

February 10, 2023

Information Services International-Dentsu, Ltd.
Ryoichi Nawa, President, CEO & COO
(Stock Code 4812, TSE Prime Market)

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Notice Regarding Partial Amendment of the Articles of Incorporation

Information Services International-Dentsu, Ltd. (ISID) hereby notifies that the Board of Directors resolved today to propose, at its 48th General Meeting of Shareholders scheduled to be held on March 24, 2023, that the articles of incorporation of the Company (the Articles of Incorporation) would be partially amended as described below.

1. Reason for Amendment

(1) Change of Trade name

ISID Group has set the execution of various self-transformations in “Vision 2030,” its long-term management vision and in “ISID X Innovation 2024,” its medium-term management plan. Aiming to accelerate the implementation of such reforms, the ISID Group intends to make necessary amendments to Article 1 of its current Articles of Incorporation (Trade Name) in order to change the trade name of the Company from “Information Services International-Dentsu, Ltd.” to “DENTSU SOKEN INC.”. The effective date of the change in trade name shall be January 1, 2024.

* Please refer to the "Notice Concerning Change of Trade Name and Preparation of Integration of Two Consolidated Subsidiaries," which is disclosed separately on the date of this report.

(2) Transition to a company with Audit & Supervisory Committee

In order to strengthen the supervisory function of the Board of Directors and further enhance the corporate governance system, the Company will transition to a company with Audit & Supervisory Committee.

Accordingly, necessary changes will be made, including the establishment of new provisions regarding Audit & Supervisory Committee and Directors who are Audit & Supervisory Committee Members, the deletion of provisions regarding Audit & Supervisory Board and Audit & Supervisory Board Members, and the establishment of new provisions regarding delegation of authority to Directors.

(3) Introduction of a General Meeting of Shareholders without a designated location

On June 16, 2021, the “Act for Partially Amending the Act on Strengthening Industrial Competitiveness and Other Related Laws and Regulations” (Act No. 70 of 2021) came into effect, and it became possible for listed companies to hold a General Meeting of Shareholders without a designated location (so-called virtual-only General Meeting of Shareholders) under certain conditions as stipulated in the Articles of Incorporation. The Company proposes to newly establish Article 13, paragraph 2 in the current Articles of Incorporation so that a General Meeting of Shareholders without a designated location can be held in preparation for unforeseen situations such as infectious diseases and natural disasters.

Furthermore, the Company has received confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that these changes fall under the requirements stipulated by the Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice as a case of contributing to strengthening industrial competitiveness while taking into consideration securing shareholders’ interests.

(4) Change of authority to decide dividends of surplus, etc.

In order to enable the Company to flexibly distribute dividends from surplus, etc. without requiring a resolution of the General Meeting of Shareholders even when it is difficult to hold the annual General Meeting of Shareholders due to unforeseen circumstances, the Company proposes to newly establish Article 42 in the proposed amendment (Dividends of Surplus, Etc.) and delete Article 46 (Year-end Dividends) and Article 47 (Interim Dividends) of the current Articles of Incorporation pursuant to Article 459, paragraph (1) of the Companies Act, so that the Company can distribute a surplus by a resolution of the Board of Directors. Furthermore, even after the amendment to the Articles of Incorporation, the Company plans to continue to pay a year-end dividend by resolution of the General Meeting of Shareholders.

2. Details of Amendment

Details of the changes are shown in the attached document.

3. Schedule of change (planned)

- (1) Scheduled date of the General Meeting of Shareholders to amend the Articles of Incorporation
Friday, March 24, 2023

- (2) Effective date of the amendment of the Articles of Incorporation
 - 1) Transition to a company with audit & supervisory committee, introduction of a general meeting of shareholders without a designated location, and change of authority to decide dividends of surplus, etc.
Friday, March 24, 2023

 - 2) Change of Trade name
Monday, January 1, 2024

END

[attached document]

(Underlined texts are to be amended)

Current Articles of Incorporation	Proposed Amendment
Chapter 1 General Rules	Chapter 1 General Rules
<p>(Trade Name) Article 1. The name of the Company shall be “Dentsu Kokusai Joho Sabisu Kabushiki Kaisha” and in English it shall be “Information Services International-Dentsu, Ltd.”</p> <p>Articles 2 to 3. (Provisions omitted)</p> <p>(Institution) Article 4. In addition to the General Meeting of Shareholders and Directors, the Company shall have the following. (1) Board of Directors (2) Audit & Supervisory Board Member (3) Audit & Supervisory Board (4) Accounting Auditor</p> <p>Article 5. (Provisions omitted)</p>	<p>(Trade Name) Article 1. The name of the Company shall be “Kabushiki Kaisha Dentsu Soken” and in English it shall be “DENTSU SOKEN INC.”</p> <p>Articles 2 to 3. (As at present)</p> <p>(Institution) Article 4. In addition to the General Meeting of Shareholders and Directors, the Company shall have the following. (1) Board of Directors (2) Audit & Supervisory Committee (Delete) (3) Accounting Auditor</p> <p>Article 5. (As at present)</p>
Chapter 2. Shares	Chapter 2. Shares
<p>Articles 6 to 10. (Provisions omitted)</p> <p>(Shareholder Registry Administrator) Article 11. (Provisions omitted) 2. The shareholder registry administrator and the office to handle such work shall be selected by resolution of the Board of Directors. 3. (Provisions omitted)</p> <p>(Share Handling Regulations)</p>	<p>Articles 6 to 10. (As at present)</p> <p>(Shareholder Registry Administrator) Article 11. (As at present) 2. The shareholder registry administrator and its handling office shall be selected by a resolution of the Board of Directors or by a decision of the Directors delegated by a resolution of the Board of Directors. 3. (As at present)</p> <p>(Share Handling Regulations)</p>

Current Articles of Incorporation	Proposed Amendment
<p>Article 12. In addition to laws and regulations or these Articles of Incorporation, method of exercising shareholders' rights and its fees, such as entries or records in the Company's shareholder and share option registry and the original share acquisition rights, purchases and additions of shares under one unit, shall be set forth in the Share Handling Regulations stipulated by the Board of Directors.</p>	<p>Article 12. In addition to laws and regulations or these Articles of Incorporation, method of exercising shareholders' rights and its fees, such as entries or records in the Company's shareholder and share option registry and the original share acquisition rights, purchases and additions of shares under one unit, shall be set forth in the Share Handling Regulations stipulated by the Board of Directors or Directors delegated by a resolution of the Board of Directors.</p>
Chapter 3 General Meeting of Shareholders	Chapter 3 General Meeting of Shareholders
<p>(Period of Convocation) Article 13. (Provisions omitted) (Newly established)</p> <p>Articles 14 to 19. (Provisions omitted) (Provisions omitted)</p>	<p>(Convocation) Article 13. (As at present) 2. The Company may hold a General Meeting of Shareholders without a designated location.</p> <p>Articles 14 to 19. (As at present) (As at present)</p>
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
<p>(Number of members) Article 20. The number of Directors of the Company shall not exceed 13. (Newly established)</p> <p>(Appointment Method) Article 21. Directors are elected by resolution of the General Meeting of Shareholders.</p> <p>2. (Provisions omitted) 3. (Provisions omitted)</p> <p>(Term of Office)</p>	<p>(Number of members) Article 20. The Company shall have no more than 13 Directors who are not Audit & Supervisory Committee Members. 2. The Company shall have no more than four Directors who are Audit & Supervisory Committee Members.</p> <p>(Appointment Method) Article 21. Directors are distinguished between Directors who are Audit & Supervisory Committee Members and Directors who are not Audit & Supervisory Committee Members, and are elected by resolution of the General Meeting of Shareholders.</p> <p>2. (As at present) 3. (As at present)</p> <p>(Term of Office)</p>

Current Articles of Incorporation	Proposed Amendment
<p>Article 22.</p> <p>The term of office of Directors shall expire at the conclusion of the annual General Meeting of Shareholders relating to the last fiscal year terminating within one year after their election.</p> <p>2. The term of office of a Director elected due to an increase in the number of Directors or as a substitute shall be until the expiration of the term of office of the other Directors in office.</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>Article 22.</p> <p>The term of office of Directors who are not Audit & Supervisory Committee Members shall expire at the conclusion of the annual General Meeting of Shareholders relating to the last fiscal year terminating within one year after election.</p> <p>2. The term of office of Directors who are Audit & Supervisory Committee Members shall expire at the conclusion of the annual General Meeting of Shareholders relating to the last fiscal year terminating within two years after election.</p> <p>3. The term of office of a Director who is an Audit & Supervisory Committee Member elected as a substitute for a Director who is an Audit & Supervisory Committee Member who retired before the expiration of the term of office shall be until the expiration of the term of office of the Director who is an Audit & Supervisory Committee Member who has retired.</p> <p>4. The period during which an election resolution for a substitute Director who is an Audit & Supervisory Committee Member elected based on Article 329, paragraph (3) of the Companies Act is in effect until the start of an annual General Meeting of Shareholders relating to the last fiscal year terminating within two years after election, unless shortened by a resolution.</p>
<p>(Representative Directors and Directors With Special Titles)</p> <p>Article 23.</p> <p>The Representative Director is selected by resolution of the Board of Directors.</p> <p>2. The Board of Directors may, by resolution, appoint one Director and Chairman, one Director and President, and a few Executive Vice Presidents, Executive Directors, and Senior Directors.</p>	<p>(Representative Directors and Directors With Special Titles)</p> <p>Article 23.</p> <p>The Representative Director is selected from among Directors who are not Audit & Supervisory Committee Members by resolution of the Board of Directors.</p> <p>2. The Board of Directors may, by resolution, appoint one Director and Chairman, one Director and President, and a few Executive Vice Presidents, Executive Directors, and Senior Directors, from among Directors who are not Audit & Supervisory Committee Members.</p>
<p>(Convener and Chair of Meetings of the Board of Directors)</p> <p>Article 24.</p>	<p>(Convener and Chair of Meetings of the Board of Directors)</p> <p>Article 24.</p>

Current Articles of Incorporation	Proposed Amendment
<p>Meetings of the Board of Directors shall be convened and chaired by the Representative Director determined in advance by the Board of Directors, unless otherwise stipulated by laws and regulations.</p>	<p>Meetings of the Board of Directors shall be convened and chaired by the Director determined in advance by the Board of Directors, unless otherwise stipulated by laws and regulations.</p>
<p>2. In the absence or disability of the Representative Director set forth in the preceding paragraph, another Director shall convene and chair meetings of the Board of Directors in accordance with the order determined in advance by the Board of Directors.</p>	<p>2. In the absence or disability of the Director set forth in the preceding paragraph, another Director shall convene and chair meetings of the Board of Directors in accordance with the order determined in advance by the Board of Directors.</p>
<p>(Notice of Meeting of the Board of Directors) Article 25.</p>	<p>(Notice of Meeting of the Board of Directors) Article 25.</p>
<p>Notice of Meeting of the Board of Directors shall be issued to each Director and each Audit & Supervisory Board Member at least three days prior to the date of a meeting. However, when there is an urgent need, this period can be shortened.</p>	<p>Notice of Meeting of the Board of Directors shall be issued to each Director at least three days prior to the date of a meeting. However, when there is an urgent need, this period can be shortened.</p>
<p>2. When all Directors and Audit & Supervisory Board Member agree, a meeting of the Board of Directors can be held without going through the convocation procedure.</p>	<p>2. When all Directors agree, a meeting of the Board of Directors can be held without going through the convocation procedure.</p>
<p>Articles 26 to 27. (Provisions omitted)</p>	<p>Articles 26 to 27. (As at present)</p>
<p>(Newly established)</p>	<p>(Delegation of business execution decisions to Directors) Article 28. In accordance with the provisions of Article 399-13, paragraph (6) of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of the decisions on the execution of important operations (excluding matters listed in each item of paragraph (5) of the same Article) to Directors.</p>
<p>Articles 28 to 29. (Provisions omitted)</p>	<p>Articles 29 to 30. (As at present)</p>
<p>(Compensation, Etc.) Article 30.</p>	<p>(Compensation, Etc.) Article 31.</p>

Current Articles of Incorporation	Proposed Amendment
<p>Property benefits received from the Company as remuneration, bonuses, and other compensation for execution of duties by Directors (hereinafter referred to as the “Compensation, etc.”) shall be determined by resolution of the General Meeting of Shareholders.</p> <p>Article 31. (Provisions omitted)</p>	<p>Property benefits received from the Company as remuneration, bonuses, and other compensation for execution of duties by Directors (hereinafter referred to as the “Compensation, etc.”) shall be distinguished between Directors who are Audit & Supervisory Committee Members and Directors who are not Audit & Supervisory Committee Members, and shall be determined by resolution of the General Meeting of Shareholders.</p> <p>Article 32. (As at present)</p>
<p>Chapter 5 Audit & Supervisory Board Member and Audit & Supervisory Board</p>	<p>Chapter 5 Audit & Supervisory Committee</p>
<p>(Number of Members) Article 32. The Company shall have no more than four Audit & Supervisory Board Members.</p> <p>(Appointment Method) Article 33. Audit & Supervisory Board Members are elected by resolution of the General Meeting of Shareholders. 2. The resolution for the election of Audit & Supervisory Board Members shall be adopted by a majority of the votes of the shareholders present at a meeting where shareholders holding at least one-third of the voting rights of shareholders entitled to exercise their voting rights are present.</p> <p>(Term of Office) Article 34. The term of office of an Audit & Supervisory Board Member is until the end of the annual General Meeting of Shareholders relating to the last fiscal year terminating within four years after election. 2. The term of office of an Audit & Supervisory Board Member elected as a substitute shall be until the expiration of the term of office of the retired Audit & Supervisory Board Member.</p>	<p>(Delete)</p> <p>(Delete)</p> <p>(Delete)</p>

Current Articles of Incorporation	Proposed Amendment
<p>3. When a substitute Audit & Supervisory Board Member appointed based on Article 329, paragraph (3) of the Companies Act takes office as an Audit & Supervisory Board Member, the term of office of that Audit & Supervisory Board Member shall be until the expiration of the term of office of the retired Audit & Supervisory Board Member.</p>	
<p>(Full-time Audit & Supervisory Board Member) Article 35. The Audit & Supervisory Board shall, by resolution, select a full-time Audit & Supervisory Board Member from among Audit & Supervisory Board Members.</p>	<p>(Full-time Audit & Supervisory Committee Member) Article 33. The Audit & Supervisory Committee may, by resolution, select a full-time Audit & Supervisory Committee Member.</p>
<p>(Notice of Meeting of the Audit & Supervisory Board) Article 36. Notice of Meeting of the Audit & Supervisory Board shall be issued to each Audit & Supervisory Board Member at least three days prior to the date of a meeting. However, when there is an urgent need, this period can be shortened.</p>	<p>(Notice of Meeting of the Audit & Supervisory Committee) Article 34. Notice of Meeting of the Audit & Supervisory Committee shall be issued to each Audit & Supervisory Committee Member at least three days prior to a meeting date. However, when there is an urgent need, this period can be shortened.</p>
<p>2. With the consent of all Audit & Supervisory Board Members, Audit & Supervisory Board may be held without going through the convocation procedures.</p>	<p>2. With the consent of all Audit & Supervisory Committee Members, Audit & Supervisory Committee may be held without going through the convocation procedures.</p>
<p>(Method of Resolution by the Audit & Supervisory Board) Article 37. Resolutions of the Audit & Supervisory Board shall be determined by a majority vote of the Audit & Supervisory Board Members, unless otherwise stipulated by laws and regulations.</p>	<p>(Method of Resolution by the Audit & Supervisory Committee) Article 35. Resolutions of the Audit & Supervisory Committee shall be determined by a majority vote of the Audit & Supervisory Committee Members who are able to participate in the vote.</p>
<p>(Audit & Supervisory Board Minutes) Article 38. Regarding the minutes of the Audit & Supervisory Board, minutes are prepared as stipulated by law.</p>	<p>(Audit & Supervisory Committee Minutes) Article 36. Regarding the proceedings of the Audit & Supervisory Committee, minutes are prepared as stipulated by law.</p>
<p>(Audit & Supervisory Board Regulations) Article 39.</p>	<p>(Audit & Supervisory Committee Regulations) Article 37.</p>

Current Articles of Incorporation	Proposed Amendment
<p>In addition to laws and regulations or these Articles of Incorporation, matters relating to the Audit & Supervisory Board are governed by the Audit & Supervisory Board Regulations established by the Audit & Supervisory Board.</p> <p>(Compensation, Etc.) Article 40. The Compensation, etc. for Audit & Supervisory Board Members shall be determined by resolution of the General Meeting of Shareholders.</p> <p>(Exemption from liability of Audit & Supervisory Board Members) Article 41. Pursuant to Article 426, paragraph (1) of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from the liabilities provided in Article 423, paragraph (1) of the Companies Act to the extent permitted by law.</p> <p>2. In accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company may conclude an agreement with the Audit & Supervisory Board Members limiting the liability of the Audit & Supervisory Board Members as stipulated in Article 423, paragraph (1) of the Companies Act. However, the maximum amount of liability based on such contract shall be the higher of a pre-determined amount of not less than 6 million yen or the amount stipulated by law.</p> <p style="text-align: center;">Chapter 6 Accounting Auditor</p>	<p>In addition to laws and regulations or these Articles of Incorporation, matters relating to the Audit & Supervisory Committee are governed by the Audit & Supervisory Committee Regulations established by the Audit & Supervisory Committee.</p> <p>(Delete)</p> <p>(Delete)</p> <p style="text-align: center;">Chapter 6 Accounting Auditor</p>
<p>(Appointment of an Accounting Auditor) Article 42. (Provisions omitted)</p> <p>Article 43. (Provisions omitted)</p> <p>(Compensation, Etc.) Article 44.</p>	<p>(Appointment Method) Article 38. (As at present)</p> <p>Article 39. (As at present)</p> <p>(Compensation, Etc.) Article 40.</p>

Current Articles of Incorporation	Proposed Amendment
The Compensation, etc. of the Accounting Auditor is determined by the Representative Director with the consent of the Audit & Supervisory Board.	The Compensation, etc. of the Accounting Auditor is determined by the Representative Director with the consent of the Audit & Supervisory Committee.
Chapter 7 Calculation	Chapter 7 Calculation
<p>Article 45. (Provisions omitted)</p> <p>(Year-end Dividends)</p> <p>Article 46.</p> <p>The Company shall, by resolution of the General Meeting of Shareholders, pay a dividend from surplus funds (hereinafter referred to as the “Year-end Dividends”) to shareholders or registered share pledgers listed or recorded in the final shareholder registry as of December 31 of each year.</p> <p>(Interim Dividends)</p> <p>Article 47.</p> <p>The Company may, by resolution of the Board of Directors, pay a dividend from surplus funds as provided in Article 454, paragraph (5) of the Companies Act (hereinafter referred to as the “Interim Dividends”) to shareholders or registered share pledgers appearing or recorded in the final shareholder registry as of June 30 of each year.</p> <p>(Newly established)</p> <p>(Prescription for Payment of Dividends)</p> <p>Article 48.</p>	<p>Article 41. (As at present)</p> <p>(Delete)</p> <p>(Delete)</p> <p>(Dividends of Surplus, Etc.)</p> <p>Article 42.</p> <p>The Company may, by resolution of the Board of Directors, determine the matters listed in Article 459, paragraph (1) of the Companies Act, except as otherwise stipulated by laws and regulations.</p> <p>2. The Company may pay a dividend from surplus funds (hereinafter referred to as the “Dividends”) to shareholders or registered stock pledgers listed or recorded in the final shareholder registry as of June 30 or December 31 of each year.</p> <p>(Prescription for Payment of Dividends)</p> <p>Article 43.</p>

Current Articles of Incorporation	Proposed Amendment
<p>The Company is exempt from an obligation to pay the Year-end Dividends or the Interim Dividends if such is not received after a complete five years has passed since the date of commencement of payment.</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>The Company is exempt from an obligation to pay the Dividends if it is not received after a complete five years has passed since the date of commencement of payment.</p> <p>(Supplementary Provisions)</p> <ol style="list-style-type: none"> 1. The Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages as provided in Article 423, paragraph (1) of the Companies Act with respect to acts committed prior to the conclusion of the 48th Annual General Meeting of Shareholders to the extent permitted by law. 2. With respect to the agreement to limit liability for damages under Article 423, paragraph (1) of the Companies Act in connection with the acts of Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) prior to the conclusion of the 48th Annual General Meeting of Shareholders, the provisions of Article 41, paragraph 2 of the Articles of Incorporation prior to the amendment by the resolution of the said Annual General Meeting of Shareholders shall apply. 3. The amendment of Article 1 (Trade Name) of the Articles of Incorporation shall take effective on January 1, 2024. This provision shall be deleted after the effective date of the amendment of Article 1 of the Articles of Incorporation.