

Corporate Governance Structure

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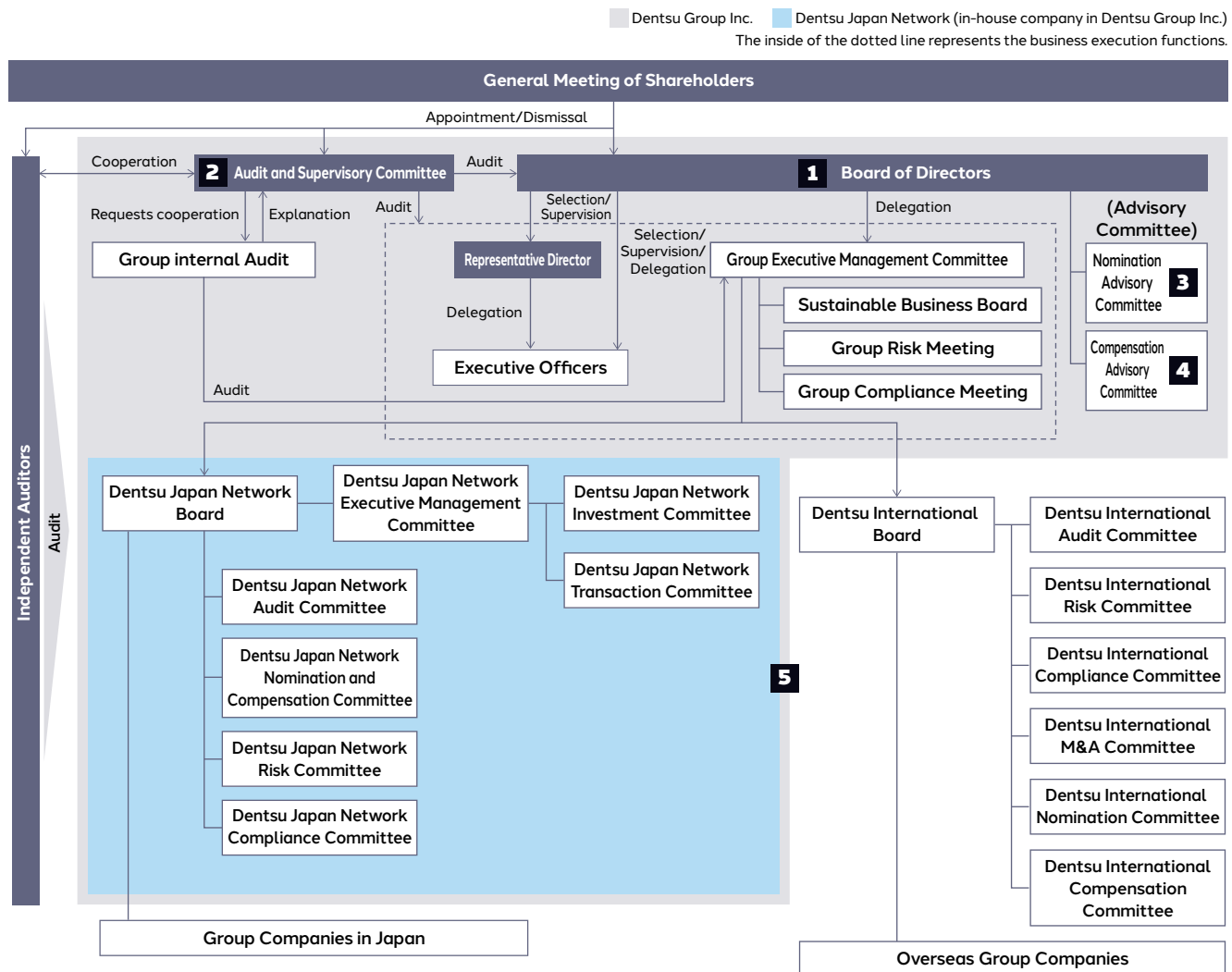
Dentsu Group Inc. (the Company) has adopted a corporate governance structure defined as a Company with an Audit and Supervisory Committee that promotes swift and decisive management decisions by transferring authority regarding certain matters from the Board of Directors to Executive Officers. This strengthens the supervisory function provided by the Board of Directors, which includes at least one-third independent Outside Directors overall and enhances the effectiveness of auditing and internal control, in an attempt to enhance corporate value.

Under this system, the Company will realize effective corporate governance based on the following basic policy in order to fulfill its responsibilities to its stakeholders—including shareholders, clients, employees, partner companies and local communities—ensure sustainable growth, and enhance its corporate value over the medium to long term.

Corporate governance basic policy

The Company's basic policy is designed to:

- (1) Respect shareholders' rights and ensure their equal treatment.
- (2) Consider the interests of stakeholders, and cooperate with them appropriately.
- (3) Appropriately disclose company information and ensure transparency.
- (4) Enhance the effectiveness of the supervisory function of the Board of Directors concerning business execution.
- (5) Engage in constructive dialogue with shareholders who have an investment policy that conforms to the medium- to long-term interests of shareholders.



As of January 1, 2022

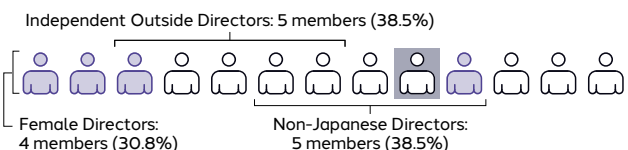
1. Board of Directors

The Company has adopted a form of governance with an Audit and Supervisory Committee, and has transferred authority for important business execution in part from the Board of Directors to Executive Officers in order to realize an expeditious and effective business execution system. As well as exercising a supervisory function over business execution, the Board of Directors determines core management matters for the Group, such as the establishment of management strategy, important management issues, and appointment of Executive Officers.

At present, the Board of Directors is composed of 13 Directors from both within and outside the Company, including five independent Outside Directors, all of whom have advanced knowledge and expertise.

Main agenda items of the Board (which met 16 times in FY2021)

- Medium-term Management Plan
- Comprehensive review of business operations and Company capital policy
- Dentsu Group Code of Conduct; corporate governance policy revisions
- Compliance program; risk management system revisions
- Acceptability of strategically held shares

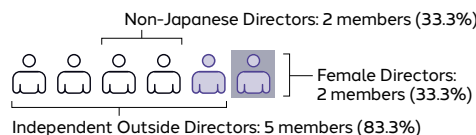


2. Audit and Supervisory Committee

The Audit and Supervisory Committee is a body composed of all Directors who are Audit and Supervisory Committee members. Working in coordination with the internal control division and the accounting auditor, it engages in audit and supervision of the Executive Officers and Directors who are not Audit and Supervisory Committee members, from the perspectives of compliance and adequacy. The Company presently has six Directors who are Audit and Supervisory Committee members, of which one is from within the Company, and five are independent Outside Directors (of which two have extensive finance and accounting knowledge).

Main agenda items of the Audit and Supervisory Committee (which met 11 times in FY2021)

- Audit plan formulation
- Status of establishment and implementation of internal control systems
- Assessment of Group companies' audit status
- Agreement on compensation, evaluation and reappointment of accounting auditors
- Judgement of appropriateness of accounting auditor's audit
- Opinions on the appointment and compensation of Directors



3. Nomination Advisory Committee

The Nomination Advisory Committee was established in April 2020 to advise the Board of Directors. It was formed by reorganizing the Nomination and Compensation Advisory Committee established in July 2019. The majority of the committee members are Outside Directors, and it is chaired by an independent Outside Director. In response to inquiries received from the Board of Directors, the committee deliberates and reports on matters relating to nomination and succession planning concerning Directors and Executive Officers, and submits items to be decided by the Board of Directors.

The main topics discussed by the Nomination Advisory Committee (which met seven times in FY2021)

- Nomination policy
- Succession planning
- Candidates for Director and Executive Officer positions



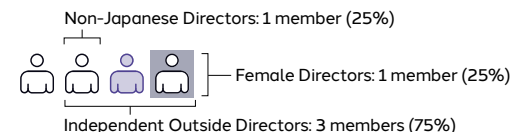
4. Compensation Advisory Committee

The Compensation Advisory Committee was established in April 2020 to advise the Board of Directors. It was formed by

reorganizing the Nomination and Compensation Advisory Committee established in July 2019. The majority of the committee members are Outside Directors, and it is chaired by an independent Outside Director. In response to inquiries received from the Board of Directors, the committee deliberates and reports on matters relating to compensation concerning Directors and Executive Officers, and submits items to be decided by the Board of Directors.

Main topics discussed by the Compensation Advisory Committee (which met seven times in FY2021)

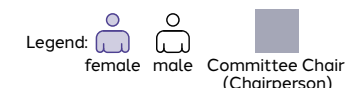
- Reports on deliberations regarding compensation levels and composition
- Reports on deliberations regarding compensation rule revisions
- Individual compensation for Directors and Executive Officers



5. Other Meeting Bodies for Business Execution







The Company's Executive Management Committee was established under the Board of Directors and comprises Representative Directors and Directors in charge of business execution, including Executive Officers. This committee deliberates matters important to the Company, other than those resolved by the Board. It also resolves matters important to overall Group management, and engages in the preliminary deliberation of matters to be resolved by the Board.

The Dentsu Japan Network Board was set up (under Dentsu Japan Network, an in-house company) to deliberate important matters pertaining to Group member organizations engaged in business in Japan, while the Dentsu International Board was put in place to deliberate important matters pertaining to the Group's international business. The business execution system is thus divided into the Japan business and the international business, with each being delegated responsibility for profit and authority in its respective region.









Director skills matrix

● Responsibilities and attributes ○ Skill

	Official position	Business execution	Non-executive	Business Management	Finance /Accounting	Audit	Legal /Compliance	Human Resources	Global Management	Digital Business
 Timothy Andree	Non-Executive Chairman of the Board		●	○					○	
 Hiroshi Igarashi	<small>Nomination</small> Representative Director	●		○					○	○
 Arinobu Soga	<small>Compensation</small> Representative Director	●		○	○	○			○	
 Nick Priday	Director	●		○	○	○			○	
 Wendy Clark	Director	●		○					○	○
 Norihiko Kuretani	Director	●		○					○	○
 Yuko Takahashi	Director		●		○	○				

● Responsibilities and attributes ○ Skill

	Official position	Business execution	Non-executive	Business Management	Finance /Accounting	Audit	Legal /Compliance	Human Resources	Global Management	Digital Business
 Izumi Okoshi	Director, Audit and Supervisory Committee Member		●			○	○	○		
 Gan Matsui	Outside Independent Nomination Director, Audit and Supervisory Committee Member		●			○	○	○		
 Paul Candland	Outside Independent Nomination Director, Audit and Supervisory Committee Member		●	○					○	○
 Andrew House	Outside Independent Compensation Director, Audit and Supervisory Committee Member		●	○		○			○	○
 Keiichi Sagawa	Outside Independent Nomination Compensation Director, Audit and Supervisory Committee Member		●	○	○				○	○
 Mihoko Sogabe	Outside Independent Compensation Director, Audit and Supervisory Committee Member		●		○	○				