MDC Partners

Where Great Talent Lives

Management Presentation

First Quarter 2016 Results

May 3, 2016

FORWARD LOOKING STATEMENTS & OTHER INFORMATION

This presentation, including our “2016 Financial Outlook”, contains forward-looking statements. The Company’s representatives may also make forward-looking statements orally from time to time. Statements in this presentation that are not historical facts, including statements about the Company’s beliefs and expectations, earnings guidance, recent business and economic trends, potential acquisitions, and estimates of amounts for redeemable noncontrolling interests and deferred acquisition consideration, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and are subject to change based on a number of factors, including those outlined below. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update publicly any of them in light of new information or future events, if any.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statements. Such risk factors include, but are not limited to, the following:

- risks associated with the SEC’s ongoing investigation and the related class action litigation claims;
- risks associated with severe effects of international, national and regional economic downturn;
- the Company’s ability to attract new clients and retain existing clients;
- the spending patterns and financial success of the Company’s clients;
- the Company’s ability to remain in compliance with its debt agreements and the Company’s ability to finance its contingent payment obligations when due and payable, including but not limited to those relating to redeemable noncontrolling interests and deferred acquisition consideration;
- the successful completion and integration of acquisitions which compliment and expand the Company’s business capabilities; and
- foreign currency fluctuations.

The Company’s business strategy includes ongoing efforts to engage in acquisitions of ownership interests in entities in the marketing communications services industry. The Company intends to finance these acquisitions by using available cash from operations and through incurrence of bridge or other debt financing, either of which may increase the Company’s leverage ratios, or by issuing equity, which may have a dilutive impact on existing shareholders proportionate ownership. At any given time the Company may be engaged in a number of discussions that may result in one or more acquisitions. These opportunities require confidentiality and may involve negotiations that require quick responses by the Company. Although there is uncertainty that any of these discussions will result in definitive agreements or the completion of any transactions, the announcement of any such transaction may lead to increased volatility in the trading price of the Company’s securities.

Investors should carefully consider these risk factors and the additional risk factors outlined in more detail in the Annual Report on Form 10-K under the caption “Risk Factors” and in the Company’s other SEC filings.

FIRST QUARTER 2016 SUMMARY

- Positive but uneven organic growth due to timing of revenue recognition, continued decline in billable pass-through costs, and shifts in spend by some clients
- Good start to the year for profitability: Q1 Adjusted EBITDA margins +30 basis points; on target to achieve $10 million of annual targeted net savings;
- Solid execution on growth initiatives such as International and Data Science & Technology, becoming key drivers of financial performance
- Tailwind from new business activity provides good forward visibility
- Further strengthened balance sheet through successful debt offering and revolving credit agreement extension
- On track to achieve financial guidance for Revenue and Adjusted EBITDA

Note: See appendix for definitions of non-GAAP measures

FIRST QUARTER 2016 FINANCIAL HIGHLIGHTS

- Organic revenue growth of 2.2%, after a 241 basis points reduction from significantly lower billable pass-through costs
- Revenue increased 2.3% to $309.0 million from $302.2 million
- Net loss attributable to MDC Partners improved to ($23.3) million vs ($32.1) million despite the costs related to our senior notes refinancing
- Adjusted EBITDA increased 5.3% to $32.8 million from $31.2 million
- Adjusted EBITDA margin expanded 30 basis points to 10.6% from 10.3%
- Net new business wins of $19.8 million
- Adjusted EBITDA Available for General Capital Purposes increased 23.8% to $12.7 million from $10.3 million
- Refinanced debt through issuance of $900 million of 6.50% Senior Notes with extended maturity and 25 basis points of savings, and through extension of $325 million credit facility with further 25 basis points savings
- Declared cash dividend of $0.21 per share

Note: See appendix for definitions of non-GAAP measures

CONSOLIDATED REVENUE AND EARNINGS

(US$ in millions, except percentages)

	Three Months Ended March 31,		
	2016	**2015**	***% Change***
Revenue	$ 309.0	$ 302.2	*2.3* %
Operating Expenses			
Cost of services sold	211.4	210.4	*0.5* %
Office and general expenses	77.8	74.3	*4.7* %
Depreciation and amortization	11.2	12.3	*(8.8)* %
Operating Profit	8.5	5.2	*64.5* %
Other, net	15.5	(18.0)	
Interest expense and finance charges	(15.6)	(15.1)	
Loss on redemption of notes	(33.3)	-	
Interest income	0.2	0.1	
Income tax benefit	2.0	4.1	
Equity in earnings of non-consolidated affiliates	0.2	0.4	
Loss from Continuing Operations	(22.4)	(23.4)	
Loss from discontinued operations, net of taxes	-	(6.3)	
Net Loss	(22.4)	(29.7)	
Net income attributable to non-controlling interests	(0.9)	(2.4)	
Net Loss Attributable to MDC Partners Inc.	$ (23.3)	$ (32.1)	

Note: Actuals may not foot due to rounding

REVENUE SUMMARY

(US$ in millions, except percentages)

	Three Months Ended	
	Revenue $	**% Change**
March 31, 2015	**$302.2**	
Foreign Exchange Impact	(3.6)	-1.2%
Acquisition Growth	3.8	1.3%
Organic Growth	6.6	2.2%
Total Change	**6.8**	**2.3%**
March 31, 2016	**$309.0**	

- **Organic growth of +2.2%, negatively impacted by 241 basis points from a roughly $6 million decline in billable pass-through costs**

Note: Actuals may not foot due to rounding

REVENUE BY GEOGRAPHY

(US$ in millions, except percentages)

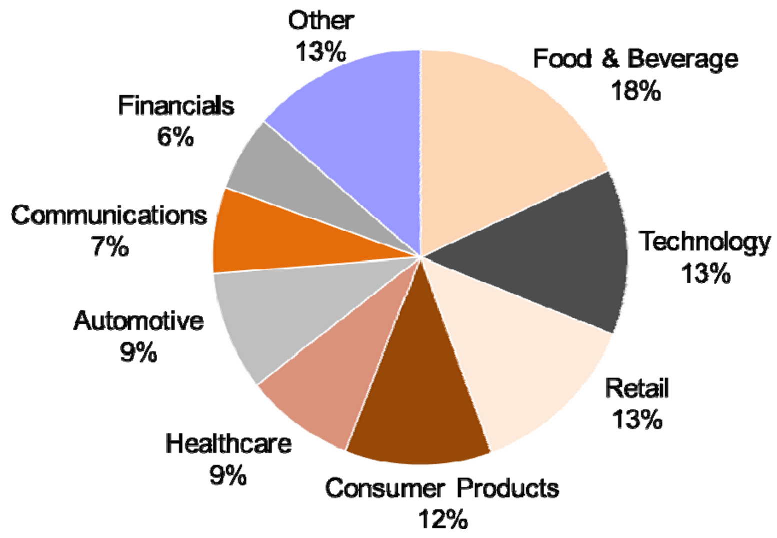
	Three Months Ended March 31, 2016		
	Revenue $	% Total Growth	% Organic Growth
United States	$252.2	0.1%	-1.2%
Canada	*28.4*	*-4.8%*	*4.5%*
North America	*280.6*	*-0.4%*	*-0.6%*
Other	28.4	39.5%	41.4%
Total	**$309.0**	**2.3%**	**2.2%**

- **U.S. declined due to decreased billable pass-through costs in our Experiential business, timing of revenue recognition, and shifts in spend by some clients**
- **Renewed growth in Canada and continued strong performance in International**

Note: Actuals may not foot due to rounding

REVENUE BY CLIENT INDUSTRY

Q1 2016 Mix



Year-over-Year Growth by Category

	Q1 2016
Above 10%	Technology
0% to 10%	Automotive, Food & Beverage, Consumer Products
Below 0%	Communications, Healthcare, Retail, Financials

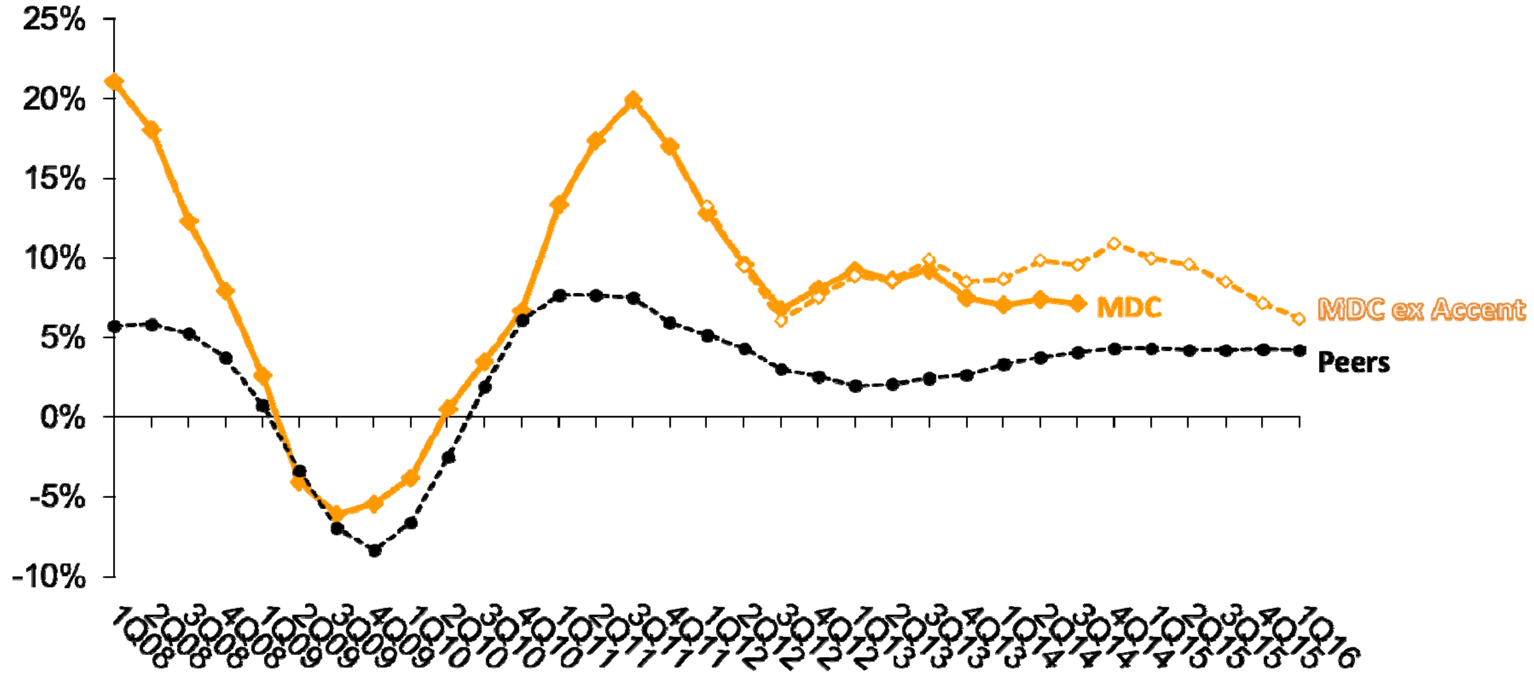
- **Fastest growing client sectors: Technology, Automotive, Food & Beverage**
- **Diversification continues: Top 10 clients declined to 23.0% of revenue in Q1 2016 from 24.4% a year ago (largest <4%)**

* Excludes discontinued operations
Note: Actuals may not foot due to rounding. Year-over-year category growth shown on a reported basis.

ORGANIC GROWTH

MDC Partners vs. Peers[1]

Trailing 12 Month Organic Revenue



[1] Peers include Omnicom, IPG, WPP, Havas and Publicis.

ADJUSTED EBITDA

(US$ in millions, except percentages)

	Three Months Ended March 31,		
	2016	**2015**	***% Change***
Advertising and Communications	42.8	44.2	*(3.3)* %
Corporate Group	(10.0)	(13.1)	*(23.8)* %
Adjusted EBITDA (1)	**$ 32.8**	**$ 31.2**	***5.3 %***
margin	*10.6%*	*10.3%*	

- **Adjusted EBITDA growth and margin expansion aided by leverage of corporate**
- **Segment profitability impacted by timing issues, and is expected to contribute to growth as we move through the year and especially in the second half**

[1] Adjusted EBITDA is a non GAAP measure. See schedules 2 and 3 of the Q1 2016 press release for a reconciliation of Net loss to Adjusted EBITDA.
Note: Actuals may not foot due to rounding.

ADJUSTED EBITDA AVAILABLE FOR GENERAL CAPITAL PURPOSES

(US$ in millions)

	Three Months Ended March 31,	
	2016	2015
Adjusted EBITDA (1)	$32.8	$31.2
Net Income Attibutable to the Noncontrolling Interests	(0.9)	(2.4)
Capital Expenditures, net (2)	(5.5)	(5.3)
Cash Taxes	(0.1)	(0.5)
Cash Interest, net & Other (3)	(13.5)	(12.7)
Adjusted EBITDA Available for General Capital Purposes (4)	**$12.7**	**$10.3**

[1] Adjusted EBITDA is a non GAAP measure. See schedules 2 and 3 of the Q1 2016 press release for a reconciliation of Net loss to Adjusted EBITDA.
[2] Capital Expenditures, net represents capital expenditures net of landlord reimbursements.
[3] Cash Interest, net & Other represents the quarterly accrual of cash interest under our Senior Notes.
[4] Adjusted EBITDA Available for General Capital Purposes is a non-GAAP measure, and represents funds available for repayment of debt, acquisitions, deferred acquisition consideration, dividends, and other general corporate initiatives.

AVAILABLE LIQUIDITY[1]

(US$ in millions)

	March 31, 2016	December 31, 2015
Commitment Under Facility	$325.0	$325.0
Drawn	17.0	0.0
Undrawn Letters of Credit	4.6	5.0
Undrawn Commitments Under Facility	**$303.4**	**$320.0**
Total Cash & Cash Equivalents	21.8	61.5
Liquidity	**$325.2**	**$381.5**

[1] Subject to available borrowings under the Credit Facility.

2016 FINANCIAL OUTLOOK

	2015 Actuals	Prior 2016 Guidance	Revised 2016 Guidance	Implied Year over Year Change
Revenue	$1.326 billion	$1.410 to $1.440 billion	$1.410 to $1.440 billion	+6.3% to +8.6%
Adjusted EBITDA	$197.7 million	$225 to $235 million	$225 to $235 million	+13.8% to +18.9%
Implied Adjusted EBITDA Margin	*14.9%*	*15.8% to 16.4%*	*15.8% to 16.4%*	*+90 to +150 basis points*
Adjusted EBITDA Available for General Capital Purposes	$113.4 million	$135 to $145 million	$130 to $140 million	+14.6% to +23.4%

Note: See appendix for definitions of non-GAAP measures

APPENDIX

TEMPORAL PUT OBLIGATIONS AND IMPACT ON EBITDA

(US$ in millions)	Estimated Put Impact at March 31, 2016			
	Payment Consideration			Incremental
	Cash	Stock	Total	Income in Period
2016	2.6	0.0	2.6	1.1
2017	3.7	0.0	3.7	0.0
2018	2.9	0.1	3.0	2.4
2019	1.6	0.0	1.6	0.0
Thereafter	5.8	0.0	5.8	1.9
Total	$16.6	$0.1	$16.7 (1)	$5.4

Effective Multiple	3.1x

[1] This amount is in addition to $50.8 million of (i) options to purchase only exercisable upon termination not within the control of the Company, or death, and (ii) the excess of the initial redemption value recorded in Redeemable Noncontrolling Interests over the amount the Company would be required to pay to the holders should the Company acquire the remaining ownership interests.

SUMMARY OF CASH FLOW

(US$ in millions)	Three Months Ended March 31, 2016	2015
Cash flows use in continuing operating activities	($128.7)	($112.4)
Discontinued operations	0.0	(1.3)
Net cash used in operating activities	**($128.7)**	**($113.7)**
Cash flows used in continuing investing activities	($8.1)	($8.9)
Discontinued operations	0.0	(0.2)
Net cash used in investing activities	**($8.1)**	**($9.1)**
Cash flows provided by continuing financing activities	$98.7	$26.1
Discontinued operations	0.0	(0.0)
Net cash provided by financing activities	**$98.7**	**$26.0**
Effect of exchange rate changes on cash and cash equivalents	($1.5)	$0.7
Net decrease in cash and cash equivalents	**($39.6)**	**($96.0)**

Note: Actuals may not foot due to rounding

REVENUE TRENDING SCHEDULE

(US$ in thousands, except percentages)

	2014					2015					2016
	Q1-14	Q2-14	Q3-14	Q4-14	FY 2014	Q1-15	Q2-15	Q3-15	Q4-15	FY 2015	Q1-16
Revenue											
United States	$228,833	$243,128	$249,128	$272,385	$993,474	$252,018	$271,375	$270,512	$291,146	$1,085,051	$252,198
Canada	30,913	39,028	38,052	42,397	150,390	29,825	35,432	29,559	34,222	129,038	28,406
North America	259,746	282,156	287,180	314,782	1,143,864	281,843	306,807	300,071	325,368	1,214,089	280,604
Other	15,108	17,200	22,211	25,129	79,648	20,379	29,799	28,344	33,645	112,167	28,437
Total	**$274,854**	**$299,356**	**$309,391**	**$339,911**	**$1,223,512**	**$302,222**	**$336,606**	**$328,415**	**$359,013**	**$1,326,256**	**$309,042**
% of Revenue											
United States	83.3%	81.2%	80.5%	80.1%	81.2%	83.4%	80.6%	82.4%	81.1%	81.8%	81.6%
Canada	*11.2%*	*13.0%*	*12.3%*	*12.5%*	*12.3%*	*9.9%*	*10.5%*	*9.0%*	*9.5%*	*9.7%*	*9.2%*
North America	*94.5%*	*94.3%*	*92.8%*	*92.6%*	*93.5%*	*93.3%*	*91.1%*	*91.4%*	*90.6%*	*91.5%*	*90.8%*
Other	5.5%	5.7%	7.2%	7.4%	6.5%	6.7%	8.9%	8.6%	9.4%	8.5%	9.2%
Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**
Total Growth %											
United States	14.6%	12.6%	13.6%	15.6%	14.1%	10.1%	11.6%	8.6%	6.9%	9.2%	0.1%
Canada	*-3.6%*	*15.0%*	*12.3%*	*18.6%*	*10.9%*	*-3.5%*	*-9.2%*	*-22.3%*	*-19.3%*	*-14.2%*	*-4.8%*
North America	*12.1%*	*12.9%*	*13.4%*	*16.0%*	*13.7%*	*8.5%*	*8.7%*	*4.5%*	*3.4%*	*6.1%*	*-0.4%*
Other	33.5%	33.8%	55.8%	40.4%	41.4%	34.9%	73.3%	27.6%	33.9%	40.8%	39.5%
Total	**13.1%**	**13.9%**	**15.7%**	**17.5%**	**15.2%**	**10.0%**	**12.4%**	**6.1%**	**5.6%**	**8.4%**	**2.3%**
Organic Growth %											
United States	12.0%	9.5%	7.7%	10.5%	9.9%	6.9%	6.6%	6.1%	5.9%	6.4%	-1.2%
Canada	*-2.2%*	*3.5%*	*14.0%*	*22.1%*	*9.7%*	*3.2%*	*2.1%*	*-5.5%*	*-4.3%*	*-1.4%*	*4.5%*
North America	*10.0%*	*8.7%*	*8.5%*	*12.1%*	*9.9%*	*6.5%*	*6.0%*	*4.6%*	*4.5%*	*5.4%*	*-0.6%*
Other	29.0%	27.8%	37.4%	19.5%	27.8%	23.7%	45.5%	20.0%	39.9%	31.9%	41.4%
Total	**10.9%**	**9.6%**	**10.1%**	**12.5%**	**10.8%**	**7.4%**	**8.3%**	**5.7%**	**7.2%**	**7.1%**	**2.2%**

ORGANIC GROWTH METHODOLOGY

Year over Year Change in GAAP Revenue

Less: Impact of Foreign Currency
Less: Impact of Acquisitions*

= Organic Growth

* **Includes revenue prior to MDC's ownership of acquisitions completed in the current year in addition to revenue from acquisitions completed in the prior year, through the 12 month anniversary of ownership**

ACQUISITION REVENUE DISCLOSURES

2015 10K, MD&A Section, page 20:

Advertising and Communications	2014 Revenue	2015 Activity: Foreign Exchange	2015 Activity: Acquisitions	2015 Activity: Organic Growth	2015 Revenue	Change: Foreign Exchange	Change: Acquisitions	Change: Organic Growth	Change: Total Revenue
			(Dollars in Millions)						
United States	$ 993.5	$ —	$ 28.2	$ 63.4	$ 1,085.1	—%	2.8%	6.4 %	9.2 %
Canada	150.4	(20.6)	1.4	(2.1)	129.0	(13.7)%	0.9%	(1.4)%	(14.2)%
Other	79.6	(9.6)	16.7	25.4	112.2	(12.1)%	21.0%	31.9 %	40.8 %
Total	$ 1,223.5	$ (30.2)	$ 46.3	$ 86.7	$ 1,326.3	(2.5)%	3.8%	7.1 %	8.4 %

Represents the incremental impact on revenue for the comparable period prior to MDC's ownership from businesses acquired in the current year, in addition to revenue from businesses acquired in the prior year through the 12 month anniversary of MDC's ownership

2015 10K, Acquisition Footnote 4, page 59:

Pro forma financial information has not been presented for 2015 acquisitions noted below since they did not have a material effect on the Company's operating results. Included in the Company's consolidated statement of operations for the year ended December 31, 2015 was revenue of $13,703, and net loss of $10,922, related to 2015 acquisitions.

Represents revenue recognized in MDC's consolidated financial results for the period of ownership contributed by businesses acquired in the current year

DEFINITION OF NON-GAAP MEASURES

Adjusted EBITDA: Adjusted EBITDA is a non-GAAP measure, that represents operating profit plus depreciation and amortization, stock-based compensation, acquisition deal costs, deferred acquisition consideration adjustments, distributions from non-consolidated affiliates and other non-recurring items.

Organic Growth: Organic revenue growth is a non-GAAP measure that refers to growth in revenues from sources other than acquisitions or foreign exchange impacts.

Adjusted EBITDA Available for General Capital Purposes: Adjusted EBITDA Available for General Capital Purposes is a non-GAAP measure, and represents funds available for repayment of debt, acquisitions, deferred acquisition consideration, dividends, and other general corporate initiatives.

Net Bank Debt or Net Debt: Debt due pertaining to the revolving credit facility plus debt pertaining to the Senior Notes less total cash and cash equivalents.

Note: A reconciliation of Non-GAAP to US GAAP reported results has been provided by the Company in the tables included in the earnings release issued on May 3, 2016.

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