

Notice of Voting Results at the  
168th Ordinary General Meeting of Shareholders

Dentsu Inc.

## 1 Reason for Filing

Following the resolutions passed at the 168th Ordinary General Meeting of Shareholders (the “General Meeting of Shareholders”) of Dentsu, Inc. (the “Company”), which was held on March 30, 2017, this extraordinary report is filed pursuant to provisions of Article 24-5, paragraph 4 of the Financial Instruments and Exchange Act and Article 19, paragraph 2, item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc.

## 2 Contents of Report

### (1) Date of the General Meeting of Shareholders

March 30, 2017

### (2) Details of the Proposals Resolved

#### Proposal 1 Appointment of 8 Directors who are not Audit and Supervisory Committee Members

Toshihiro Yamamoto, Shoichi Nakamoto, Yoshio Takada, Timothy Andree, Wataru Mochizuki, Yoshiharu Sengoku, Arinobu Soga and Nobuko Matsubara were appointed as Directors who are not Audit and Supervisory Committee Members.

#### Proposal 2 Election of Accounting Auditor

KPMG AZSA LLC was appointed as Accounting Auditor.

- (3) The number of voting rights exercised to express approval, disapproval or abstention for the Proposals, the requirement for the Proposals to be approved, and the voting results

Proposal	Approval (Number of votes)	Disapproval (Number of votes)	Abstention (Number of votes)	Voting results	
				% of approval	Result
Proposal 1					
Toshihiro Yamamoto	2,222,681	28,414	3,566	95.25%	Approved
Shoichi Nakamoto	2,203,945	45,644	5,072	94.45%	Approved
Yoshio Takada	2,211,596	37,993	5,072	94.78%	Approved
Timothy Andree	2,218,528	34,507	1,626	95.08%	Approved
Wataru Mochizuki	2,233,852	19,183	1,626	95.73%	Approved
Yoshiharu Sengoku	2,232,641	20,394	1,626	95.68%	Approved
Arinobu Soga	2,222,969	30,065	1,626	95.27%	Approved
Nobuko Matsubara	2,251,066	3,476	120	96.47%	Approved
Proposal 2	2,254,041	438	207	96.60%	Approved

(Note) 1 Requirements for the approval of Proposal 1 and Proposal 2 are as follows.

Proposal 1 requires the attendance of shareholders who have one-third or more of the voting rights of shareholders who are eligible to exercise voting rights, and a majority vote in favor by the said attending shareholders who are eligible to exercise voting rights. Proposal 2 requires a majority vote in favor by the attending shareholders who are eligible to exercise voting rights.

(Note) 2 Rate of approval is the proportion of the number of confirmed approving votes for the Proposals exercised by shareholders who voted before or on the day of the General Meeting of Shareholders to the number of voting rights exercised by attending shareholders who are eligible to exercise voting rights (before or on the day of the Ordinary General Meeting of Shareholders (including the number of voting rights held by shareholders who left early)).

- (4) Reason for not including certain of the voting rights exercised by attending shareholders in the number of voting rights

The Proposals were resolved pursuant to the Companies Act because the conditions necessary for the approval of each proposal were satisfied when a certain number of votes of attending shareholders were confirmed as approving or disapproving by the Company, in addition to the voting rights exercised by the day prior to the General Meeting of Shareholders. Therefore, the Company has not counted the number of voting rights of certain shareholders present at the General Meeting of Shareholders, as to which the Company was unable to confirm approval, disapproval or abstention.