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March 30, 2022

# ARTICLES OF INCORPORATION

DENTSU GROUP INC.

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## CHAPTER 1

### GENERAL PROVISIONS

#### ARTICLE 1 COMPANY NAME

The name of the Company shall be Kabushiki Kaisha Dentsu Group, and it shall be referred to in English as DENTSU GROUP INC.

#### ARTICLE 2 PURPOSES

The purposes of the Company shall be as follows, as well as control and management of companies engaged in the following activities through shareholdings of such companies:

1. Planning, design, production, sales, etc., of advertising, publicity, public relations, marketing, sales promotion, etc.;
2. Planning, attracting, construction, operation, performance, broadcast, rights sale, etc., of events, conferences, seminars, meetings, etc.;
3. Planning, design, production, construction, operation, etc., of signboards, exhibitions, displays, decorations, etc.;
4. Research, investigation, analysis, information gathering, etc., concerning industries, industry types, businesses categories, business fields, markets, technologies, services, etc.;
5. Research, investigation, analysis, advice, proposals, etc., concerning the business, organization, strategy, management, branding, risk, activities, improvement plans, etc., of national and local governments, companies, etc.;
6. Execution of construction facilities work, steel structure construction work, interior finish work, telecommunications engineering work, electrical engineering work, etc., as well as the design and supervision of architecture;
7. Telecommunications business as well as development, manufacture, production, sales, rental, management, maintenance, etc., of equipment, devices, software, etc., for telecommunications;
8. Planning, production, screening, performance, public dissemination, distribution, sales, etc., of movies, programs, dramas, and other contents;
9. Planning, production, manufacture, reproduction, supply, sales etc., of music, sound, visual images, photographs, etc., the media used to record them and devices used to play them, etc.;
10. Planning, production, development, promotional use, commercialization, etc., of characters, mascots, marks, symbols, etc.;

11. Acquisition, utilization, management, operation, etc., of intellectual property rights and other intangible property rights;
12. Casting, management, promotion, etc., of entertainers, athletes and other celebrities;
13. Planning, design, research, development, sales, leasing, operation, maintenance, etc., of devices, systems, media, equipment, technology, software, databases, programs, etc., for information and communications technology and information processing, as well as products and services that use or apply such technology;
14. Planning, production, editing, plate-making, printing, binding, processing, sales, etc., of printed material;
15. Planning, production, manufacture, lease, management, sales, etc., of goods (including liquors, tobacco, medical supplies, etc.);
16. Planning, management, operation, etc., of commercial stores, etc.;
17. Security businesses under the Security Business Act;
18. Travel agencies under the Travel Agency Act;
19. Acquisition, holding, management, trading, etc., of shares and other financial instruments;
20. Finance, non-life insurance agents and brokers, life insurance sales, etc.;
21. Collection services, factoring, account settlement services, etc.;
22. Provision, etc., of electronic settlement, electronic signature certification and other services relating to e-commerce;
23. Worker dispatch, employment placement, education of personnel, training, human resource development, etc.;
24. Purchase, sales, lease, development, management, maintenance, operation, etc., of facilities, buildings and other real estate;
25. Planning, research, design, etc., of area development, urban development, tourism development, resort development, etc.;
26. Lease, management, maintenance, provision, etc., of equipment, automobiles, machines, devices, equipment, etc.;
27. Packing, storage, transportation, conveyance, etc., of cargo, etc.;
28. Consignment services for general affairs, accounting, personnel and labor, and other office work, etc.;
29. Consulting services relating to each business of any of the foregoing; and

30. Services incidental or relating to any of the foregoing.

#### ARTICLE 3 LOCATION OF HEAD OFFICE

The Company shall have its head office in Minato-ku, Tokyo.

#### ARTICLE 4 METHOD OF GIVING PUBLIC NOTICE

Public notices of the Company shall be given in the *Nihon Keizai Shimbun*.

#### ARTICLE 5 BODIES

The Company shall have the following bodies, in addition to the General Meeting of Shareholders and Directors.

1. Board of Directors
2. Audit and Supervisory Committee
3. Accounting Auditor

### CHAPTER 2 SHARES

#### ARTICLE 6 TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED BY THE COMPANY

The total number of shares authorized to be issued by the Company shall be one-point-one billion (1,100,000,000) shares.

#### ARTICLE 7 PURCHASE OF OWN SHARES

The Company may purchase its own shares through market transactions, etc., by a resolution of the Board of Directors pursuant to the provision of Article 165, Paragraph 2 of the Companies Act.

#### ARTICLE 8 NUMBER OF SHARES CONSTITUTING ONE UNIT OF SHARES

The number of shares of the Company constituting one (1) unit shall be 100 shares.

#### ARTICLE 9 RIGHTS WITH RESPECT TO SHARES CONSTITUTING LESS THAN ONE UNIT

Shareholders of the Company may not exercise any rights with respect to their shares constituting less than one unit, other than the rights listed below:

1. the rights listed in each item of Article 189, Paragraph 2 of the Companies Act;
2. the right to make a claim pursuant to the provision of Article 166, Paragraph 1 of the Companies Act;
3. the right to receive an allotment of shares for subscription and an allotment of share options for subscription in proportion to the number of shares held by the shareholders; and
4. the right to make the claim provided for in the following article.

ARTICLE 10 ADDITIONAL PURCHASE WITH RESPECT TO SHARES CONSISTING  
LESS THAN ONE UNIT

A shareholder of the Company holding shares constituting less than one unit may demand that the Company sell to the shareholder the number of shares necessary to make its shares constituting less than one unit a whole unit pursuant to the provisions of the Share Handling Rules.

ARTICLE 11 SHAREHOLDER REGISTRY ADMINISTRATOR

1. The Company shall have a Shareholder Registry Administrator with respect to shares of the Company.
2. The Shareholder Registry Administrator and its place of business shall be determined by a resolution of the Board of Directors and shall be notified by way of public notice.
3. The making and keeping of the Shareholder Registry and the Share Option Registry of the Company and other administrative matters relating to the Shareholder Registry and the Share Option Registry shall be entrusted to the Shareholder Registry Administrator and not handled by the Company.

ARTICLE 12 SHARE HANDLING RULES

In addition to the applicable provisions of laws and regulations and these Articles of Incorporation, the handling of shares and share options of the Company, procedures applicable upon exercise of shareholders' rights, and fees for such procedures shall be governed by the Share Handling Rules adopted by the Board of Directors.

ARTICLE 13 RECORD DATE

1. The Company shall treat shareholders with voting rights who are registered in the closing Shareholder Registry as of the thirty-first (31st) day of December of each year as the shareholders entitled to exercise their votes at the Ordinary General Meeting of Shareholders of the relevant business year.
2. Notwithstanding the provisions of the preceding paragraph, if necessary, the Company may specify a record date by a resolution of the Board of Directors, giving public notice of the record date in advance.

CHAPTER 3

GENERAL MEETING OF SHAREHOLDERS

ARTICLE 14 TIMING OF CONVOCATION

An Ordinary General Meeting of Shareholders shall be held within three (3) months from the conclusion of each business year, and an Extraordinary General Meeting of Shareholders shall be held at any time when necessary.

ARTICLE 15 PERSON TO CONVENE GENERAL MEETING OF SHAREHOLDERS AND  
CHAIRPERSON

1. Unless otherwise provided by applicable laws or regulations, General Meetings of Shareholders shall be convened by a Representative Director in accordance with a resolution of the Board of Directors, and the Representative Director shall act as chairperson of the General Meetings of Shareholders.

2. If none of the Representative Directors is able to perform his or her duties above, General Meetings of Shareholders shall be convened by another Director specified in accordance with the order previously determined by the Board of Directors, and that Director shall act as chairperson thereat.

#### ARTICLE 16 METHOD OF ADOPTING RESOLUTIONS

1. Unless otherwise provided by applicable laws or regulations or these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be adopted by a majority of votes of the shareholders entitled to exercise their votes and present at the meeting.

2. Unless otherwise provided by these Articles of Incorporation, the special resolution of a General Meeting of Shareholders set forth in Article 309, Paragraph 2 of the Companies Act shall be made by a majority of no less than two-thirds of the votes of the shareholders present at the meeting where shareholders holding no less than one-third of the votes of all shareholders entitled to exercise their votes are present.

#### ARTICLE 17 EXERCISE OF VOTING BY PROXY

1. A shareholder may exercise his or her votes at any General Meeting of Shareholders through a single proxy who must be another shareholder having voting rights in the Company.

2. In the case described in the preceding paragraph, the shareholder or his or her proxy shall submit to the Company, in advance, a document showing the proxy's authority for each General Meeting of Shareholders.

#### ARTICLE 18 MINUTES

1. A summary of proceedings at a General Meeting of Shareholders and the results thereof and other matters set forth in applicable laws and regulations shall be recorded in minutes in writing or by electronic recording.

2. The minutes described in the preceding paragraph shall be kept in the head office for ten (10) years, and copies of such minutes shall be kept in branch offices for five (5) years.

#### ARTICLE 19 MEASURES FOR ELECTRONIC PROVISION, ETC.

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.

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.

### CHAPTER 4

## DIRECTORS AND BOARD OF DIRECTORS

### ARTICLE 20 NUMBER OF DIRECTORS

1. The Company shall have no more than fifteen (15) Directors.
2. Among the Directors described in the preceding paragraph, the Company shall have no more than six (6) Directors who are Audit and Supervisory Committee Members.

### ARTICLE 21 ELECTION OF DIRECTORS

1. Directors shall be elected at General Meetings of Shareholders by a majority of the votes of the shareholders present at a meeting where shareholders holding no less than one-third of the votes of all shareholders entitled to exercise their votes are present.
2. The election described in the preceding paragraph shall be carried out while distinguishing between Directors who are Audit and Supervisory Committee Members and Directors who are not Audit and Supervisory Committee Members.
3. No cumulative voting may be used for the election of Directors.

### ARTICLE 22 TERMS OF OFFICE OF DIRECTORS

1. The term of office of each Director who is not an Audit and Supervisory Committee Member shall expire at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year that ends within one (1) year from his or her election. The term of office of each Director who is an Audit and Supervisory Committee Member shall expire at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year that ends within two (2) years from his or her election.
2. The term of office of a Director who is an Audit and Supervisory Committee Member elected to fill a vacancy shall expire at the time the term of office of his or her predecessor expires.

### ARTICLE 23 REPRESENTATIVE DIRECTORS AND ASSIGNMENT OF BUSINESSES

1. The Company shall elect one or more Representative Directors from among the Directors who are not Audit and Supervisory Committee Members by a resolution of the Board of Directors. Several Representative Directors may be elected.
2. Each Representative Director shall represent the Company and conduct the business of the Company in accordance with resolutions of General Meetings of Shareholders and the Board of Directors.
3. The Company may, if necessary, by a resolution of the Board of Directors, elect a Chairperson of the Company from among the Directors who are not Audit and Supervisory Committee Members, and grant the Chairperson the right to represent the Company.
4. The Board of Directors may elect Directors who are to be responsible for conducting certain businesses of the Company from among the Directors who are not Audit and Supervisory Committee Members.
5. The Company may elect Executive Officers by a resolution of the Board of Directors and have them execute the business of the Company assigned to them.

#### ARTICLE 24 CONVOCATION OF A MEETING OF THE BOARD OF DIRECTORS

1. Unless otherwise provided by applicable laws or regulations, the person to convene meetings of the Board of Directors and the chairperson of the Board of Directors shall be determined by the Rules of the Board of Directors.
2. A notice of a meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting; provided, however, that in case of emergency, such period may be shortened.
3. With the consent of all Directors, the Board of Directors may be convened without following the procedure for convening the meeting.

#### ARTICLE 25 METHOD OF ADOPTING RESOLUTIONS

Resolutions of the Board of Directors shall be adopted by a majority of the Directors present at the meeting where the majority of all Directors are present.

#### ARTICLE 26 DEEMED RESOLUTIONS OF THE BOARD OF DIRECTORS

The Company may deem that a resolution has been adopted by the Board of Directors when the requirements under Article 370 of the Companies Act are satisfied.

#### ARTICLE 27 DELEGATION OF POWER TO MAKE DECISIONS ON EXECUTION OF IMPORTANT OPERATIONS

The Company may, pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of the power to make decisions on the execution of important operations (excluding the matters listed in each Item of Paragraph 5 of the same Article) to Directors by a resolution of the Board of Directors.

#### ARTICLE 28 MINUTES OF THE BOARD OF DIRECTORS

1. A summary of the proceedings at a meeting of the Board of Directors and the results thereof and other matters set forth in applicable laws and regulations shall be recorded in the minutes in writing or by electronic recording, and the minutes shall bear the signatures, names and seal impressions, or the digital signatures of the Directors present.
2. The minutes described in the preceding paragraph shall be kept in the head office for ten (10) years.

#### ARTICLE 29 RULES OF THE BOARD OF DIRECTORS

In addition to applicable provisions of laws and regulations and these Articles of Incorporation, all matters concerning the Board of Directors shall be governed by the Rules of the Board of Directors adopted by the Board of Directors.

#### ARTICLE 30 REMUNERATION FOR DIRECTORS

Remuneration for Directors shall be determined by a resolution of a General Meeting of



Shareholders while distinguishing between Directors who are Audit and Supervisory Committee Members and Directors who are not Audit and Supervisory Committee Members.

#### ARTICLE 31 EXEMPTION OF DIRECTORS' LIABILITY

1. If the requirements provided for in the applicable laws and regulations are satisfied, the Company may, by a resolution of the Board of Directors, exempt a Director (including a person who was a Director) from the liability provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the exemption shall be limited to an amount calculated by deducting the minimum amount of liability provided for in the applicable laws and regulations from the total amount of the Director's liability.

2. The Company may execute an agreement with a Director (excluding Executive Directors, etc.) that limits the liability provided for in Article 423, Paragraph 1 of the Companies Act if the requirements provided for in the applicable laws and regulations are satisfied; provided, however, that the limit of liability under such agreement shall be (a) a predetermined amount of no less than ten million (10,000,000) yen or (b) the minimum amount of liability provided for in the applicable laws and regulations, whichever is higher.

### CHAPTER 5

#### AUDIT AND SUPERVISORY COMMITTEE

#### ARTICLE 32 AUDIT AND SUPERVISORY COMMITTEE

The Audit and Supervisory Committee shall exercise the authority necessary to execute its duties in addition to deciding upon matters as provided for in the applicable laws and regulations.

#### ARTICLE 33 CONVOCAION OF AUDIT AND SUPERVISORY COMMITTEE

1. The Audit and Supervisory Committee may be convened by any Audit and Supervisory Committee Member.

2. A notice of a meeting of the Audit and Supervisory Committee shall be dispatched to each member of the Audit and Supervisory Committee at least three (3) days prior to the date of such meeting; provided, however, that in case of emergency, such period may be shortened.

3. With the consent of all Audit and Supervisory Committee Members, the Audit and Supervisory Committee may be convened without following the procedure for convening the meeting.

#### ARTICLE 34 RULES OF THE AUDIT AND SUPERVISORY COMMITTEE

In addition to the applicable provisions of laws and regulations and these Articles of Incorporation, all matters concerning the Audit and Supervisory Committee shall be governed by the Rules of the Audit and Supervisory Committee adopted by the Audit and Supervisory Committee.

### CHAPTER 6

#### ACCOUNTING AUDITOR

ARTICLE 35 ELECTION OF ACCOUNTING AUDITOR

An Accounting Auditor shall be elected by a resolution of a General Meeting of Shareholders.

ARTICLE 36 TERMS OF OFFICE OF ACCOUNTING AUDITOR

1. The terms of office of an Accounting Auditor shall expire at the conclusion of the Ordinary General Meeting of Shareholders held for the last business year that ends within one (1) year from his or her election.

2. Unless otherwise determined by a resolution of the Ordinary General Meeting of Shareholders described in the preceding paragraph, the Accounting Auditor shall be deemed to have been reelected at the same meeting.

ARTICLE 37 REMUNERATION FOR ACCOUNTING AUDITOR

Remuneration for an Accounting Auditor shall be determined by a Representative Director with the consent of the Audit and Supervisory Committee.

CHAPTER 7  
ACCOUNTING

ARTICLE 38 BUSINESS YEAR

The business year of the Company shall be from the first (1st) day of January of each year to the thirty-first (31st) day of December of the same year.

ARTICLE 39 BODY FOR DECISION ON DISTRIBUTION OF DIVIDENDS, ETC.

Regarding matters provided for in each Item of Article 459, Paragraph 1 of the Companies Act, such as the distribution of dividends, etc., the Company may decide upon such matters by a resolution of the Board of Directors, unless otherwise provided for in the applicable laws and regulations.

ARTICLE 40 RECORD DATE FOR DISTRIBUTION OF DIVIDENDS

1. The record date for the year-end dividends of the Company shall be the thirty-first (31st) day of December of each year.

2. The record date for interim dividends of the Company shall be the thirtieth (30th) day of June of each year.

3. In addition to the preceding two paragraphs, distribution of dividends may be made by prescribing a record date.

ARTICLE 41 TERMINATION OF OBLIGATION

1. In the event where the dividend is cash, the Company shall be exempt from liability for paying dividends if and when the dividends remain unclaimed after three (3) years have elapsed from the date

on which such dividends became due and payable.

2. The cash described in the preceding paragraph shall bear no interest.

## CHAPTER 8 SUPPLEMENTARY PROVISIONS

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”).

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.

3. 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.