

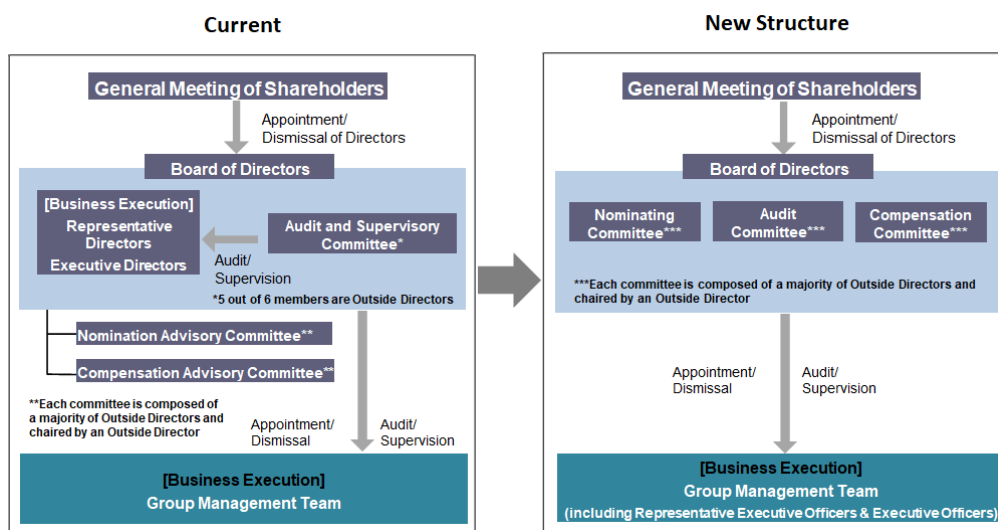
February 14, 2023

Dentsu Group Inc. announces further improvement in Corporate governance with the transition to a Company with Three Committees (Nomination, Audit & Compensation)

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, a resolution was passed to change the Company’s governance structure from a “Company with an Audit and Supervisory Committee” to a “Company with Three Committees” subject to approval at the Company’s 174th Ordinary General Meeting of Shareholders scheduled to be held on March 30, 2023.

The Company has been striving to enhance its corporate governance with the aim of achieving sustainable growth for dentsu and improving its corporate value over the medium to long term. This transition aims to further strengthen these objectives. As a result, the supervisory and executive functions are clearly separated, which will accelerate decision-making, strengthen the supervisory function of the Board of Directors, and improve transparency, making it possible to delegate substantial business execution authority from the Board of Directors to Executive Officers.

Overview of changes to the corporate governance system due to the transition to a Company with Three Committees



After obtaining approval at its 174th Ordinary General Meeting of Shareholders, the Company plans to pass a resolution on the establishment of three committees (Nominating Committee, Audit Committee, and Compensation Committee) at the Board of Directors meeting scheduled to be held after the general meeting of shareholders. Each of these committees shall consist

of at least three members, with the majority of the committee members and chairman being independent outside directors. The Company also announced today the director candidates*¹ to be appointed at its 174th Ordinary General Meeting of Shareholders. The members of each committee are as follows.

	Nominating Committee	Audit Committee	Compensation Committee
Chairman	Keiichi Sagawa	Gan Matsui	Andrew House
Committee members	Gan Matsui Paul Candland Hiroshi Igarashi	Keiichi Sagawa Mihoko Sogabe Yuka Matsuda	Paul Candland Mihoko Sogabe

Please refer to the following news release for details of the amendments to the Articles of Incorporation to be submitted to the Company's 174th Ordinary General Meeting of Shareholders in connection with this matter.

"Announcement of Partial Amendments to the Articles of Incorporation Accompanying the Transition to a Company with Three Committees"

URL: <https://www.group.dentsu.com/en/ir/>

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 global Group Management Team to drive execution. In addition, by appointing a majority of independent outside 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, client companies, partners, and employees, and will more strongly promote the realization of medium- to long-term value creation for society as a whole.

*1 "Notice concerning candidates for Directors of Dentsu Group Inc." 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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