



### Independent Auditor's Report

To the Board of Directors of Dentsu Inc.:

We have audited the accompanying consolidated financial statements of Dentsu Inc. and its consolidated subsidiaries, which comprise the consolidated statement of financial position as at December 31, 2018, and the consolidated statement of income, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the consolidated financial statements.

#### **Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, while the objective of the financial statement audit is not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **Opinion**

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Dentsu Inc. and its consolidated subsidiaries as at December 31, 2018, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards.

#### **Emphasis of Matter**

We draw attention to Note "38. SUBSEQUENT EVENTS" to the consolidated financial statements, whereby Dentsu Inc. has resolved at the Board of Directors meeting held on February 19, 2019, to split by means of a company split any and all business that are being operated by Dentsu Inc. to the Successor Company, and has executed the Absorption-type Company Split Agreement between Dentsu Inc. and the Successor Company on the same date. The company split has been approved at the Ordinary General Meeting of Shareholders held on March 28, 2019.

Our opinion is not modified in respect of this matter.

#### **Convenience Translation**

The U.S. dollar amounts in the accompanying consolidated financial statements with respect to the year ended December 31, 2018 are presented solely for convenience. Our audit also included the translation of yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made on the basis described in Note "2. BASIS OF PREPARATION (3) Functional Currency and Presentation Currency" to the consolidated financial statements.

*KPMG ARSAL LLC*

May 24, 2019  
Tokyo, Japan