

**Notes for readers of this English translation**

On April 1, 2022, Dentsu Group Inc. (the “Company”) filed its Japanese-language Extraordinary Report (*Rinji Hokokusho*) (the “Report”) with the Director-General of the Kanto Local Financial Bureau in Japan in connection with the Company’s shareholders’ voting results for proposals exercised at the 173rd Ordinary General Meeting of Shareholders held on March 30, 2022 pursuant to the Financial Instruments and Exchange Act of Japan. This document is an English translation of the Report in its entirety.

Notice of Voting Results at the  
173rd Ordinary General Meeting of Shareholders

Dentsu Group Inc.

## 1 Reason for Filing

Following the resolutions passed at the 173rd Ordinary General Meeting of Shareholders (the “General Meeting of Shareholders”) of the Company, which was held on March 30, 2022, 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, 2022

### (2) Details of the Proposals Resolved

Proposal No.1 Partial Amendments to the Articles of Incorporation (introduction of a system for electronic provision of materials for general meetings of shareholders)

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions to the Act Partially Amending the Companies Act (Act No. 70 of 2019) will come into force on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 19, Paragraph 1 provides that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 19, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of the reference materials for the general meeting of shareholders, etc. (Article 19 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

Proposal No.2 Partial Amendments to the Articles of Incorporation (maximum number of Directors who are members of the Audit and Supervisory Committee)

The maximum number of Directors who are members of the Audit and Supervisory Committee, prescribed in Article 20, Paragraph 2 of the current Articles of Incorporation (NUMBER OF DIRECTORS), shall be amended from five to six, for the purpose of further strengthening the audit and supervision of governance of the Company’s group.

Proposal No.3 Appointment of 7 Directors who are not members of the Audit and Supervisory Committee Timothy Andree, Hiroshi Igarashi, Arinobu Soga, Nick Priday, Wendy Clark, Norihiro Kuretani and Yuko Takahashi are appointed as Directors who are not members of the Audit and Supervisory Committee.

Proposal No.4 Appointment of 6 Directors who are members of the Audit and Supervisory Committee Izumi Okoshi, Gan Matsui, Paul Candland, Andrew House, Keiichi Sagawa and Mihoko Sogabe are 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 Proposal 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 No. 1	2,259,419	884	42	98.10%	Approved
Proposal No. 2	2,249,722	10,581	42	97.68%	Approved
Proposal No. 3					
Timothy Andree	2,227,310	30,845	2,163	96.70%	Approved
Hiroshi Igarashi	2,094,102	165,228	983	90.92%	Approved
Arinobu Soga	2,233,294	24,861	2,163	96.96%	Approved
Nick Priday	2,237,164	20,991	2,163	97.13%	Approved
Wendy Clark	2,237,081	21,074	2,163	97.13%	Approved
Norihiro Kuretani	2,237,684	20,471	2,163	97.15%	Approved
Yuko Takahashi	2,237,170	20,985	2,163	97.13%	Approved
Proposal No. 4					
Izumi Okoshi	2,105,643	152,502	2,178	91.42%	Approved
Gan Matsui	2,173,384	86,078	875	94.36%	Approved
Paul Candland	2,257,729	1,735	875	98.02%	Approved
Andrew House	2,136,016	123,444	875	92.74%	Approved
Keiichi Sagawa	1,796,557	461,593	2,178	78.00%	Approved
Mihoko Sogabe	1,829,358	428,804	2,163	79.43%	Approved

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

The requirement for the approval of Proposal No. 1 and No. 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 vote in favor by the said attending shareholders who are eligible to exercise voting rights.

The requirement for the approval of Proposal No. 3 and No. 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 Proposal 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 General Meeting of Shareholders (including the number of voting rights held by shareholders who left early)).

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

The Proposals were resolved pursuant to the Companies Act because the requirements necessary for the approval of each of the Proposals were satisfied when a certain number of votes of attending shareholders were confirmed as approving or disapproving each of the Proposals, 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.