

February 25, 2022

Announcement of Partial Amendment to the Articles of Incorporation

Dentsu Group Inc. (Tokyo: 4324; ISIN: JP3551520004; President & CEO: Hiroshi Igarashi; Head Office: Tokyo; Capital: 74,609.81 million yen) determined at the board of directors held today to submit a proposal to amend its Articles of Incorporation partially to its 173rd ordinary meeting of shareholders scheduled to be held on March 30, 2022.

1. Reasons for the amendments

The reasons for the amendments are as follows.

(1) Introduction of a system for electronic provision of materials for general meetings of shareholders

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions to the Act Partially Amending the Companies Act (Act No. 70 of 2019) will come into force on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (i) The proposed Article 19, Paragraph 1 provides that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided electronically.
- (ii) The purpose of the proposed Article 19, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (iii) The provisions related to the internet disclosure and deemed provision of the reference materials for the general meeting of shareholders, etc. (Article 19 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (iv) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

(2) Maximum number of Directors who are members of the Audit and Supervisory Committee

The maximum number of Directors who are members of the Audit and Supervisory Committee, prescribed in Article 20, Paragraph 2 of the current Articles of Incorporation (NUMBER OF DIRECTORS), shall be amended from five to six, for the purpose of further strengthening the audit and supervision of governance of the Dentsu Group.

2. Contents of the amendments

The current Articles of Incorporation shall be partially amended as follows (portions to be amended are underlined).

(1) Introduction of a system for electronic provision of materials for general meetings of shareholders

Current Articles of Incorporation	Proposed Amendments
ARTICLE 19 <u>INTERNET DISCLOSURE AND DEEMED PROVISION OF REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS, ETC.</u>	<Deleted>

Current Articles of Incorporation	Proposed Amendments
<p><u>The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference materials for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p>	
<p><Newly established></p>	<p><u>ARTICLE 19 MEASURES FOR ELECTRONIC PROVISION, ETC.</u></p> <ol style="list-style-type: none"> <u>1. The Company shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.</u> <u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u>
<p><Newly established></p>	<p><u>Supplementary provisions</u></p> <ol style="list-style-type: none"> <u>1. The deletion of Article 19 (INTERNET DISCLOSURE AND DEEMED PROVISION OF REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS, ETC.) of the current Articles of Incorporation and the proposed Article 19 (MEASURES FOR ELECTRONIC PROVISION, ETC.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the "Effective Date").</u> <u>2. Notwithstanding the provisions of the preceding paragraph, Article 19 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u>

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Current Articles of Incorporation	Proposed Amendments
	3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u>

(2) Maximum number of Directors who are members of the Audit and Supervisory Committee

Current Articles of Incorporation	Proposed Amendments
ARTICLE 20 NUMBER OF DIRECTORS 1. (Omitted) 2. Among the Directors described in the preceding paragraph, the Company shall have no more than <u>five (5)</u> Directors who are Audit and Supervisory Committee Members.	ARTICLE 20 NUMBER OF DIRECTORS 1. (Unchanged) 2. Among the Directors described in the preceding paragraph, the Company shall have no more than <u>six (6)</u> Directors who are Audit and Supervisory Committee Members.

3. Time line

The day when the Company holds the general meeting of shareholders to determine these partial amendments to the Articles of Incorporation: March 30, 2022 (Wednesday)

Effective Date of these partial amendments to the Articles of Incorporation: March 30, 2022 (Wednesday)