



**STANDARD
TOKYO**

March 29, 2024

For Immediate Release

Company name: SEPTENI HOLDINGS CO., LTD.
Representative: Representative Director
Yuichi Kouno
(TSE Standard Code: 4293)

Information Regarding Controlling Shareholders, etc.

SEPTENI HOLDINGS CO., LTD. (the “Company”) hereby announces the information regarding controlling shareholders, etc., with regard to the parent company, Dentsu Group Inc.

1. Name of the Parent Company, Controlling Shareholders (excluding the Parent Company) and Other Related Companies or Their Parent Companies

(As of December 31, 2023)

Category	Name	Percentage of voting rights (%)	Financial instruments exchange, etc., on which shares are listed
Parent Company	Dentsu Group Inc.	52.56	Prime Market of Tokyo Stock Exchange, Inc.

2. Position of the Company in the Corporate Group of the Parent Company and Relationship between the Company and the Parent Company

Dentsu Group Inc. is the parent company with 52.56% of the Company’s voting rights as of December 31, 2023, and the Company is a consolidated subsidiary of Dentsu Group Inc.

In addition, on October 28, 2021, the Company and Dentsu Group Inc. entered into a capital and business alliance agreement. The Company has established a good relationship with the parent company under this agreement.

The status of concurrent serving as officers and acceptance of employees on loan as of December 31, 2023 is as follows. One of the Company’s directors is concurrently serving as the Executive Officer of dentsu Japan of Dentsu Group Inc. and the Managing Executive Officer of Dentsu Inc., a subsidiary of the Dentsu Group Inc. The appropriate director is in a position to supervise business execution in order to increase the Company’s corporate value as its non-executive director.

In addition, with respect to transactions with the parent company, management support fees are determined by the contract between the parties taking into account the nature of the operations, and the interest rate on the fund transactions is determined by reference to market interest rates in the same manner as for general transactions. Due to these various measures, the Company believes that its independence from the parent company, etc. is sufficiently assured for its business operations. As a listed company with a parent company, the Company has agreed to maintain the autonomy and independence in the relationship with the parent company under an agreement between the parties.

3. Matters Regarding Transactions with Controlling Shareholders, etc.

(Thousand yen)

Category	Name	Transaction content	FY2022 (From October 1, 2021 to September 30, 2022)		FY2023 (From October 1, 2022 to December 31, 2023)	
			Transaction amount	Unsettled balance	Transaction amount	Unsettled balance
Subsidiary of parent company	Dentsu Inc.	Sales of advertisement (Note) 1	19,141,813	2,536,653	22,752,610	2,129,395
Parent company	Dentsu Group Inc.	Loaning of funds (Note) 3	1,045,853	—	—	—
		Collection of funds (Note) 3	1,218,798	—	—	—
		Receiving interest (Note) 3	188	—	—	—
		Share exchange (Note) 4	6,218,308	—	—	—
		Share transfer (Note) 5	31,249,999	—	—	—
		Issuance of shares through third-party allotment (Note)6	32,605,239	—	—	—

- (Notes)
1. The transaction amount represents “net sales” and “cost of sales,” which are presented in gross amounts.
 2. The transactions with the parent company and subsidiary of the parent company above are determined after negotiations while considering market prices and business content.
 3. Some of the Company’s consolidated subsidiaries participated in CMS (cash management system) introduced by Dentsu Group Inc. However, CMS contracts between these consolidated subsidiaries and Dentsu Group Inc. have been cancelled. The interest rate on loans is reasonably determined by considering market interest rates. The transaction amounts are stated as the average of the increases and decreases throughout the fiscal year.
 4. The share exchange aimed to make Dentsu Direct Inc. a wholly-owned subsidiary of the Company, and the share exchange ratio was reasonably determined through negotiations based on the calculation by an independent third-party institution. Furthermore, the transaction price was reasonably determined through negotiations based on the calculation by an independent third-party institution.
 5. The transfer of shares aimed to convert Dentsu Digital Inc. into an equity method affiliate of the Company, and the transaction price was reasonably determined through negotiations based on the price calculated by an independent third-party institution.
 6. The transaction price for the issuance of shares through third-party allotment was reasonably determined through negotiations based on the price calculated by an independent third-party institution.

4. Status of Implementation of the Policy Concerning Measures to Protect Minority Shareholders in Transactions with Controlling Shareholders

The Company’s Board of Directors is composed of a majority of independent outside directors, and decisions concerning its management are made through discussions based on the protection of minority shareholders. For this reason, the Company has determined that it will not harm the interests of itself or its minority shareholders.

■Contact Information
 IR Department, CEO Office
 E-mail: ir@septeni-holdings.co.jp