

FOR IMMEDIATE RELEASE

February 18, 2020

Announcement of Partial Amendment to the Article of Incorporation

Dentsu Group Inc. determined at the board of directors held today to submit a proposal to amend its Article of Incorporation partially to its 171th ordinary meeting of shareholders scheduled to be held on March 27, 2020.

1. Reasons for the proposal

The reasons for the amendments are as follows.

(1) In line with the transition to a pure holding company structure completed on January 1, 2020, the provisions of Article 2 of the current Articles of Incorporation (PURPOSES) shall be reorganized and consolidated for the purpose of enabling our Group companies to develop flexible and mobile business activities corresponding to future social change and advanced technology, while clarifying the scope of their business purpose.

(2) In line with the transition to a pure holding company structure, the maximum number of Directors who are Audit and Supervisory Committee Members, prescribed in Paragraph 2, Article 20 of the current Articles of Incorporation (NUMBER OF DIRECTORS), shall be amended from four to five, for the purpose of further strengthening the auditing of governance for of the entire Dentsu Group, including overseas operations.

2. Contents of the amendments

The current Articles of Incorporation shall be partially amended as follows.

(Portions to be amended are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>ARTICLE 2 PURPOSES</p> <p>The business 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:</p> <p>1. <u>planning and production relating to advertising and publicity;</u></p>	<p>ARTICLE 2 PURPOSES</p> <p>The business 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:</p> <p>1. <u>planning, projection, production, sales etc. of advertising, publicity, public relations, marketing, sales promotion, etc.;</u></p>

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| <p>2. <u>advertising in newspapers, magazines, broadcasting media, sales promotions, movies, billboards, public transportation, direct mail and the Internet and all other advertisements, publicity and public relations;</u></p> <p>3. <u>various types of marketing;</u></p> <p>4. <u>businesses relating to planning, projection and production of sales promotions;</u></p> <p>5. <u>printing, plate-making, publishing and photography and photomechanical operations;</u></p> <p>6. <u>planning, production, operation and implementation of events and seminars, and acquisition, management, utilization, sales, import and export of broadcasting rights, official sponsor rights, rights to use convention marks, rights to use characters, rights to hold corporate names, performance rights and other similar rights relating to sports events, cultural events and any other events;</u></p> <p>7. <u>display business and planning, production and construction of exhibitions and decoration;</u></p> <p>8. <u>construction work, steel structure work, interior work and design and administration of architecture;</u></p> <p>9. <u>planning, design, construction, operation management and sales of neon light boards, electric decorated boards and various types of electronic devices, and planning, design, development, sales and lease of materials and systems related thereto;</u></p> <p>10. <u>planning, production, acquisition, management and sales of movies, visual software and sound software;</u></p> | <p>2. <u>planning, attracting, preparation, operation, performance, broadcast, rights sales, etc. of events, conferences, seminars, meetings, etc.</u></p> <p>3. <u>planning, design, production, construction and operation etc. of boards, exhibitions, exhibits, decorations, etc.</u></p> <p>4. <u>research, investigation, analysis, information gathering, etc. concerning industries, sectors, businesses, business fields, markets, technologies, services, etc.</u></p> <p>5. <u>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.</u></p> <p>6. <u>execution of construction facilities work, steel structure work, interior work, telecommunications engineering work, electrical engineering work, etc. as well as the design and administration of architecture;</u></p> <p>7. <u>development, manufacture, production, sales, rental, management, maintenance, etc. of equipment, devices, software, etc. for telecommunications;</u></p> <p>8. <u>planning, production, screening, performance, public dissemination, distribution, sales, etc. of movies, programs, dramas and other content;</u></p> <p>9. <u>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.;</u></p> <p>10. <u>planning, production, development, promotional use, commercialization, etc. of characters, mascots, marks, symbols, etc.;</u></p> |
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| <p>11. <u>planning, production, and operation of television programs, radio programs, dramas, etc., and subcontracting thereof;</u></p> <p>12. <u>businesses of managing and promoting professional entertainers, athletes and other celebrities;</u></p> <p>13. <u>acquisition, utilization, management, lease and sales of intellectual property rights, such as industrial intellectual property rights (patent rights, utility model rights, design rights and trademark rights), copyrights, publication rights, rights neighboring copyrights and other intangible property rights, and character rights and software rights, and consignment thereof, and businesses relating to the management of copyrights;</u></p> <p>14. <u>collection, analysis and management of information and data processing services, information providing services and research and development relating to data processing;</u></p> <p>15. <u>planning, research, development, sales, maintenance, lease and rental of computer software and computer hardware;</u></p> <p>16. <u>businesses relating to planning, design, development, sales, operation and maintenance of various types of information and communication systems, various types of information distribution systems, various types of commercial transaction systems, and various types of sales promotion systems utilizing electronic technology, the Internet, mobile communications and any other electronic media;</u></p> <p>17. <u>businesses relating to planning, design, development, sales, operation and maintenance of Internet websites;</u></p> <p>18. <u>businesses relating to investigation, research, planning, development, sales, lease, rental, installation instruction, management operation and maintenance of data processing systems using computers, database systems, network systems, computer software, computer security and information technology;</u></p> | <p>11. <u>acquisition, utilization, management, operation, etc. of intellectual property rights and other intangible property rights;</u></p> <p>12. <u>casting, management, promotion, etc. of professional entertainers, athletes and other celebrities;</u></p> <p>13. <u>planning, design, research, development, sales, leasing, operation, maintenance, etc. of devices, systems, media, equipment, technology, software, databases, programs, etc. for information communication and information processing, as well as product and services that use or apply these;</u></p> <p>14. <u>planning, production, editing, plate-making, printing, binding, processing, sales, etc. of printed material;</u></p> <p>15. <u>planning, production, manufacture, lease and rental, management, sales, etc. of goods (including liquors, tobacco, medical supplies, etc.);</u></p> <p>16. <u>planning, management, operation, etc. of commercial stores, etc.;</u></p> <p>17. <u>businesses relating to security under the Security Business Act (<i>keibigyo-ho</i>);</u></p> <p>18. <u>businesses relating to travel agencies under the Travel Agency Act (<i>ryokogyo-ho</i>);</u></p> |
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| 19. <u>planning and research relating to commercial transactions making use of the Internet, mobile communications and any other electronic media;</u> | 19. <u>acquisition, holding, management, trading, etc. of shares and other financial instruments;</u> |
| 20. <u>brokerage services for inquiries, applications, and orders relating to commodities making use of the Internet, mobile communications and any other electronic media;</u> | 20. <u>businesses relating to finance, property insurance agencies, life insurance sales, etc.;</u> |
| 21. <u>consignment of data input by computer systems and office work related thereto;</u> | 21. <u>collection services, factoring, account settlement services, etc.;</u> |
| 22. <u>businesses relating to mail-orders and distribution services and other media businesses making use of computer systems and communications networks (the Internet, mobile communications and any other electronic media);</u> | 22. <u>provision, etc. of electronic clearing, electronic signature certification and other services relating to e-commerce;</u> |
| 23. <u>planning, research, design and implementation of regional development, urban development, tourism development, and resort development, and construction consulting services therefor;</u> | 23. <u>dispatch of temporary laborers, employment placement, education of personnel, training, human resource development, etc.;</u> |
| 24. <u>purchase, sales, lease, and management of real estate and brokerage services and agency businesses thereof;</u> | 24. <u>purchase, sales, lease, development, management, maintenance, operation, etc. of facilities, buildings and other real estate;</u> |
| 25. <u>businesses relating to security under the Security Business Act (<i>keibigyo-ho</i>);</u> | 25. <u>planning, investigation, design, etc. of regional development, urban development, tourism development, resort development, etc.;</u> |
| 26. <u>businesses relating to property insurance agencies and life insurance sales;</u> | 26. <u>lease, management, maintenance, provision, etc. of equipment, automobiles, machines, devices, fixtures, etc.;</u> |
| 27. <u>businesses relating to dispatch of temporary laborers and consulting for education of personnel and human resource development;</u> | 27. <u>packing, storage, transportation, conveyance, etc. of cargo, etc.;</u> |
| 28. <u>planning, lease, rental and management of training facilities, sports facilities, game halls, medical facilities, art galleries, theatres, rental assembly halls, studios and parking lots, and building maintenance services;</u> | 28. <u>consignment services for secretarial duties, bookkeeping, personnel, and other administrative work, etc.;</u> |
| 29. <u>businesses relating to travel agencies under the Travel Agency Act (<i>ryokogyo-ho</i>);</u> | 29. <u>consulting services relating to each business of any of the foregoing; and</u> |
| 30. <u>warehousing under the Warehousing Business Act (<i>sokogyo-ho</i>);</u> | 30. <u>services incidental or relating to any of the foregoing;</u> |

31. sales of daily miscellaneous goods, rice and other grains, liquors, stamps, postcards, revenue stamps, etc., controlled medical devices, and products relating to events, campaigns, etc.;
32. second-hand dealing;
33. investing;
34. consulting services relating to management;
35. environment-induced business;
36. investigation, research, and consulting businesses regarding medical care
37. production, sales, import and export of advertisement relating to sales promotions;
38. planning, editing and sales of printed matter, such as magazines, books and musical scores;
39. translations;
40. performance relating to entertainment and sports;
41. planning, attracting and holding various types of events, such as trade fairs, exhibitions, national and international conferences, cultural events, and sports events;
42. planning, attracting, and holding conventions for political parties, religious bodies and economic organizations, etc., and planning and attracting conventions for labor unions, etc.;
43. businesses relating to planning, production, development, and sales of designs and merchandising of characters and commodities with such characters (attached with pictures of persons, animals, etc. with individual names and features);
44. planning, production, management, supply, and transfer of original records and original videograms, and copying and sales of records;
45. research, planning, production, management, and sales of information management techniques relating to licensed rights for use in order to smoothly circulate intellectual expressions and properties, such as music, visual

- images, video games, photographs, novels, information, and industrial property rights, created by individuals or groups among consumers under a wide range of license conditions;
46. offering information and intermediary services relating to ceremonies;
 47. design, development, maintenance, and operation management of computer systems, and investigation and research thereof;
 48. planning, design, and analysis of computer network systems and databases;
 49. sales, lease, and rental of information and communication devices and information processing devices;
 50. services relating to electronic clearing, electronic signature certification systems and e-commerce;
 51. employment agency business with fees;
 52. education of employees and counseling businesses for human resources;
 53. manufacture, sales, and maintenance of computer peripheral units;
 54. planning, manufacture, import, export, sales, and intermediary services of foods, liquors, cosmetics, clothing, miscellaneous clothing goods, daily miscellaneous goods, sports-related goods, works of art, accessories, precious metals, welfare-related goods, office automation equipment, visual and sound equipment, electric equipment, furniture, interior ornaments, fixtures, medical appliances, and quasi-drugs;
 55. sales of tobacco and medical supplies, and intermediary services therefor;
 56. manufacture, lease, and sales of works of industrial art;
 57. intermediary services for lease and rental of welfare-related goods, office automation equipment, visual and sound equipment, furniture, interior ornaments, fixtures, and medical appliances;
 58. rental and lease of ceremonial equipment, ornaments for exhibition, business equipment, and fixtures;

59. rental of, and management services and technical assistance for, machines and equipment necessary for production of visual media;
60. acquisition and holding of securities;
61. operation and supervision of interests in venture capital funds and limited venture capital funds and equity participation in venture capital funds and limited liability venture capital funds;
62. consulting services relating to various types of business plans, product developments and corporate image;
63. consulting services relating to corporate risk management;
64. sales, import, and export of various types of broadcast programs;
65. intermediary services for acquisition, sales, and management of industrial property rights and know-how;
66. consulting services relating to consignment of development and design for new products, and efficiency and improvement of production process thereof;
67. intermediary services for mergers of companies and business alliances in technology, sales, manufacturing, etc.;
68. consignment services for bookkeeping and consulting services relating to bookkeeping;
69. preparation of documents relating to finance;
70. consignment services for payroll accounting;
71. administration of information relating to appraisals of employees' business capability and consulting services therefor;
72. consulting services relating to labor management and other matters relating to labor and social insurance under social insurance laws and regulations;
73. consignment services for planning and implementation relating to employment and recruiting;
74. factoring;

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75. businesses relating to operation and dispatch control of automobiles, and maintenance and management of communication devices;
76. businesses relating to maintenance, operation, and management of welfare facilities, such as recreational facilities and dormitories owned by companies;
77. design, management, and subcontracting of telecommunications engineering work, electrical engineering work, and construction facilities work;
78. planning, creation, management, and sales of computer games;
79. fostering of entertainment personalities;
80. training and education for electronic computer engineer personnel;
81. planning, subcontracting, design, construction, supervision of, and consulting for, the tree-planting business;
82. businesses relating to planning, production, and commercialization of compact discs for music and game software, etc.;
83. telecommunications under the Telecommunications Business Law;
84. installation and maintenance of telecommunications facilities and maintenance and management services pursuant to the Authorization System for Consignment of Maintenance and Management Services under the Electricity Business Law;
85. development, production, sales, lease, and rental of equipment and software related to telecommunications;
86. subcontracting relating to the preparation of assembly halls for conferences, exhibitions, and banquets;
87. planning and management of shops, such as restaurants;
88. forwarding agent services;
89. packing and cargo distribution, and intermediary services therefor;
90. manufacturing, processing, and sales of paper, and intermediary services therefor;

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91. sales of tickets and admissions for concerts, events, movies, plays, etc.;
92. consignment services relating to recruiting, assessment, personnel changes, benefits and welfare, health care, background checks, salary and other personnel affairs;
93. consignment services relating to secretarial duties, management and guarding of offices and facilities, document management, legal proceedings, and other administrative services;
94. consignment services relating to receipts and disbursements, keeping account books, asset management, budgets, closing of accounts, and other businesses relating to accounting and finance;
95. consignment services relating to purchases of goods, inventory control, and selection of suppliers;
96. consignment services relating to preparation of estimates and contracts, order management, credit management, and billing incidental to business activities;
97. general truck freight forwarding;
98. financial business and collection services;
99. consulting services relating to employment;
100. production, sales, and lease of video tapes, DVDs, and other media in which audio and visuals, etc. are recorded; and
101. consulting services incidental or related to any of the foregoing (except for the case in which consulting services are separately defined in each item);
102. any business incidental or related to any of the foregoing; and
103. in addition to the foregoing, any business necessary to accomplish the purpose and objectives of the Company.

ARTICLE 2 PURPOSES

1. The Company shall have no more than fifteen (15) Directors.
2. Among the Directors described in the preceding paragraph, the Company shall

1. (Unchanged)

2. Among the Directors described in the preceding paragraph, the Company shall

have no more than four (4) Directors who are Audit and Supervisory Committee Members.

have no more than five (5) Directors who are Audit and Supervisory Committee Members.

3. Time line

The day when the Company holds the ordinary meeting of shareholders to determine these partial changes to the Article of Incorporation: March 27, 2020 (Friday)

Effective date of these partial changes to the Article of Incorporation: March 27, 2020 (Friday)

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About the Dentsu Group

Led by Dentsu Group Inc. (Tokyo: 4324; ISIN: JP3551520004), a pure holding company established on January 1, 2020, the Dentsu Group encompasses two operational networks: Dentsu Japan Network, which oversees Dentsu's agency operations in Japan, and Dentsu Aegis Network, its international business headquarters in London, which oversees Dentsu's agency operations outside of Japan.

With a strong presence in over 145 countries and regions across five continents and with more than 62,000 dedicated professionals, the Dentsu Group provides a comprehensive range of client-centric integrated communications, media and digital services through its ten global brands—Carat, Dentsu, dentsu X, iProspect, Isobar, mcgarrybowen, Merkle, MKTG, Posterscope and Vizeum—as well as through Dentsu Japan Network companies, including Dentsu Inc., the world's largest single brand agency with a history of innovation. The Group is also active in the production and marketing of sports and entertainment content on a global scale.

Dentsu Group Inc. website URL: <https://www.group.dentsu.com/en/>

Contact: Shusaku Kannan
Executive Director
Group Corporate Communications Office
Dentsu Group Inc.
Telephone: +81 (3) 6217-6602
E-mail: s.kannan@dentsu.co.jp