders. 2016 was an excellent year for Omnicom and I encourage you to refer to the letter from John Wren, our President and Chief Executive Officer, which is available on Omnicom's website at <http://investor.omnicomgroup.com>, to learn more about the success of our company.

I would like to take this opportunity to provide you with an update on our continued progress on key initiatives.

### Board Refreshment

Omnicom's commitment to board refreshment is central to preserving director independence and 2016 was a year of robust refreshment. Once our mandatory retirement age policy becomes effective December 31, 2017, Directors reaching the age of 75 will not stand for re-election. To ensure a smooth transition, two of our long-serving Board members stepped down in 2016 and an additional long-serving Board member, Mr. Michael A. Henning, will not stand for re-election at our 2017 Annual Meeting of Shareholders. The Board is grateful to Mr. Henning for his leadership and thanks him for his many years of dedicated service.

The Board regularly evaluates director skill sets to ensure the optimal combination of expertise is represented on the Board. Over the past year, our Board has been keenly focused on the recruitment of exceptional director candidates to replace departing directors. The Board undertook a deliberate skills analysis of the directors stepping down from the Board, as well as those who will remain, and determined that the first priority was to focus on director candidates whose skills and experience not only enhance the Board, but also make them highly qualified to serve on our Audit Committee.

Two new independent directors, Deborah J. Kissire and Valerie M. Williams, joined the Board and our Audit Committee in 2016. Ms. Kissire is a former Vice Chair and Regional Managing Partner, member of the Americas Executive Board and member of the Global Practice Group of EY. Ms. Williams is a former Southwest Assurance Managing Partner for EY with over 35 years of public company audit experience. Each of Mses. Kissire and Williams possess business acumen, leadership skills and accounting expertise that will be a valuable asset to Omnicom's Board and Audit Committee. The Board is actively overseeing the recruitment of additional directors and has been working with an outside search firm to assist in identifying qualified candidates.

### Shareholder Engagement

Engaging with our largest shareholders is another one of my top priorities and is also a focus for the entire Board. I have had the pleasure of speaking with many of our largest shareholders about a variety of matters, including board leadership and composition, board refreshment, succession planning, executive compensation, sustainability, and diversity and inclusion. This year, we reached out to more than two-thirds of our shareholders and we spoke to every shareholder who accepted our invitation to talk. We strive to maintain an open dialogue with our shareholders and believe investor input enables the Board to more effectively evaluate our governance practices. The constructive feedback we receive from shareholders is shared with and discussed by the full Board on a regular basis.

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## **Pay for Performance**

In determining compensation for our named executive officers for performance in fiscal 2016, Omnicom again demonstrated its commitment to closely link executive compensation to performance by making a significant portion of potential compensation variable, as well as long-term performance driven. We believe this is aligned with shareholder interests and the long-term interests of the Company. In our Compensation Discussion & Analysis, we have endeavored to continue enhancing our compensation disclosure to explain clearly our compensation program including the various components of pay, selection of metrics, balance between long-term and short-term awards and strong pay-for-performance alignment.

The Board remains focused on its oversight responsibility and will continue to communicate its efforts to shareholders. We believe that regular, transparent communication with our shareholders is critical to our long-term success. On behalf of the Board, I thank you for your support and look forward to continuing a constructive dialogue in the years to come.



Leonard S. Coleman, Jr.  
Lead Independent Director