



STANDARD
TOKYO

August 23, 2022

For Immediate Release

Company name: SEPTENI HOLDINGS CO., LTD.
Representative: Representative Director, Group President and Chief Executive Officer
Koki Sato
(TSE Standard code: 4293)

Notice of Change of Accounting Period (Fiscal Year-End) and Partial Amendments of Articles of Incorporation

SEPTENI HOLDINGS CO., LTD. hereby announces that at the meeting of the Board of Directors held today, the Company resolved to change the accounting period (the fiscal year-end) and partially amend the Articles of Incorporation, subject to the approval of “Partial Amendments to the Articles of Incorporation” at the 32nd Ordinary General Meeting of Shareholders to be held in December 2022. The details are as follows.

1. Change of accounting period

(1) Reasons for the change in the fiscal year-end

The Company became a consolidated subsidiary of Dentsu Group Inc. on January 4, 2022, in conjunction with the deepening of the capital and business alliance with Dentsu Group, Inc. announced on October 28, 2021. The Company’s fiscal year is set from October 1 to September 30 of the following year. However, by unifying the fiscal year-end with Dentsu Group Inc., its parent company, the Company aims to improve management transparency by disclosing management information in a timely and accurate manner, and to promote more efficient management and business operations, such as formulating management plans and managing performance. Therefore, the Company will change this to from January 1 to December 31 of the same year.

(2) Details of the change in the fiscal year-end

| | |
|--------------|---------------------------|
| Present | September 30 of each year |
| After change | December 31 of each year |

(NOTE) The 33rd fiscal year, which will be the first fiscal year after the change in the fiscal year-end, is scheduled to be the 15-month period from October 1, 2022 to December 31, 2023. The same changes will be made to consolidated subsidiaries, with some exceptions.

(3) Future Outlook

The earnings estimates for the 33rd fiscal period are scheduled to be disclosed in the financial results for the fiscal year ending September 2022, which is scheduled to be disclosed in November 2022.

2. Partial Amendments of Articles of Incorporation

(1) Reason for amendments of the Articles of Incorporation

(i) In accordance with the change in the accounting period described above, the Company will make certain changes to Article 13 (Convocation), Article 14 (Record Date of Ordinary General Meeting of Shareholders), Article 47 (Business Year), and Article 49 (Record Date of Dividend of Surplus) of the Articles of Incorporation, and newly establish necessary supplementary provisions as transitional measures.

(ii) The Company will add business purposes to Article 2 (Purpose) of the current Articles of Incorporation in order to respond to the diversification of business content.

(iii) With the enforcement of the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” (Act No. 70 of 2021) on June 16, 2021, the Company will change Article 13 (Convocation) of the current Articles of Incorporation, believing that it will expand the options to hold shareholders' meetings and contribute to the interests of shareholders by enabling it to hold a general meeting of shareholders with no restriction on the meeting place (so-called virtual only shareholders' meeting.) The amendment to the Articles of Incorporation shall become effective on the condition that it is confirmed by the Minister of Economy, Trade and Industry and the Minister of Justice pursuant to the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice in case this amendment contributes to enhance industrial competitiveness while giving consideration to the interests of shareholders, in addition to the resolution of the General Meeting of Shareholders. Therefore, the supplementary provisions regarding the effective date shall be established.

(iv) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act for Partial Amendment of the Companies Act” (Act No. 70 of 2019) will come into force on September 1, 2022. Therefore, Article 19 of the Articles of Incorporation will be amended as follows in preparation for the introduction of the electronic provision system of materials for general meetings of shareholders.

Article 19 of the proposed amendment stipulates that information contained in the reference documents for Shareholders' Meetings shall be provided electronically, and a provision shall be established to limit the scope of matters to be stated in the document to be delivered to the shareholder who made the request for issuance of the document. As a result, the provisions of Article 19 (Deemed Provision of Reference Documents for General Meeting of Shareholders, etc. to Be Disclosed on the Internet) of the Articles of Incorporation are no longer necessary, and therefore, they shall be deleted. In conjunction with this change, the Company will also establish the supplementary provisions regarding the effective dates, etc.

(2) Amendments to the Articles of Incorporation

The details of the amendments to the Articles of Incorporation are as follows*. Statements in the Articles of Incorporation that do not change are omitted.

*Translation of the amendments to the Articles of Incorporation is omitted in this timely disclosure. Please refer to the translation of Convocation Notice for the 32nd Ordinary General Meeting of Shareholders, which is planned to be released later this year.

(3) Schedule

Date of the Ordinary General Meeting of Shareholders to amend the Articles of Incorporation:

December 2022 (planned)

Effective date of the amendments to the Articles of Incorporation:

December 2022 (planned)

The effective date of the following provisions is as follows.

Article 13 and Article 1 of the Proposed Change: April 1, 2023

Article 13(2) of the Proposed Change:

Date on which confirmation has been received from the Minister of Economy, Trade and Industry and the Minister of Justice.

Article 14 and Article 49(1) of the Proposed Change: January 1, 2023

■Contact Information

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*Please contact us by e-mail for any inquiries as the Company promotes a work-from-home system as of August 23, 2022.