

**Notes for readers of this English translation**

On April 3, 2023, 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 174th Ordinary General Meeting of Shareholders held on March 30, 2023 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  
174th Ordinary General Meeting of Shareholders

Dentsu Group Inc.

## 1 Reason for Filing

Following the resolutions passed at the 174th Ordinary General Meeting of Shareholders (the “General Meeting of Shareholders”) of the Company, which was held on March 30, 2023, 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, 2023

### (2) Details of the Proposals Resolved

#### Proposal No.1 Partial Amendments to the Articles of Incorporation

In line with the transition to a company with a nominating committee, etc., new provisions concerning the Nominating Committee, the Audit Committee, the Compensation Committee and Executive Officers shall be established in the Company’s Articles of Incorporation, the provisions concerning the Audit and Supervisory Committee and Audit and Supervisory Committee Members shall be deleted therefrom, and other necessary amendments shall be made.

#### Proposal No.2 Appointment of 10 Directors

Timothy Andree, Hiroshi Igarashi, Arinobu Soga, Nick Priday, Gan Matsui, Paul Candland, Andrew House, Keiichi Sagawa, Mihoko Sogabe and Yuka Matsuda shall be appointed as Directors.

### (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	1,990,974	1,112	109,732	93.35%	Approved
Proposal No. 2					
Timothy Andree	1,866,923	229,706	5,205	87.54%	Approved
Hiroshi Igarashi	1,399,817	696,816	5,205	65.64%	Approved
Arinobu Soga	1,589,227	507,402	5,205	74.52%	Approved
Nick Priday	2,082,884	13,748	5,205	97.66%	Approved
Gan Matsui	1,846,667	254,635	537	86.59%	Approved
Paul Candland	2,091,481	9,825	537	98.07%	Approved
Andrew House	1,989,067	112,237	537	93.27%	Approved
Keiichi Sagawa	1,649,604	451,696	537	77.35%	Approved
Mihoko Sogabe	1,742,403	358,889	537	81.70%	Approved
Yuka Matsuda	2,097,108	4,736	0	98.33%	Approved

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

The requirement for the approval of Proposal No. 1 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. 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 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.