

Notice of Voting Results at the
171st Ordinary General Meeting of Shareholders

Dentsu Group Inc.

1 Reason for Filing

Following the resolutions passed at the 171st Ordinary General Meeting of Shareholders (the “General Meeting of Shareholders”) of Dentsu Group Inc. (the “Company”), which was held on March 27, 2020, 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 27, 2020

(2) Details of the Proposals Resolved

Proposal 1 Partial Amendments to the Articles of Incorporation

In line with the transition to a pure holding company 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 each group company to develop flexible and mobile business activities corresponding to future social changes and technological developments, while clarifying the scope of their business purpose.

Proposal 2 Partial Amendments to the Articles of Incorporation

In line with the transition to a pure holding company, the maximum number of Directors who are members of the Audit and Supervisory Committee, 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 of the entire Dentsu Group, including overseas operations.

Proposal 3 Appointment of 7 Directors who are not members of the Audit and Supervisory Committee

Toshihiro Yamamoto, Shun Sakurai, Timothy Andree, Hiroshi Igarashi, Arinobu Soga, Nick Priday and Gan Matsui were appointed as Directors who are not members of the Audit and Supervisory Committee.

Proposal 4 Appointment of 5 Directors who are members of the Audit and Supervisory Committee

Izumi Okoshi, Toshiaki Hasegawa, Kentaro Koga, Etsuko Katsu and Simon Laffin were appointed as Directors who are members of the Audit and Supervisory Committee.

- (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	2,235,611	1,569	124	96.19%	Approved
Proposal 2	2,227,686	9,493	124	95.85%	Approved
Proposal 3					
Toshihiro Yamamoto	2,103,666	133,449	124	90.51%	Approved
Shun Sakurai	2,225,404	10,865	972	95.75%	Approved
Timothy Andree	2,153,164	83,105	972	92.64%	Approved
Hiroshi Igarashi	2,226,180	10,089	972	95.79%	Approved
Arinobu Soga	2,153,574	82,695	972	92.66%	Approved
Nick Priday	2,226,337	9,932	972	95.79%	Approved
Gan Matsui	1,754,231	482,886	124	75.48%	Approved
Proposal 4					
Izumi Okoshi	1,518,697	123,718	972	90.90%	Approved
Toshiaki Hasegawa	1,632,463	10,809	124	95.79%	Approved
Kentaro Koga	1,632,473	10,779	124	95.79%	Approved
Etsuko Katsu	1,638,104	5,169	124	96.03%	Approved
Simon Laffin	1,549,219	94,053	124	92.21%	Approved

(Note) 1 The requirement for the approval of each proposal is as follows.

The requirement for the approval of Proposal 1 and Proposal 2 is the attendance of shareholders who have one-third or more of the voting rights of shareholders who are eligible to exercise voting rights, and two-thirds or more of the votes in favor by the said attending shareholders who are eligible to exercise voting rights.

The requirement for the approval of Proposal 3 and Proposal 4 is 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.

(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.