

February 14, 2023

Notice concerning candidates for Directors of Dentsu Group Inc.

Dentsu Group Inc. (Tokyo: 4324; ISIN: JP3551520004; President & CEO: Hiroshi Igarashi; Head Office: Tokyo; Capital: 74,609.81 million yen; hereinafter referred to as “the Company”) announced that at the Board of Directors meeting held today, the following candidates for directors were informally nominated to be recommended to the Company’s 174th Ordinary General Meeting of Shareholders scheduled to be held on March 30, 2023.

The Company announced today that its governance structure would be changed to a “Company with Three Committees” ^{*1} from a “Company with an Audit and Supervisory Committee” subject to approval at the Company’s 174th Ordinary General Meeting of Shareholders scheduled to be held on March 30, 2023. As the terms of office of all 12 directors of the Company will expire at the conclusion of the 174th Ordinary General Meeting of Shareholders following the transition to a Company with Three Committees, 10 new candidates for the position of director will be recommended to the Ordinary General Meeting of Shareholders.

Ms. Yuka Matsuda will be recommended as a candidate for a new independent outside director. The recommendation is made due to Ms. Matsuda’s professional knowledge in the areas of finance, accounting, taxation, and auditing as a certified public accountant and tax accountant, in addition to her experience in management supervision as an outside corporate auditor at several companies.

Regarding the composition of the 10 directors, in addition to recommending a majority of 6 Independent Outside Directors (60%), the Company has balanced the diversity of the Board of Directors (4 foreign nationals and 2 females) and the number of members for business execution and supervisory functions (3 executive and 7 non-executive) appropriately.

From January 1, 2023, dentsu has transitioned to a global management structure^{*2} that will accelerate business transformation and further enhance management, with a diverse Group Management Team to drive execution. In addition, by appointing the following directors and by transitioning to a Company with Three Committees (both of which are subject to approval at the ordinary general meeting of shareholders), the Company will also work to further strengthen its supervisory functions. Going forward, dentsu will continue to maximize corporate value for all of its stakeholders, including shareholders, clients, partners, and employees, and will more strongly promote the realization of medium- to long-term value creation for society as a whole.

1. Recommended Candidates for Directors (10 directors)

	Name	New Position	Current Position
	Tim Andree	Director, Chairperson of the Board	Director, Chairperson of the Board
*	Hiroshi Igarashi	Director, Representative Executive Officer, President & CEO, Member of the Nominating Committee	Representative Director, President & CEO
*	Arinobu Soga	Director, Representative Executive Officer, Vice President & Chief Governance Officer	Representative Director, Executive Vice President & Chief Governance Officer
*	Nick Priday	Director, Executive Officer, CFO	Director, CFO
*	Gan Matsui	Independent Outside Director, Chairperson of the Audit Committee Member of the Nominating Committee	Independent Outside Director, Audit and Supervisory Committee Member
*	Paul Candland	Independent Outside Director, Member of the Nominating Committee Member of the Compensation Committee	Independent Outside Director, Audit and Supervisory Committee Member
*	Andrew House	Independent Outside Director, Chairperson of the Compensation Committee	Independent Outside Director, Audit and Supervisory Committee Member
*	Keiichi Sagawa	Independent Outside Director, Chairperson of the Nominating Committee Member of the Audit Committee	Independent Outside Director, Audit and Supervisory Committee Member
*	Mihoko Sogabe	Independent Outside Director, Member of the Audit Committee Member of the Compensation Committee	Independent Outside Director, Audit and Supervisory Committee Member

	Name	New Position	Remarks (Current)
**	Yuka Matsuda	Independent Outside Director, Member of the Audit Committee	Representative, Yuka Matsuda CPA and Tax Accountant Office Outside Corporate Auditor, DKK Co., Ltd. Outside Corporate Auditor, Mitsubishi Steel Mfg. Co., Ltd. Supervisory board member, Nochu JAML REIT Investment Corporation Accountant / Tax accountant

* New roles as director

** New candidates for director roles

<Notes>

The appointment of the Representative Executive Officers, Executive Officers, Chairperson of the Board of Directors and members of each committee will be decided at a meeting of the Board of Directors held following the conclusion of the Annual General Meeting of Shareholders planned for March 30, 2023.

2. Retiring Directors

The following 3 current directors*¹ will retire upon the conclusion of the 174th Ordinary General Meeting of Shareholders.

Name	Current Position
Norihiro Kuretani	Director
Yuko Takahashi	Director/Non-Executive Director
Izumi Okoshi* ²	Director/Audit and Supervisory Committee Member

*¹ Ms. Wendy Clark served as a director of the Company from March 30, 2022 to December 31, 2022, but has stepped down from this position accompanying her resignation.

*² Ms. Izumi Okoshi will be appointed as Executive Advisor of the Company after her resignation.

3. Biography of New Independent Outside Director Candidate Ms. Yuka Matsuda

- Date of birth : September 19, 1960
- Number of Shares held : 0 (as of February 14, 2023)
- Date of assumption of office :
At the General Meeting of Shareholders (March 30, 2023)
- Biography :
 - Apr. 1985 Joined Citibank, N.A. Japan Branch
 - Oct. 1991 Joined Chuo Shinko Audit Corporation
 - Oct. 1992 Joined Central Coopers & Lybrand International Tax Office
 - Apr. 1995 Registered as a Certified Public Accountant
 - Apr. 1999 Registered as a Tax Accountant
 - July. 2014 Director, PwC Tax Corporation
 - Jun. 2021 Yuka Matsuda Certified Public Accountant and Tax Accountant Office (current)
 - July. 2021 Outside Corporate Auditor of DKK, Co., Ltd. (current)
 - Jun. 2022 Outside Corporate Auditor, Mitsubishi Steel Mfg. Co., Ltd. (current)
 - July. 2022 Supervisory board member, Nochu JAML REIT Investment Corporation (current)



4. Skills Matrix of Candidates for Directors

Name	Skill							Reference		
	Business Management	Finance /Accounting	Audit	Legal /Compliance	Human Resource	Global Management	Digital Business	Female	Non-Japanese	Experience of Outside Director or Outside Corporate Auditor
Tim Andree	○					○	○		○	
Hiroshi Igarashi	○					○	○			
Arinobu Soga	○	○	○			○				
Nick Priday	○	○	○			○			○	
Gan Matsui			○	○	○					○
Paul Candland	○					○	○		○	○
Andrew House	○		○			○	○		○	○
Keiichi Sagawa	○	○	○			○	○			○
Mihoko Sogabe		○	○					○		○
Yuka Matsuda		○	○	○				○		○

*1 "Dentsu Group Inc. announces further improvement in Corporate governance with the transition to a Company with Three Committees (Nomination, Audit & Compensation)" news release also issued on February 14, 2023
URL of "News Releases" : <https://www.group.dentsu.com/en/news/release/>

*2 "Dentsu Announces New Global Management Structure" news release issued on November 14, 2022
URL: <https://www.group.dentsu.com/en/news/release/pdf-cms/2022074-1114en.pdf>

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Contact:

Jumpei Kojima
Deputy Chief Communications Officer
Dentsu Group Inc.
E-mail: group-cc@dentsu-group.com