

Please note that the following is an English translation of the original Japanese version of the Notice of the 49th Annual General Meeting of Shareholders, Guidance on Exercising Voting Rights and Reference Documents for the General Meeting of Shareholders, prepared only for the convenience of shareholders residing outside Japan. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Securities Code: 4812  
March 1, 2024

To Our Shareholders

Ryoichi Nawa,  
President and Representative Director  
2-17-1, Konan, Minato-ku, Tokyo, Japan  
**DENTSU SOKEN INC.**

## NOTICE OF THE 49TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 49th Annual General Meeting of Shareholders of DENTSU SOKEN INC. (the “Company”) to be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to electronically provide the contents of the Reference Documents (matters to be provided electronically) for the General Meeting of Shareholders, and has posted them on each of the following websites. Please visit any of these websites to confirm the information.

[The Company’s website]

<https://www.dentsusoken.com/ir/stocks/meeting.html> (in Japanese)

[General Meeting of Shareholders Materials Website]

<https://d.sokai.jp/4812/teiji/> (in Japanese)

[Tokyo Stock Exchange Website (TSE Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the above TSE website, enter or search for “DENTSU SOKEN” in “Issue Name (Company Name)” or the Company’s securities code “4812” under “Code,” select “Basic Information” and “Documents for Public Inspection/PR Information” in that order, and check the “Notice of General Meeting of Shareholders/Materials for General Meeting of Shareholders” in the “Documents for Public Inspection” section.)

**If you cannot attend the meeting in person, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the instructions below by 5:30 p.m. on Thursday, March 21, 2024 (JST).**

**On the date of the meeting, we will provide live streaming over the Internet so that shareholders will be able to watch the proceedings.**

<b>1. Date and Time:</b>	Friday, March 22, 2024, at 10:00 a.m. (Doors open at 9:00 a.m.) (JST)
<b>2. Place:</b>	3F Hall, Head Office of the Company Keio Shinagawa Building 2-17-1, Konan, Minato-ku, Tokyo, Japan
<b>3. Objectives of the Meeting:</b>	<p><b>Matters to be reported:</b></p> <ol style="list-style-type: none"> <li>1. Business Report, Consolidated Financial Statements and Audit Reports on the Consolidated Financial Statements by the Accounting Auditor and the Audit &amp; Supervisory Committee for the 49th Fiscal Term (From January 1, 2023 to December 31, 2023)</li> <li>2. Non-consolidated Financial Statements for the 49th Fiscal Term (From January 1, 2023 to December 31, 2023)</li> </ol> <p><b>Matters to be resolved:</b></p> <p>Proposal 1: Appropriation of Surplus</p> <p>Proposal 2: Election of Six Directors who are not Audit &amp; Supervisory Committee Members</p> <p>Proposal 3: Election of One Substitute Director who is an Audit &amp; Supervisory Committee Member</p>
<b>4. Matters to Be Decided at the Time of Convocation:</b>	<ol style="list-style-type: none"> <li>(1) If you exercise your voting rights in writing and do not indicate your approval or disapproval of a proposal, it will be assumed that you have indicated your approval of the proposal.</li> <li>(2) If you exercise your voting rights more than once via the Internet, only the last vote shall be treated as valid.</li> <li>(3) If you exercise your voting rights both in writing and via the Internet, only the vote exercised via the Internet will be treated as valid.</li> </ol>

- The materials for the General Meeting of Shareholders (Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, and Audit Report) are provided on the above websites in accordance with the electronic provision system under the Companies Act. Please access any of the above websites to confirm the information. In addition, a summary version of the Reference Documents for the General Meeting of Shareholders and the Business Report, etc., which are excerpts from the documents, is being sent to all shareholders with voting rights so that they can confirm the main points of the materials.
- Shareholders who have made a request for delivery of the document will also receive a document stating the matters to be provided electronically, but such document will exclude the following matters in accordance with laws and regulations and the Company's Articles of Incorporation.
  - "2. (5) Systems to Secure the Propriety of Business Activities and the Status of Implementation of the Systems" in the Business Report
  - "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
  - "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Accordingly, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements included in this document are part of the subject documents audited by the Audit & Supervisory Committee in preparing their audit report and by the Accounting Auditor in preparing the Audit Report.
- In the event of any modifications to the electronic provision measures, a notice will be posted on each of the above websites, along with the information before and after the modifications.

## Notice

- Based on the system to provide reference documents, etc., for the General Meeting of Shareholders (Notice of Shareholders Meeting) in electronic format stipulated in the Companies Act, those reference documents are provided in writing to shareholders who complete procedures to request those documents by the Shareholder Meeting reference date.

We request that you confirm the information provided in reference documents, etc., for the General Meeting of Shareholders, as they are provided online via the following website.

[The Company's website]

<https://www.dentsusoken.com/ir/stocks/meeting.html> (in Japanese)

[General Meeting of Shareholders Materials Website]

<https://d.sokai.jp/4812/teiji/> (in Japanese)

[Tokyo Stock Exchange Website (TSE Listed Company Search)]

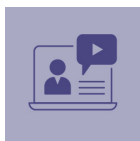
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Shareholders who wish to receive the next notice of General Meeting of Shareholders in writing are requested to contact the securities company or shareholder registry administrator where they have opened a securities account and follow the procedures for requesting the delivery of written documents as stipulated in the Companies Act.

- Please note that no gift will be provided for attendees at the meeting. We greatly appreciate your understanding.
- Please note that the Notice of Resolutions of the General Meeting of Shareholders will be posted on the Company's website aforementioned instead of being sent in writing.

## Guidance on Live Streaming

The Company will stream the meeting live. For details, please refer to “Regarding Live Streaming for General Meeting of Shareholders” notice enclosed with this Notice of Convocation.



### Live streaming for this General Meeting of Shareholders

**Date and Streaming Schedule**      Friday, March 22, 2024, from 10:00 a.m. (JST) to the conclusion of the meeting.

## Guidance on Exercising Voting Rights Prior to the Meeting

Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights prior to the meeting.



### By submitting the Voting Rights Exercise Form in writing

Please indicate your approval or disapproval to each of the proposals on the enclosed Voting Rights Exercise Form and post it to us without a postage stamp.

**Exercise Due Date**      To be received no later than 5:30 p.m. on Thursday, March 21, 2024 (JST).



### By exercising voting rights via the Internet

Please enter your approval or disapproval following the instructions below.

**Exercise Due Date**      No later than 5:30 p.m. on Thursday, March 24, 2024 (JST).

## Guidance on Exercising Voting Rights via the Internet

If you exercise your voting rights via the Internet, please review the following items and exercise your voting rights.

If you attend the General Meeting of Shareholders, voting in writing (Voting Rights Exercise Form) or via the Internet is not necessary.

### 1. Exercising voting rights via the Internet

- (1) You may exercise your voting rights via the Internet only by accessing the following website for exercising voting rights designated by the Company. (The website will be unavailable from 2:00 a.m. to 5:00 a.m. every day. Furthermore, you may not be able to use the website depending on the Internet usage environment).

[Website for exercising voting rights] <https://evote.tr.mufg.jp/>

(in Japanese)

- (2) Enter the “Login ID” and “Temporary Password” shown on the enclosed Voting Rights Exercise Form, and then follow the instructions on the screen to exercise your voting rights. In addition, you can exercise your voting rights via your smartphone by scanning the “QR Code for Login.” \* QR Code is a registered trademark of DENSO WAVE INCORPORATED.
- (3) If you exercise your voting rights both in writing and via the Internet, only the vote exercised via the Internet shall be treated as valid. If voting rights via the Internet multiple times, only the last vote shall be treated as valid.
- (4) Any costs arising from using the website for exercising voting rights (Internet connection fees and communication charges, etc.) shall be borne by the shareholder.
- (5) Voting via the Internet is accepted until 5:30 p.m. on Thursday, March 21, 2024 (JST). However, we request that you exercise your voting rights at your earliest convenience. Please contact our Help Desk for any inquiries.

### 2. Handling of passwords

- (1) Please note that you will be asked to change your “Temporary Password” on the website for exercising voting rights in order to prevent unauthorized access (spoofing) and alternation of voting by non-shareholders.
- (2) A new “Login ID” and “Temporary Password” will be issued every time a General Meeting of Shareholders is convened.
- (3) The password is our means by which the identity of the shareholder exercising the vote is verified. Please keep your password safe. Telephone inquiries regarding passwords shall not be answered.

### 3. For inquiries regarding exercising voting rights via the Internet (Help Desk)

Stock Transfer Agency Department, Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027 (toll-free only within Japan)

Office hours: 9:00 a.m. to 9:00 p.m.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

The Company regards the return of profits to shareholders as a vital management issue. While securing internal reserves to achieve sustainable growth, the Company's basic policy for dividends is to ensure continual payment of appropriate and stable dividends to all shareholders. At the same time, we have set the target consolidated dividend payout ratio of 40% or higher.

Based on this policy, we propose a dividend of 56 yen per share, an increase of 11 yen from the dividend at the end of the previous fiscal year.

Moreover, combined with an interim dividend of 44 yen per share already paid out, the annual dividends shall amount to 100 yen per share, and the consolidated payout ratio shall be 44.4%.\*

#### Year-end dividends

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount of allocation

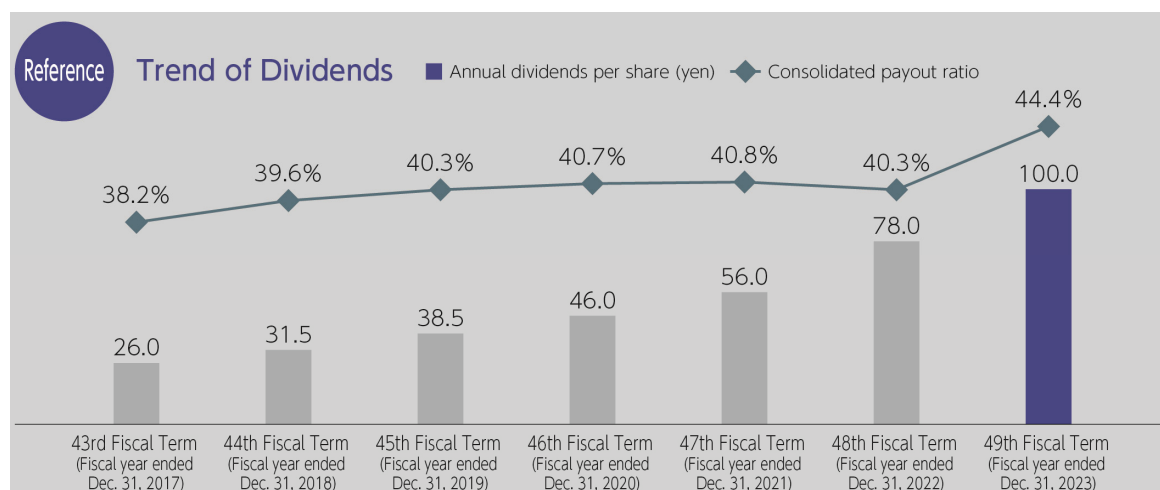
56 yen per share of the Company

Total amount 3,649,198,952 yen

(3) Effective date of dividends of surplus

March 25, 2024

\* Calculated by dividing the total amount of dividends, including dividends to the BIP Trust for Directors' Remuneration, by the net income attributable to shareholders of the parent company for the period.



#### Notes:

The Company performed a two-for-one share split on its ordinary shares with the effective date of January 1, 2021.

As a result of the share split, "annual dividends per share" from the 43rd Fiscal Term to the 46th Fiscal Term are calculated assuming that the share split was conducted at the start of the 43rd Fiscal Term.

**Proposal 2:****Election of Six Directors who are not Audit & Supervisory Committee Members**

The terms of office of all six Directors who are not Audit & Supervisory Committee Members of the Company will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of six Directors who are not Audit & Supervisory Committee Members.

The candidates for Directors who are not Audit & Supervisory Committee Members are as follows:

All three candidates for Outside Director satisfy the requirements for independent Directors as stipulated by the Tokyo Stock Exchange on which the Company is listed and the Company's "Requirements for Independence as Outside Officers," and will become independent Directors if the appointment of each of them is approved.

Candidate No.	Candidate name		Gender (Age)	Current position and responsibility in the Company	Tenure as Director	Attendance at Meetings of the Board of Directors
1	Hirohisa Iwamoto	New election	Male (52)	Senior Managing Director Business Supervisor	—	—
2	Shinichi Ogane	Reelection	Male (58)	Director Senior Managing Director Corporate Supervisor	1 year	9/10 (90%)
3	Kazuo Ichijo	Reelection Outside Independent	Male (65)	Director	8 years and 9 months	11/13 (85%)
4	Mio Takaoka	Reelection Outside Independent	Female (44)	Director	2 years	13/13 (100%)
5	Tomoko Wada	Reelection Outside Independent	Female (56)	Director	1 year	10/10 (100%)
6	Chisato Matsumoto	New election Non-executive	Male (57)	—	—	—

Notes:

1. "Outside" indicates candidates for Outside Director, and "Independent" indicates candidates for independent Director.
2. Because Mr. Shinichi Ogane and Ms. Tomoko Wada were newly elected at the Ordinary General Meeting of Shareholders held last year (held on March 24, 2023), the numbers of times that they attended Meetings of the Board of Directors are different.

Candidate  
No.

# 1 Hirohisa Iwamoto

Date of Birth  
July 13, 1971 (52)

New election



Number of the Company's Shares  
Owned

9,580 shares

## Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Apr. 1995	Joined DENTSU SOKEN INC.
Jan. 2018	Executive Officer of DENTSU SOKEN INC.
Jan. 2019	Senior Executive Officer, Division Director of Manufacturing Industry Business Operations of DENTSU SOKEN INC.
Jan. 2020	Assistant to General Manager of Manufacturing Solution Segment, Division Director of Manufacturing Industry Business Operations of DENTSU SOKEN INC.
Jan. 2021	Managing Executive Officer, General Manager of Manufacturing Solution Segment, Division Director of Manufacturing Industry Business Operations of DENTSU SOKEN INC.
Jan. 2022	Head of Manufacturing Solution Segment and Communication IT Segment Executive Officer of Dentsu Japan Network (currently dentsu Japan)
Jan. 2023	Senior Managing Director, Business Supervisor of DENTSU SOKEN INC. <current position>
Jan. 2024	DX President, dentsu Japan <current position> (scheduled to retire from office on March 31, 2024)

## Reasons for Nomination as a Candidate for Director Who Is Not an Audit & Supervisory Committee Member

Since joining DENTSU SOKEN INC., he has mainly been involved in sales operations and responsible for manufacturing industry business operations, served as head of the Manufacturing Solution Segment and Communication IT Segment in 2022, and supervised overall Group business activities as the Business Supervisor since January 2023. As such, he has a wealth of operational experience and management experience. In addition to being responsible for DX delivery as an executive officer of Dentsu Japan Network (currently dentsu Japan) that supervises and supports the Japan businesses of the parent company Dentsu Group Inc. since January 2022, he has been responsible for the DX domain as the DX President of dentsu Japan since January 2024. Therefore, based on his in-depth insight and abundant experience gained thus far, he has appropriately fulfilled his role of supervising overall management, is deemed to be capable of contributing to enhancing the corporate value of the DENTSU SOKEN Group, and has been nominated as a candidate for Director who is not an Audit & Supervisory Committee Member.



Candidate No.

## 2 Shinichi Ogane

Date of Birth  
December 25, 1965 (58)

Reelection



Number of the Company's Shares Owned

17,500 shares

Tenure as Director

1 year

Status of Attendance to Meetings of the Board of Directors

9/10 (90%)

### Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Apr. 1988	Joined Diamond Computer Service Co., Ltd. (currently Mitsubishi Research Institute DCS Co., Ltd.)
Jun. 1992	Joined DENTSU SOKEN INC.
Apr. 2010	Executive Officer of DENTSU SOKEN INC.
Jan. 2019	Senior Executive Officer, Assistant to General Manager of Communication IT Segment of DENTSU SOKEN INC.
Jan. 2020	Managing Executive Officer, General Manager of Communication IT Segment of DENTSU SOKEN INC.
Jan. 2021	Senior Managing Director of DENTSU SOKEN INC. <current position> General Manager of Communication IT Segment, Head of X(Cross) Innovation Center of DENTSU SOKEN INC. (Since then, in addition to the above responsibilities, he has held the positions of General Manager of Business Solutions Segment, Business Supervisor, and Assistant to Head of the Corporate Planning Division.)
Jan. 2023	Corporate Supervisor of DENTSU SOKEN INC. <current position>
Mar. 2023	Director of DENTSU SOKEN INC. <current position>

### Reasons for Nomination as a Candidate for Director Who Is Not an Audit & Supervisory Committee Member

Since joining the Company, he has been mainly involved in systems development and other technology-related work. He has extensive work experience, including serving as head of the Communication IT Segment and promoting collaboration within the Dentsu Group. In addition, he is currently serving as Corporate Supervisor and responsible for internal programs to realize the long-term management vision that outlines the Company's vision for 2030. Therefore, based on his in-depth insight and abundant experience gained thus far, he continues to be deemed capable of contributing to enhancing the corporate value of the Company and has been nominated as a candidate for Director who is not an Audit & Supervisory Committee Member.

Candidate  
No.

## 3 Kazuo Ichijo

Date of Birth  
October 13, 1958 (65)

Reelection

Outside

Independent



Number of the Company's Shares  
Owned

0 shares

Tenure as Director

8 years and 9 months

Status of Attendance to Meetings of  
the Board of Directors

11/13 (85%)

### Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Oct. 1993	Associate Professor of Faculty of Social Sciences at Hitotsubashi University
Apr. 2001	Professor at Graduate School of Social Sciences, and International Corporate Strategy at Hitotsubashi University
Jun. 2001	Outside Audit & Supervisory Board Member of DENTSU SOKEN INC.
Mar. 2005	Outside Director of SHIMANO INC. <current position>
Apr. 2007	Professor at Graduate School of International Corporate Strategy at Hitotsubashi University
Apr. 2014	Dean of Graduate School of International Corporate Strategy at Hitotsubashi University
Jun. 2015	Outside Director of DENTSU SOKEN INC. <current position>
Jun. 2017	Outside Director of PIA Corporation <current position>
Apr. 2018	Professor, Dean of Graduate School of International Corporate Strategy at Hitotsubashi University Business School
Apr. 2022	Professor at International Institute for Management Development (IMD) <current position>

### Reasons for Nomination as a Candidate for Outside Director Who Is Not an Audit & Supervisory Committee Member and Expected Roles

While possessing knowledge and experience as an expert in corporate strategies, innovation and corporate governance research, he has extensive experience in performing the role of Outside Officer at other listed companies. In addition, he has served as a member of the Nominating and Remuneration Committee, which the Company voluntarily established, since August 2017 and the chair of the committee since January 2019. Therefore, as it has been deemed that he can continue to offer useful advice to the management of DENTSU SOKEN INC. and exercise an oversight function of business execution from an independent standpoint, he has been nominated as a candidate for Outside Director who is not an Audit & Supervisory Committee Member.

Candidate No.

## 4 Mio Takaoka

Date of Birth  
May 3, 1979 (44)

Reelection

Outside

Independent



Number of the Company's Shares Owned

0 shares

Tenure as Director

2 years

Status of Attendance to Meetings of the Board of Directors

13/13 (100%)

### Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Jul. 1999	Joined Goldman Sachs Japan Co., Ltd.
Jul. 2002	Joined Morgan Stanley Japan Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)
Apr. 2006	Joined Lehman Brothers Japan Inc.
Jan. 2009	Joined Monex Group, Inc.
Jan. 2014	Executive Officer, General Manager of New Business Planning Dept.
Apr. 2014	Director of Monex Ventures, Inc.
Sep. 2017	Joined MedicalNote, Inc. Partner at Arbor Ventures
Mar. 2018	Director and CFO of MedicalNote, Inc.
Dec. 2020	Outside Director of SEPTENI HOLDINGS CO., LTD. <current position>
Mar. 2021	Outside Director of KAYAC Inc. (Audit & Supervisory Committee Member) <current position>
Apr. 2021	Partner at DNX Ventures <current position>
Dec. 2021	Outside Director of HENNGE K.K. <current position>
Mar. 2022	Outside Director of DENTSU SOKEN INC. <current position>

### Reasons for Nomination as a Candidate for Outside Director Who Is Not an Audit & Supervisory Committee Member and Expected Roles

She has been involved mainly in M&A and strategic investment at financial institutions, and has strong insight and extensive practical experience in financial and capital policy. Furthermore, as the director in charge of administration at other operating companies, she has contributed to financial results and enhanced corporate value. Also, she has experience in performing the role of Outside Officer at other listed companies. Therefore, as it has been deemed that she can continue to offer useful advice to the management of DENTSU SOKEN INC. and exercise an oversight function of business execution from an independent standpoint, she has been nominated as a candidate for Outside Director who is not an Audit & Supervisory Committee Member.

Candidate No.

## 5 Tomoko Wada

Date of Birth  
March 21, 1968 (56)

Reelection

Outside

Independent



### Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Apr. 1990      Joined The Long-Term Credit Bank of Japan, Limited  
Aug. 1999      Joined Arthur Andersen (Tax Division) New York Office  
Jun. 2002      Joined KPMG Peat Marwick Tokyo Office (currently KPMG Tax Corporation)  
Oct. 2005      Partner at KPMG Peat Marwick Tokyo Office  
Mar. 2023      Outside Director of DENTSU SOKEN INC. <current position>

### Reasons for Nomination as a Candidate for Outside Director Who Is Not an Audit & Supervisory Committee Member and Expected Roles

She has extensive practical experience in finance, having been involved in corporate finance and international operations at financial institutions in Japan. Subsequently, she became involved in the field of international taxation and was appointed as a partner of a tax corporation in 2005, and has a high level of knowledge and a wealth of practical experience in taxation matters. Therefore, as it has been deemed that she can continue to offer useful advice to the management of DENTSU SOKEN INC. and exercise an oversight function of business execution from an independent standpoint, she has been nominated as a candidate for Outside Director who is not an Audit & Supervisory Committee Member.

Number of the Company's Shares Owned

0 shares

Tenure as Director

1 year

Status of Attendance to Meetings of the Board of Directors

10/10 (100%)

Candidate  
No.

## 6 Chisato Matsumoto

Date of Birth  
January 3, 1967 (57)

New election

Non-executive



Number of the Company's Shares  
Owned

0 shares

### Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Apr. 1992      Joined DENTSU INC.  
Jan. 2012      Senior Manager of Sales Division, Kansai Region Branch  
Office of DENTSU INC.  
Feb. 2017      Assistant to Director of Sales Division, Kansai Region  
Branch Office of DENTSU INC.  
Jan. 2019      Director of Business Producers Division, Kansai Region  
Branch Office of DENTSU INC.  
Jan. 2021      Director of Cross-border Business Producers Division of  
DENTSU INC.  
Jan. 2023      Executive Officer of DENTSU INC  
Jan. 2024      Chief Client Officer of dentsu Japan <current position>  
Managing Executive Officer (Business Produce, BX and  
Global) of DENTSU INC. <current position>

### Reasons for Nomination as a Candidate for Director Who Is Not an Audit & Supervisory Committee Member

Since joining DENTSU INC. in 1992, he has been involved in sales operations at the Kansai Region Branch Office of DENTSU INC. He subsequently served as the Director of Cross-border Business Produce Division, and since January 2023, has served as an executive officer of said company. Furthermore, he currently serves as Chief Client Officer of dentsu Japan that is responsible for overseeing and supporting the Japan businesses of the parent company Dentsu Group Inc. He is also responsible for supporting customer business model transformation and creation of new businesses as Managing Executive Officer responsible for Business Produce, BX and Global of DENTSU INC., giving him a wealth of operational and management experience. As it has been deemed that he can continue to offer useful advice to the management of DENTSU SOKEN INC. and contribute to the promotion of further cooperation with the Dentsu Group, he has been nominated as a candidate for Director who is not an Audit & Supervisory Committee Member.

Notes:

1. The age and tenure as Director of each candidate are current as of the end of this General Meeting of Shareholders.
2. There is no special interest between any of the candidates and the Company.
3. The Business Supervisor is responsible for overseeing matters concerning the overall business activities of the Company and the rest of its group companies.
4. The Corporate Supervisor is responsible for overseeing matters concerning the corporate departments of the Company and the rest of its group companies.
5. If Mr. Hirohisa Iwamoto is elected as Director who is not Audit & Supervisory Committee Member, the Company plans to reassign his current position of Business Supervisor to the Company's Managing Executive Officer Mr. Makoto Senoo on March 22, 2024.
6. Mr. Hirohisa Iwamoto is scheduled to step down as DX President, dentsu Japan on March 31, 2024. As a result, the Company's Managing Executive Officer Mr. Makoto Senoo will be appointed to the position of DX President, dentsu Japan on April 1, 2024.
7. Mr. Kazuo Ichijo has no experience being involved in corporate management except as outside officers, but due to the reasons provided in the "Reasons for Nomination as a Candidate for Outside Director who is not an Audit & Supervisory Committee Member and Expected Roles," he has been deemed capable of appropriately executing the duties as an Outside Director. In addition, he has served as an officer who does not execute operations at the Company (Audit & Supervisory Board Member) in the past.
8. Mr. Chisato Matsumoto's "Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)" includes both his current positions and responsibilities and those over the past ten years as the person who executes the business at both DENTSU SOKEN INC.'s parent company, Dentsu Group Inc. and its subsidiaries.
9. dentsu Japan oversees and supports the Japan businesses of the Dentsu Group Inc. in addition to representing the Japanese business brand.
10. The Company has entered into a limited liability agreement with Mr. Kazuo Ichijo, Ms. Mio Takaoka, and Ms. Tomoko Wada for the liability amount of 6 million yen, or the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act, whichever is higher. If their reelection is approved, the Company plans to conclude similar agreements with her.
11. The Company has entered into a Directors and officers liability insurance policy whose content is summarized below with the Company's Directors as the insureds. If each of the candidates are elected as Directors who are not Audit & Supervisory Committee Members, they will be included as insureds in the insurance policy. The policy is scheduled to be renewed in April 2024.

[Overview of insurance policy details]

- 1) Allocation of substantial insurance fee burden among the insured  
The insurance fee for the policy and all added special clauses is borne by the Company and no substantial insurance fee is borne by the insured.
- 2) Overview of incidents covered by insurance to which compensation applies  
The Directors and other officers who are included as insured shall receive compensation for their liability borne from execution of their duties or for their liability arising from claims in pursuit of that liability. However, the policy does include exemption clauses for cases such as for acts in violation of laws or regulations that were carried out with full knowledge of their illegality.

#### ■ Opinion of the Audit & Supervisory Committee

The Nomination and Remuneration Committee examines whether the selection, remuneration, etc. of Directors who are not Audit & Supervisory Committee Members are in line with the procedures and standards stipulated in the Company's Corporate Governance Policy, and one Independent Outside Director who is an Audit & Supervisory Committee Member participates in the examination as a Nomination and Remuneration Committee Member. At that time, deliberation material and meeting minutes were shared among all Audit & Supervisory Committee Members, who deliberated on whether there are any points that should be noted regarding the policy and process for selecting candidates, thoughts on the remuneration process, and actual method for calculating remuneration.

As a result, the Audit & Supervisory Committee reached the conclusion that there are no particularly noteworthy points regarding the selection, remuneration, etc., of Directors who are not Audit & Supervisory Committee Members that should be noted at the General Meeting of Shareholders based on the Companies Act.

• **Nomination Criteria for Executive Director Candidates**

- (1) Ability to make decisions from the standpoint of ensuring the DENTSU SOKEN Group's sustainable growth and maximization of medium- to long-term corporate value.
- (2) Possessing expertise related to the DENTSU SOKEN Group's operations
- (3) Superior imagination, decision-making ability, and leadership
- (4) Possessing the dignity, character, insight, popularity, and morality appropriate for a Director

• **Nomination Criteria for Outside Director Candidates**

- (1) Possessing abundant experience and specialized knowledge in fields including management, law, finance and accounting, information technology, corporate governance, and risk management
- (2) Expert ability to understand management issues and risk, and to perform monitoring
- (3) Ability to proactively provide a personal opinion from a neutral standpoint
- (4) Possessing the dignity, character, insight, popularity, and morality appropriate for a Director
- (5) Ability to maintain independence from the Company's Chief Executive Officer (CEO), etc.

• **Requirements for Independence as Outside Officers**

The Company will deem that Outside Directors (including candidates) possess independence if they meet the requirements for independent officer as provided for by the Tokyo Stock Exchange and if they do not correspond to items (1) to (3) below.

- (1) Being a major shareholder (holding 10% or more of voting rights either directly or indirectly) or person who executes operations at the Company
- (2) Being the person who executes operations at a transaction partner\* that exceeds the standards set by the Company
- (3) Being a consultant, accounting specialist, or legal specialist that has received over 10 million yen in cash or other financial benefit outside of their officer compensation in a single fiscal year in any of the past three fiscal years (where the entity receiving these assets is a group such as a corporation or association, this refers to persons belonging to that group)

\* A transaction partner that exceeds the standards set by the Company is any transaction partner whose transactions with the Company make up over 2% of the Company's consolidated net sales in a single fiscal year in any of the past three fiscal years.

## Reference

### • Expertise and Experience of Director Candidates (Skill Matrix)

Position	Name	Expertise and Experience					
		Corporate Management	Legal / Personnel / Risk Management	Finance / Accounting	Sales / Marketing	Technology	International Experience
Directors who are not Audit & Supervisory Committee Members							
Executive	Hirohisa Iwamoto	•			•	•	
	Shinichi Ogane	•	•	•	•	•	
Non-executive	Kazuo Ichijo	•					•
	Mio Takaoka	•		•	•		•
	Tomoko Wada			•			•
	Chisato Matsumoto	•			•		•
Directors who are Audit & Supervisory Committee Members	Atsuhiro Sekiguchi	•	•		•	•	
	Yukari Murayama		•				
	Masahiko Sasamura			•			

#### (Details of expertise and experience)

Corporate Management

Corporate management, management strategy, etc.

Legal / Personnel / Risk Management

Legal, finance, HR, risk management, etc.

Finance / Accounting

Finance, Accounting, M&A, etc.

Sales / Marketing

Experience and/or knowledge in customer relations, transaction partner relations, and sales and marketing related to the Company's products and solutions

Technology

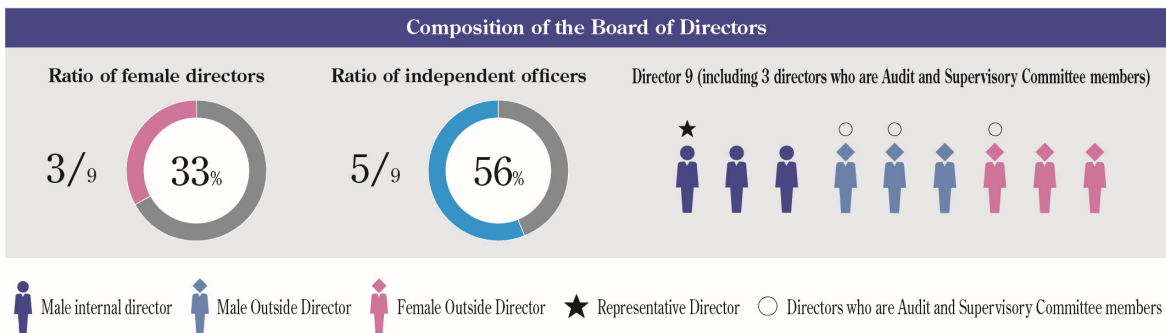
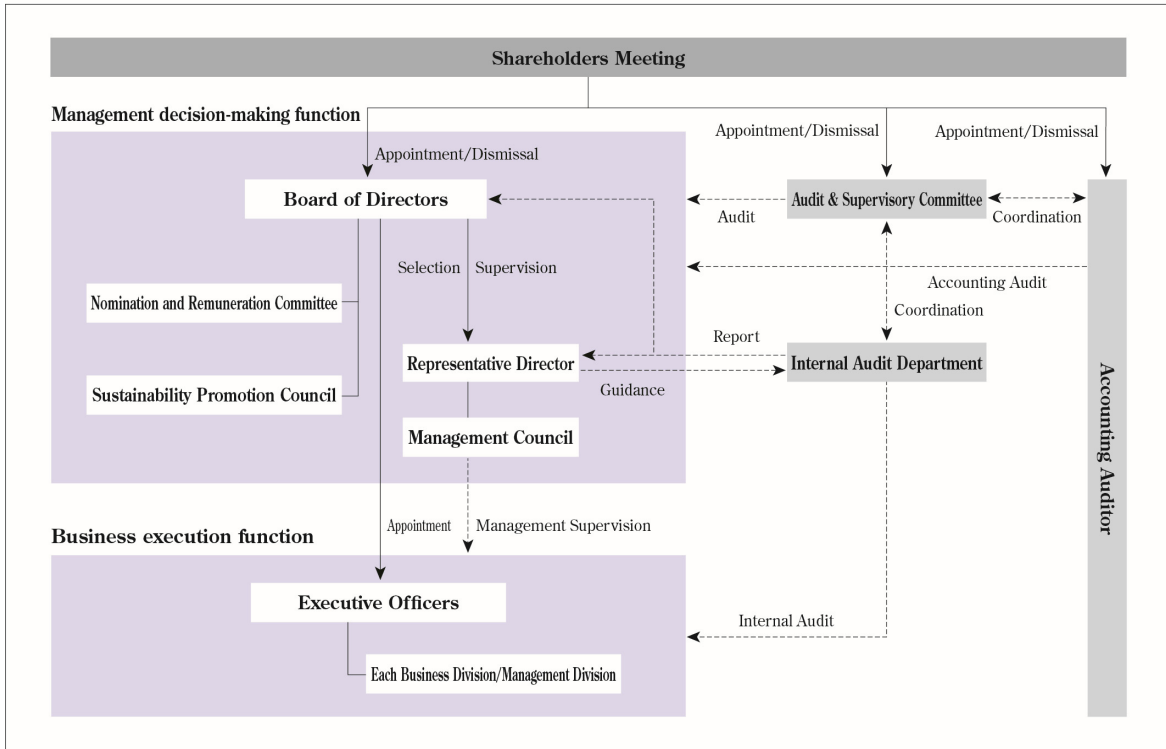
Technological experience and/or knowledge related to IT, IT installation, DX, and the Company's products and solutions

International Experience

Experience working overseas, experience at international organizations/overseas companies (research institutions, business entities, etc.), and global business experience



● Governance system chart



**Proposal 3:****Election of One Substitute Director who is an Audit & Supervisory Committee Member**

The Company proposes the election of one Substitute Director who is an Audit & Supervisory Committee Member in preparation for a vacancy in the number of Directors serving as a Member of the Audit & Supervisory Board provided for in laws and regulations.

The appointment of the said substitute Director who is an Audit & Supervisory Committee Member requires that the number of Director who is also an Audit & Supervisory Committee Member below the number required by laws and regulations. The term of office for the substitute Audit & Supervisory Committee Member shall be the remaining term of the predecessor. In addition, this resolution shall remain effective until the opening of the next Annual General Meeting of Shareholders. The consent of the Audit & Supervisory Committee has been obtained for this proposal.

The nominee for Substitute Director who is Audit & Supervisory Committee Member is as follows:

**Koichiro Tanaka**

Date of Birth  
July 6, 1965 (58)

Outside

Independent



Number of the Company's Shares  
Owned

0 shares

**Career Summary, and Position and Responsibility in the Company  
(Significant Concurrent Positions Outside the Company)**

Oct. 1987	Joined Tohmatsu Awoki & Sanwa (currently Deloitte Touche Tohmatsu LLC)
Mar. 1991	Registered as a certified public accountant
Aug. 1998	Assigned to U.S. Deloitte Touche Tohmatsu's Dalian Office Resident Representative of U.S. Deloitte Touche Tohmatsu's Dalian Office (Office Head)
Sep. 2002	Assigned to Deloitte Touche Tohmatsu's Shenzhen Office in China Managing Director of the Japanese Operations Department in South China of Deloitte Touche Tohmatsu's Shenzhen Office in China
Jun. 2003	Office Partner at Deloitte Touche Tohmatsu's Shenzhen Office in China
Sep. 2003	Returned to the Auditor Division at the Tokyo Office of Deloitte Touche Tohmatsu Partner in the Corporate Finance Department of Deloitte Touche Tohmatsu (currently Deloitte Tohmatsu Financial Advisory LLC)
Dec. 2003	
May 2005	Registered as a certified public tax accountant
Jul. 2014	Founder and Head of Tanaka Sogo Kaikei Jimusho <current position>
Mar. 2017	Outside Audit & Supervisory Board Member of ODAWARA ENGINEERING CO., LTD. <current position>
Jun. 2018	Auditor of Japan Automobile Research Institute <current position>
Jun. 2020	Outside Audit & Supervisory Board Member of Arisawa Mfg. Co., Ltd. <current position>
Jun. 2023	Outside Audit & Supervisory Board Member of Ten Allied Co. Ltd. <current position>

**Reasons for Nomination as a Candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member and Expected Roles**

He has considerable knowledge of finance and accounting as a certified public accountant and tax accountant, as well as extensive work experience at major auditing firms and experience stationed abroad. In anticipation that he will make use of such experience in the Company's auditing system, we have nominated him as a candidate for the position of Substitute Outside Director who is an Audit & Supervisory Committee Member.

Notes:

1. The age of the candidate is current as of the end of this General Meeting of Shareholders.
2. There is no special interest between the candidate and the Company.
3. Mr. Koichiro Tanaka is a candidate for a Substitute Outside Director who is an Audit & Supervisory Committee Member.
4. In the event that Mr. Koichiro Tanaka assumes the office of a Director who is an Audit & Supervisory Committee Member of the Company, the Company plans to enter into a limited liability agreement with him for the liability amount of 6 million yen, or the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act, whichever is higher.
5. Mr. Koichiro Tanaka satisfies the requirements for independent officers based on the stipulations of the Tokyo Stock Exchange on which the Company is listed and the “Requirements for Independence as Outside Officers” stipulated by the Company. In the event that he assumes the office of a Director who is an Audit & Supervisory Committee Member of the Company, the Company plans to notify the said exchange of his appointment as independent officer.
6. The Company has entered into a Directors and officers liability insurance policy whose content is summarized below. If Mr. Koichiro Tanaka is elected as a Director who is an Audit & Supervisory Committee Member, he will be added to the policy as one of the insured. The policy is scheduled to be renewed in April 2024.

[Overview of insurance policy details]

- 1) Allocation of substantial insurance fee burden among the insured  
The insurance fee for the policy and all added special clauses is borne by the Company and no substantial insurance fee is borne by the insured.
- 2) Overview of incidents covered by insurance to which compensation applies  
The Directors and other officers who are included as insured shall receive compensation for their liability borne from execution of their duties or for their liability arising from claims in pursuit of that liability. However, the policy does include exemption clauses for cases such as for acts in violation of laws or regulations that were carried out with full knowledge of their illegality.