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**Notice of Convocation of the 177th  
Ordinary General Meeting of Shareholders  
Dentsu Group Inc.**

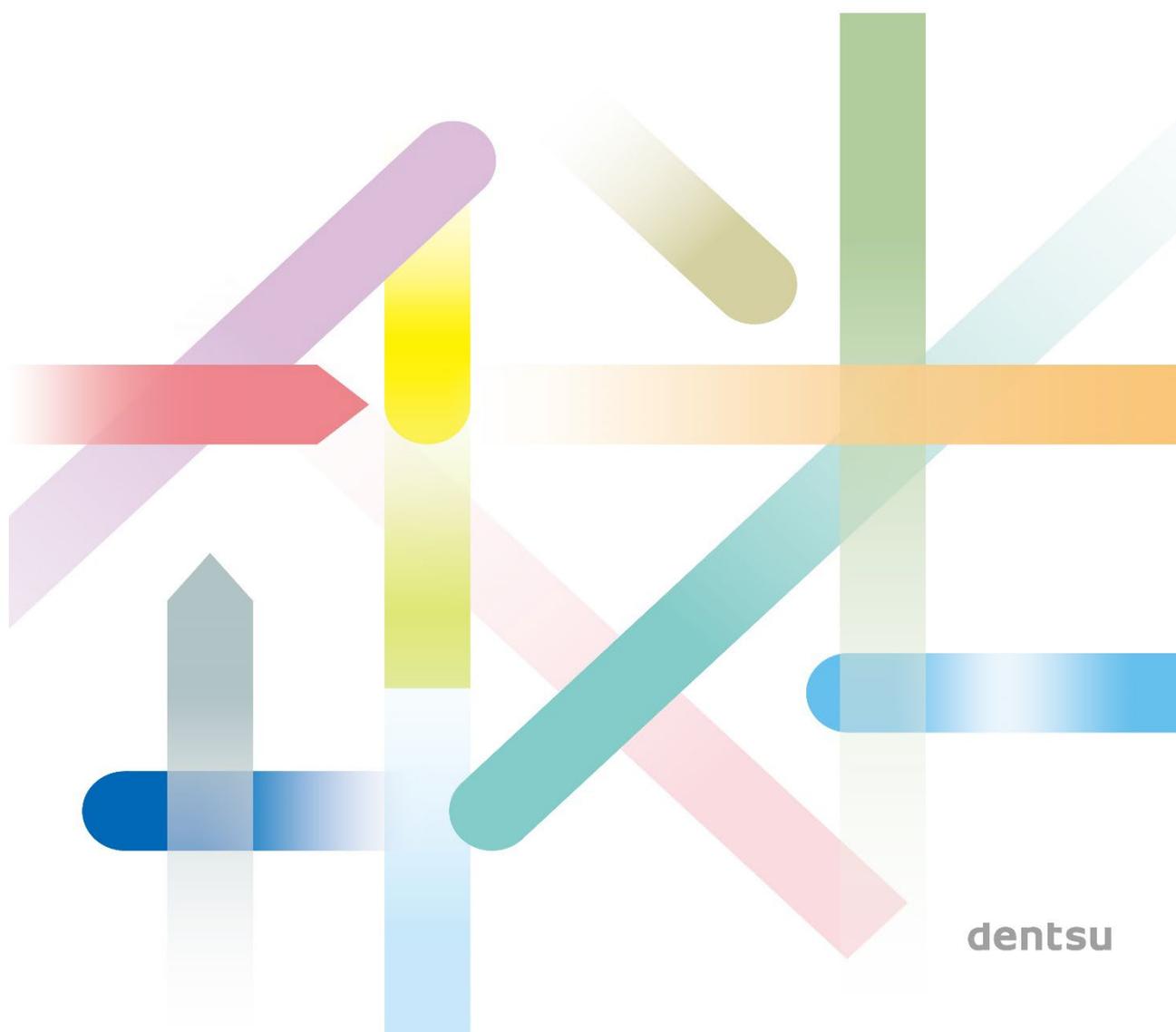


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Provided to Shareholders as a Booklet

Posted on the website and provided to shareholders who have requested a paper copy

## To our shareholders

I would like to take this opportunity to express our sincere gratitude to all our shareholders for your invaluable support.

This notice is to inform you that we will hold our 177th Ordinary Shareholders Meeting as scheduled.

In FY2025, on a consolidated basis, the Group's organic growth rate was slightly above our guidance, reaching 0.5%, and the operating margin exceeded expectations for both the Japan business and the International business, reaching 14.4%. Despite continued strong growth in the Japan business, the Group posted a bottom-line loss for the third consecutive fiscal year due to the recording of goodwill impairment in the International business amid the rebuilding of the business foundation. In addition, as retained earnings for Dentsu Group Inc., on a non-consolidated basis, have fallen into a significant deficit, we regret to inform our shareholders that we have decided to pay no year-end dividend for FY2025, following on from the interim dividend, and its dividend forecast for FY2026 is also set to zero. We sincerely apologize for this outcome.

In the Mid-Term Management Plan introduced last year, the Group positioned a recovery in business performance in the International business as the biggest challenge, and has been implementing a range of measures to achieve this recovery.

### Reevaluating underperforming businesses and rebuilding the business foundation

The Group is continuing to reevaluate underperforming businesses and rebuild the business foundation, aiming to improve profitability.

As the first step, we are reevaluating markets continuing to operate at a loss among the markets that have seen over 10.0 billion yen of cumulative investment. Our businesses in China and Australia had been posting operating losses from FY2023, and we successfully turned them profitable on an underlying operating profit basis through ensuring cost efficiency and reviewing compensation.

Although both markets remained in negative growth for the full FY2025, we saw an organic growth rate turning positive in China from the third quarter onward, which contributed to an improvement in profitability. The reevaluation of underperforming businesses is conducted on an ongoing basis based on the latest business results. Aiming to eliminate any markets operating at a loss during FY2026, we are taking steps to recover profitability. Meanwhile, we already started the processes of downsizing, withdrawing, or selling some businesses that were found to be underperforming, progress of which will be announced immediately at an appropriate timing.

In rebuilding the business foundation, we aim to reduce costs by approximately 50.0 billion yen per year in FY2027. We are currently reviewing the overlapping headquarters functions currently split between Tokyo and London, streamlining operations by redefining the role of each regional headquarters, engaging in market cost control, and improving efficiency, including the use of AI and outsourcing. Specifically, we launched 750 projects, and the statuses of more than 80 % of the projects were either running or completed as of January 2026. This resulted in the cost reduction of about 14.0



**Hiroshi Igarashi**  
Director, Representative Executive Officer,  
President & Global CEO  
Dentsu Group Inc.

billion yen recognized per year in FY2025, and an additional 28.0 billion yen of cost reduction per year is expected to be recognized in FY2026.

We had also been working to simplify the holding company structures within the Group. By continuing with this effort, we successfully reduced by half the number of companies engaged in the International business by January 2026, that reached more than 1,000 as of January 2021. This effort will continue in FY2026, with a view to achieving greater efficiency and realizing organizations that can offer values to our clients swiftly.

#### The focus of our business strategies

The services that the Group provides to its clients are Integrated Growth Solutions that achieve sustainable growth for clients by integrating the Group's diverse range of unique capabilities in the area where marketing, technology, and consulting converge, as well as the sports and entertainment domain. Under the Mid-Term Management Plan, we aim to be a growth partner for our clients in each market. Through successive successes in each market, we will achieve global growth.

Under our markets strategy, we are strengthening our focus particularly on the large markets of Japan and the United States, where the Group boasts unique business assets.

In Japan, the market accounting for about 40% of our net revenue, we achieve growth for the eleventh consecutive quarter. As this strong growth is expected to continue in FY2026, we will strengthen our competitiveness in the market as a driving force for the entire Group.

In the United States that showed negative growth in FY2025, we are making internal investments, such as tool development and AI utilization in the data & technology businesses, aiming to achieve growth driven by our core Media businesses. In addition, to recover business performance of the customer experience management (CXM) business, we are working to improve the conversion rates of pipelines (potential deals). As a recovery trend was seen in the third and fourth quarters in FY2025, we expect to bring the CXM business in the United States back to positive growth in FY2026, for the first time after FY2022.

In the International business, we are promoting initiatives to enhance added value in our core Media businesses, which accounts for over half of net revenue across our three overseas regions, and the organic growth rates of the Media businesses were positive in the three regions worldwide. Although the Creative business and CXM business will continue to face a challenging business environment in some regions, we will continue to strengthen capabilities of these businesses in areas with great affinity for the Media business.

We are simultaneously promoting initiatives to create businesses that will be potential pillars of growth for the future. In addition to business transformation (BX), we began full-scale global expansion of the sports and entertainment business in FY2025, which was focused on Japan until now. We will expand our business strategically in anticipation of large-scale sports events and other numerous business opportunities in FY2026.

### Strengthening governance and internal controls

We will continue to strive to improve the Group's governance and internal controls through measures such as building a Group-wide governance structure, strengthening the supervisory function on decision-making in each region, clarifying those responsible for Group governance, and streamlining business operations. Progress on these initiatives is regularly confirmed by the Board of Directors, the Audit Committee and other bodies.

At dentsu Japan, all officers and employees are engaged in the Mindset and Behavior Reform aimed at preventing the recurrence of issues after the Company was indicted for a violation of the Antimonopoly Act in connection with the Tokyo 2020 Olympic and Paralympic Games. In FY2024, we completed all 17 initiatives established in FY2023. Following the December 2025 decision by the Supreme Court of Japan, the judgment against our group for violations of the Antimonopoly Act has been finalized. We sincerely regret the concern caused to all our shareholders. We take this decision very seriously and will continue to ensure, across the entire Group, that integrity is our highest priority and that business is conducted in accordance with the highest ethical standards.

### Enhancing corporate value from a long-term perspective

Under our "2030 Value Creation Strategy," we are vigorously advancing initiatives to create value, not only in the financial domain but also across non-financial areas. For each of the four key themes—INTEGRITY, PEOPLE & CULTURE, INNOVATION, and ENVIRONMENT—we have established respective goals, action plans, and KPIs. Going forward, we will continue to value dialogue with all stakeholders, steadily implement each initiative, and work toward realizing a vibrant society that is filled with the joy of living.

### Shifting to a new management structure aimed at accelerating transformation

Under these circumstances, we have decided to shift to a new management structure in order to further accelerate our transformation. The Nominating Committee has selected candidates for the next CEO based on the Company's succession plan. Among the candidates, Mr. Sano is judged to be the most suitable leader to guide the Company in this period of transformation, considering his record of significantly advancing the results of the Japan business and his efforts for business transformation and maximization of corporate value on a global scale.

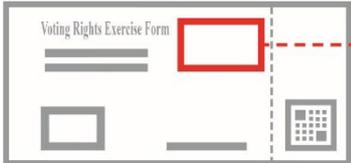
We would like to ask all our shareholders to understand the Group's medium- to long-term value and to continue their unwavering support for the transformation initiatives being advanced under the new management structure.

# Exercising of Voting Rights

Voting rights are an important way for all shareholders to participate in the management of Dentsu Group Inc (the “Company”). Voting rights may be exercised using the methods shown below. Please exercise your voting rights after consideration of the Reference Material for the General Meeting of Shareholders.

Attendance at the General Meeting of Shareholders	Exercising voting rights by mail	Exercising voting rights online
<p>Please submit the Voting Rights Exercise Form enclosed with the Notice of Convocation that has been provided to shareholders and submit it <a href="#">to the receptionist</a> at the meeting venue.</p> <p>Please bring the Notice of Convocation to the meeting as reference material.</p>	<p>Please <a href="#">indicate “for” or “against” for each proposal</a> shown on the Voting Rights Exercise Form enclosed with the Notice of Convocation that has been provided to shareholders and return it by mail.</p>	<p>Voting rights may be exercised online. <a href="#">Please see the next page for details.</a></p>
<b>Meeting date and time</b>	<b>Deadline for exercising voting rights by mail</b>	<b>Deadline for exercising voting rights online</b>
10:00 AM, March 27 (Fri.), 2026 (Doors are scheduled to open at 9:00 AM)	Must be received by 5:30 PM, March 26 (Thu.), 2026	Must be lodged by 5:30 PM, March 26 (Thu.), 2026

## How to complete the Voting Rights Exercise Form



Please indicate “for” or “against” for each proposal here.

Proposal No.1	Proposal No.2*
▶ If you agree, circle “for (賛)”	▶ If you agree with the election of all candidates, circle “for (賛)”
▶ If you disagree, circle “against (否)”	▶ If you disagree with the election of all candidates, circle “against (否)”

\* To indicate different votes for some candidate(s), please write the relevant candidate number(s).

## Please take note of the following matters when exercising voting rights.

- Voting rights may be exercised by nominating one proxy who is also a shareholder to attend the General Meeting of Shareholders. However, in this case the nominated proxy must submit written proof of his/her right of proxy.
- If voting rights are exercised both through the Voting Rights Exercise Form and online, only the voting rights exercised online will be deemed valid.
- If voting rights are exercised online multiple times, only the voting rights exercised last will be deemed valid. The same provision applies where voting rights are exercised online multiple times through different devices such as computers, tablets and smartphones.
- If no indication of approval or disapproval is made in the Voting Rights Exercise Form for each proposal, it will be deemed an indication of approval for the relevant proposal.

## Exercising Voting Rights Online

Voting rights may only be exercised online by accessing the website designated for exercising voting rights from a computer, tablet or smartphone.

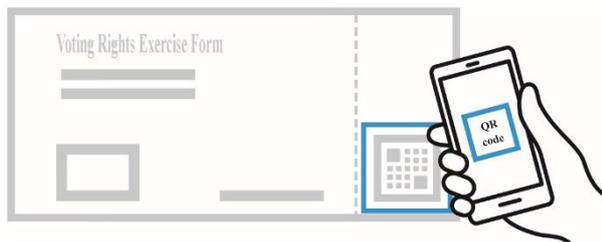
Please access the website designated for exercising voting rights and select “for” or “against.”

**Deadline for exercising voting rights online: 5:30 PM, March 26 (Thu.), 2026**

### Voting by scanning the QR code

Using the QR code shown on the bottom-right of the Voting Rights Exercise Form, it is possible to login to the website designated for exercising voting rights without entering a “login ID” or “temporary password.”

Scan the QR code shown on the bottom-right of your Voting Rights Exercise Form.



\* It may not be possible to login using the QR code on some smartphone models.

\* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

### Voting by entering a login ID and temporary password

1 Access the website designated for exercising voting rights.

Website: <https://evote.tr.mufg.jp/>

2 Enter the “login ID” and “temporary password” shown on the bottom-right of your Voting Rights Exercise Form, and select “Login.”



Enter the “login ID” and “temporary password”

Select “Login”

\* An example of the screen shown when accessing the website on a computer.

Follow the instructions on the screen to enter “for” or “against” for each proposal.

### Inquiries related to using the website designated for exercising voting rights

Please direct inquiries regarding the use of the website for exercising voting rights online to:  
Mitsubishi UFJ Trust and Banking Corporation Stock Transfer Agency Department  
**0120-173-027** (toll-free call, reception hours: 9:00 AM - 9:00 PM)

Shareholders who exercise their voting rights online in advance of the meeting will have the chance to win an electronic gift (worth the equivalent of 500 yen), regardless of whether they vote “for” or “against” each proposal, with 500 winners to be selected by lottery. See here for details ⇒ <https://youtu.be/UUeO-dBG2cw>



To Our Shareholders

1-8-1, Higashi-shimbashi, Minato-ku, Tokyo

Dentsu Group Inc.

Hiroshi Igarashi, Director, Representative Executive Officer, President & Global CEO

## Notice of Convocation of the 177th Ordinary General Meeting of Shareholders

We would like to express our sincere gratitude for your continued support.

You are cordially invited to attend the 177th Ordinary General Meeting of Shareholders. The meeting will be held as follows. We have taken measures for the electronic provision of information for this meeting. Matters to be provided electronically have been posted on the Company's Internet website under "Notice of Convocation of the 177th Ordinary General Meeting of Shareholders."

The Company's website:

<https://www.group.dentsu.com/en/ir/stockandratings/shareholdersmeeting.html>

In addition to the above Company's website, the items are also posted on the Internet website shown below.

The website of the Tokyo Stock Exchange:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

\* The items can be downloaded from the above URL by following the steps below.

(1) Enter "Dentsu Group" to the field of "Issue Name (company name)" or "4324" to the field of "Code" and click "Search," (2) Click "Basic Information," (3) Select the "Documents for public inspection/PR information" tab, and (4) Click "Click here for access" button in the "Notice of General Shareholders Meeting/ Information Materials for a General Shareholders Meeting" column.

### Notice

Shareholders who have not requested delivery of a paper copy will receive only this Notice of Convocation of the Meeting, the Reference Material for the General Meeting of Shareholders, and the Voting Rights Exercise Form. Please refer to either of the above websites for all other matters to be provided electronically. The paper copy of the notice of convocation sent to shareholders who requested it excludes the following items, which form part of the matters to be provided electronically, in accordance with laws, regulations, and Article 19, Paragraph 2 of the Company's Articles of Incorporation. Please refer to either of the above websites for these items.

#### 1. Business Report:

II Shares and Subscription Rights to Shares (All)

III Items Related to the Company Executives

4. Situation of Important Concurrent Posts

5. Items Related to Outside Directors

IV Items Related to the Accounting Auditor (All)

V Company System and Policy (All)

#### 2. Consolidated Financial Statements

#### 3. Financial Statements

#### 4. Audit Report

The business report, consolidated financial statements, and financial statements, including the items shown above, were audited by the Audit Committee and the Accounting Auditor during the preparation of their respective audit reports. If there are any corrections to the matters to be provided electronically, they will be promptly posted on each website above.

1.	<b>Date and Time</b>	<b>10:00 AM, March 27 (Fri.), 2026</b> *Doors are scheduled to open at 9:00 AM.
2.	<b>Place</b>	8-21-1, Ginza, Chuo-ku, Tokyo <b>Sumitomo Realty &amp; Development Shiodome Hamarikyu Building, Belle Salle Shiodome</b>
3.	<b>Agenda of the Meeting</b>	<p><b>Matters to be Reported</b></p> <p>(1) Business report for the 177th business term (January 1, 2025 to December 31, 2025), consolidated financial statements, and audit reports on consolidated financial statements by the Accounting Auditor and Audit Committee</p> <p>(2) Report on financial statements for the 177th business term (January 1, 2025 to December 31, 2025)</p> <p><b>Proposals to be Resolved</b></p> <p><b>Proposal No. 1</b> Partial Amendments to the Articles of Incorporation</p> <p><b>Proposal No. 2</b> Appointment of 11 Directors</p>

If you are attending the meeting, please bring the paper copy of the Notice of Convocation that has been provided to shareholders with you and submit the enclosed voting form to the receptionist at the meeting venue. We suggest that you arrive early as it is expected to be crowded right before the start of the meeting.

**We have not prepared gifts for shareholders who attend the meeting. We appreciate your understanding.**

## Request procedures for delivery of a paper copy of the convocation notice

Shareholders who have not made a request for delivery of a paper copy of the convocation notice for this Ordinary General Meeting of Shareholders\* and need to receive such document should apply for a request for delivery of paper copy through a website for delivery request by entering your login ID and password below.

\* The contents will be only in Japanese and the same as the documents sent to shareholders who have made a request for delivery of paper copy.



1. Website for delivery request of a paper copy of the convocation notice:

<https://d.srdb.jp/4324/2512/>

2. Period for acceptance of requests: From 12:00 AM on Monday, March 9, 2026 (JST) until 11:59 PM on Friday, March 20, 2026 (JST)

3. Request Procedure:

(i) Please access the website above, and log in by entering your login ID and password\*

\* **Login ID:** The shareholder number stated on your Voting Rights Exercise Form

**Password:** The postal code (without hyphen) stated on your Voting Rights Exercise Form

\* Please enter the postal code for your registered address as of the end of December 2024.

(ii) After logging in, please enter the address which you would like the paper copy sent, and your name, and email address, and click the Confirm button.

(iii) You will receive a confirmation email to the email address entered to confirm the information registered in step (ii) above, then please click the verification URL when you receive it.

\* Since the registration procedure will not be completed unless you click the verification on URL sent to your email address, please make sure to check your email.

\* Please start again from step (i) if you find any errors in the information entered.

(iv) The estimated delivery date will be shown on the request completed page, and you will receive an acceptance completion email. Following this, the paper copy will be sent to the address entered.

\* Once you have received an acceptance completion email, you cannot login to request a paper copy again.

\* The confirmation email cannot be sent if you entered a wrong email address; please ensure to enter a correct email address when registering.

\* You might not be able to receive an email to confirm the information registered if certain emails are blocked by an anti-spam filter or the like. Please ensure that you can receive emails from the domain “@srdb.jp”.

\* None of the information you provided will be used for any purpose other than this procedure.

**If you have not made a request for delivery of a paper copy and need a paper copy from the next general meeting of shareholders onward, please submit “Request for Delivery of Paper Copy” prescribed by the securities company or the stock transfer agency by the Record Date.**

## Reference Material for the General Meeting of Shareholders

### Proposals and Reference Material

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

##### 1. Reason for the proposal

Dentsu (hereinafter in this proposal No.1, the Company and its group companies are collectively referred to as “Dentsu”) is guided by its purpose — “an invitation to the never before. —Through connecting diverse talents within and beyond our organization, we exist to create new solutions and new beginnings for the sustainable development of our clients and society.” Dentsu provides comprehensive solutions across approximately 120 countries worldwide, encompassing not only Marketing domains – including advertising – but also Consulting domains to support clients’ business transformation, Technology domains to drive innovation in clients’ corporate value chains through digital transformation and system integration, and Sports & Entertainment domains. Under the “Mid-Term Management Plan 2025-2027” launched in fiscal year 2025, dentsu positions the restoring of competitiveness and profitability, primarily in its International business, as the vital management issue and seeks to continuously improve its corporate value based on a management policy that emphasizes capital efficiency. Dentsu is currently promoting “rebuilding the business foundation” and “reevaluating underperforming businesses” with the aim of restoring profitability and conducting internal investments to restore competitiveness.

For fiscal year 2025, while the organic growth rate, a key performance indicator, was slightly higher than our expectations and the operating margin slightly exceeded its forecast, many financial metrics, including the equity ratio, were impacted primarily due to the recognition of substantial and consecutive impairment losses, mainly in International business. In light of these circumstances, dentsu believes that the “Bond-Type Class Shares”, which enable the Company to expand its equity capital while giving consideration to capital efficiency, are a useful option as a financing method to prepare for investments for future growth, enhance capital adequacy and improve financial soundness. Main features of the Bond-Type Class Shares are as follows.

- The Bond-Type Class Shares will not cause any dilution of voting rights of the holders of the Company’s common shares (hereinafter the “Common Shareholders”) because the holders of the Bond-Type Class Shares do not have the rights to vote at general meetings of shareholders or to convert the Bond-Type Class Shares into common shares. (The Bond-Type Class Shares are not suitable for takeover protection measures and are not anticipated to be used in that manner.)
- As “non-participating” class shares, no dividend is paid beyond the preferred dividend to be determined at the time of issuance, and only Common Shareholders have the right to participate in dividends other than such preferred dividend. In addition, because the cost of equity is equivalent to the annual dividend rate to be determined at the time of issuance, the cost of equity in approximately five years from the issuance is expected to be lower than that of common shares. (\*1)
- Although our shareholders’ equity will increase, the impact on the key financial indicators such as ROE for the common shares will be limited. (\*2)
- There is no change to the number of shares authorized to be issued (the total number of common shares and Bond-Type Class Shares authorized to be issued).

\*1 On the assumption that the Company issues Bond-Type Class Shares with a fixed annual dividend rate of 5% or less, as stated in the shelf registration statement filed on February 13, 2026.

\*2 Assuming that the relevant amounts of the Bond-Type Class Shares (i.e., the paid-in amount and preferred dividends) are deducted from the net assets and net income when calculating ROE and EPS for common shares.

In order to enable the issuance of the Bond-Type Class Shares, this proposal requests an approval of the amendment to the Articles of Incorporation to add some provisions regarding such shares (hereinafter the “Amendment to Articles of Incorporation”). We propose to have the authorized share capital through Series 6 regarding the Bond-Type Class Shares so as to realize flexible issuance in the event of any necessity for an increase in equity capital.

Please note that while we submitted the shelf registration statement regarding the Series 1 Bond-Type Class Shares on February 13, 2026, we have not yet decided to issue Bond-Type Class Shares at this time. If the Amendment to the Articles of Incorporation is approved, we will consider the optimal timing and amount for issuance considering the market conditions, based on our business and financial strategies, and such timing and amount will be determined by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors (hereinafter the “Issuance Resolution, etc.”). The specific issuance and terms of the Series 2 Bond-Type Class Shares and any subsequent series will also be determined based on comprehensive consideration of future capital needs and market trends and other factors, but, in accordance with the Articles of Incorporation, they would be issued within the range of up to 20 million shares as with the Series 1 Bond-Type Class Shares and are expected to have no voting rights and not convertible into common shares, and therefore they will cause no dilution of voting rights of Common Shareholders.

The Amendment to the Articles of Incorporation pertaining to this proposal shall take effect upon the conclusion of this Ordinary General Meeting of Shareholders.

## 2. Details of Amendments

Details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
ARTICLE 1 to ARTICLE 5 (Omitted)	ARTICLE 1 to ARTICLE 5 (Unchanged)
(TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED BY THE COMPANY) ARTICLE 6: The total number of shares authorized to be issued by the Company shall be one-point-one billion (1,100,000,000) shares.	(TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED BY THE COMPANY) ARTICLE 6: The total number of shares authorized to be issued by the Company shall be one-point-one billion (1,100,000,000) shares <u>and each class share shall be as follows:</u> <u>Common Shares: one-point-one billion (1,100,000,000) shares</u> <u>Series 1 Bond-Type Class Shares: twenty million (20,000,000) shares</u> <u>Series 2 Bond-Type Class Shares: twenty million (20,000,000) shares</u> <u>Series 3 Bond-Type Class Shares: twenty million (20,000,000) shares</u> <u>Series 4 Bond-Type Class Shares: twenty million (20,000,000) shares</u> <u>Series 5 Bond-Type Class Shares: twenty million (20,000,000) shares</u> <u>Series 6 Bond-Type Class Shares: twenty million (20,000,000) shares</u>
Article 7 (Omitted)	Article 7 (Unchanged)
<Newly established>	<u>(ABSENCE OF SELLER PUT OPTIONS WHEN THE COMPANY ACQUIRES THE BOND-TYPE CLASS SHARES)</u> <u>ARTICLE 7-2: If the Company decides to acquire all or part of the Bond-Type Class Shares (Series 1 Bond-Type Class Shares through Series 6 Bond-Type Class Shares (each of the Bond-Type Class Shares, “Shares of Each Series of Bond-Type Class” hereinafter)) held by a specific holder of the Bond-Type Class Shares (hereinafter, the “Bond-Type Class Shareholder”)</u> under an agreement with

	<p><u>such Bond-Type Class Shareholder pursuant to a resolution of the General Meeting of Shareholders, and further decides to notify such Bond-Type Class Shareholder of matters prescribed in any item of Article 157, Paragraph 1 of the Companies Act, the provisions of Article 160, Paragraphs 2 and 3 of the Companies Act shall not apply.</u></p>
<p>(NUMBER OF SHARES CONSTITUTING ONE UNIT OF SHARES) ARTICLE 8: The number of shares <u>of the Company</u> constituting one (1) unit shall be 100 shares.</p>	<p>(NUMBER OF SHARES CONSTITUTING ONE UNIT OF SHARES) ARTICLE 8: The number of shares constituting one (1) unit <u>for shares of each of the Common Shares and Bond-Type Class Shares of the Company</u> shall be 100 shares.</p>
<p>Article 9 to Article 13 (Omitted)</p>	<p>Article 9 to Article 13 (Unchanged)</p>
<p>&lt;Newly established&gt; &lt;Newly established&gt;</p>	<p><u>CHAPTER 2-2 BOND-TYPE CLASS SHARES (PREFERRED DIVIDEND TO BOND-TYPE CLASS SHARES)</u></p> <p><u>ARTICLE 13-2:</u></p> <p><u>1. When the Company makes a dividend of surplus with the thirty-first (31st) day of December as the record date pursuant to Article 43, Paragraph 1, the Company shall pay a dividend in cash in the following amount per Share of Each Series of Bond-Type Class (hereinafter, the “Preferred Dividend to Bond-Type Class Shares”) to the Bond-Type Class Shareholders or registered pledgees of Bond-Type Class Shares (collectively with Bond-Type Class Shareholders, “Bond-Type Class Shareholders, etc.”) registered in the closing Shareholder Registry as of the record date of that dividend, in preference to the holders of Common Shares (hereinafter, the “Common Shareholders”) and registered pledgees of Common Shares (collectively with Common Shareholders, “Common Shareholders, etc.”); provided, however, that if Interim Preferred Dividends to Bond-Type Class Shares provided for in the following article have been paid during the fiscal year in which the record date of that dividend falls, the total amount of those Interim Preferred Dividends to Bond-Type Class Shares shall be deducted from the Preferred Dividend to Bond-Type Class Shares:</u></p> <p><u>The product of the equivalent of the Issue Price (defined below) per Bond-Type Class Share multiplied by the annual dividend rate determined by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors before the issuance of those Bond-Type Class Shares (not exceeding 10 percent; hereinafter, the “Annual Dividend Rate”) (if any fractional remainder arises, the treatment of such fractional remainder shall be as determined by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors before the issuance of those Bond-Type Class Shares)</u></p> <p><u>“Issue Price” means the amount per share to be paid to the Company in connection with the offering of those Bond-Type Class Shares (or, if those Bond-Type Class Shares are offered through purchase and sale by underwriters, the amount per share to be paid by the investors as consideration for those Bond-Type Class Shares), as determined prior to the issuance of those Bond-Type Class Shares.</u></p> <p><u>2. If the amount of dividend of surplus (excluding payments of the Accumulated Dividends Payable to Bond-Type Class Shares (defined below), which have been accumulated pursuant to this paragraph</u></p>

	<p><u>with respect to Preferred Dividend to Bond-Type Class Shares for each fiscal year prior to the relevant fiscal year) paid in cash to each Bond-Type Class Shareholder, etc. per Share of Each Series of Bond-Type Class in a given fiscal year in which the record date falls is less than the amount of the Preferred Dividend to Bond-Type Class Shares payable to those Bond-Type Class Shares for that fiscal year, that shortfall amount shall be accumulated in subsequent fiscal years by a simple interest calculation calculated by the method determined before the issuance of those Bond-Type Class Shares by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors based on the Annual Dividend Rate (such accumulated shortfall shall be hereinafter referred to as “Accumulated Dividends Payable to Bond-Type Class Shares”). The Company shall pay dividend of surplus in cash to the Bond-Type Class Shareholders, etc. until such payment reaches the amount of Accumulated Dividends Payable to Bond-Type Class Shares per share of the Bond-Type Class Shares, in preference to any dividend of surplus provided for in the preceding paragraph or the following article.</u></p> <p><u>3. No dividend of surplus shall be paid to Bond-Type Class Shareholders, etc. in excess of the total of the Preferred Dividend to Bond-Type Class Shares and the Accumulated Dividends Payable to Bond-Type Class Shares.</u></p>
<Newly established>	<p><u>(INTERIM PREFERRED DIVIDEND TO BOND-TYPE CLASS SHARES)</u></p> <p><u>ARTICLE 13-3: When the Company makes a dividend of surplus with a date other than the thirty-first (31st) day of December as the record date (hereinafter, the “Interim Dividend Record Date”) pursuant to Article 43, Paragraph 2 or 3, the Company shall pay a dividend in cash in the amount per Share of Each Series of Bond-Type Class determined by the calculation method determined by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors before the issuance of those Bond-Type Class Shares (hereinafter, the “Interim Preferred Dividend to Bond-Type Class Shares”) to the Bond-Type Class Shareholders, etc. registered in the closing Shareholder Registry as of the Interim Dividend Record Date of that dividend, in preference to the Common Shareholders, etc.; provided, however, that the total amount of Interim Preferred Dividends to Bond-Type Class Shares for which the Interim Dividend Record Date falls in a given fiscal year shall not exceed the amount of the Preferred Dividend to Bond-Type Class Shares for which the record date falls in the same fiscal year.</u></p>
<Newly established>	<p><u>(DISTRIBUTION OF RESIDUAL ASSETS)</u></p> <p><u>ARTICLE 13-4:</u></p> <p><u>1. When the Company makes a distribution of residual assets, the Company shall pay cash in the amount set forth below per Share of Each Series of Bond-Type Class to the Bond-Type Class Shareholders, etc., in preference to the Common Shareholders, etc.</u></p> <p><u>The amount calculated by the method determined before the issuance of those Bond-Type Class Shares by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make</u></p>

	<p><u>such determination by a resolution of the Board of Directors as the sum of the equivalent of the Issue Price per share of those Bond-Type Class Shares plus the amount of the Accumulated Dividends Payable to Bond-Type Class Shares pertaining to those Bond-Type Class Shares and the equivalent of the Preferred Dividend to Bond-Type Class Shares pertaining to the period from the first day of the fiscal year in which the date of the distribution of residual assets falls to the date of the distribution of residual assets.</u></p> <p><u>2. No distribution of residual assets shall be made to Bond-Type Class Shareholders, etc. other than the distribution provided for in the preceding paragraph.</u></p>
<Newly established>	<p><u>(VOTING RIGHTS)</u></p> <p><u>ARTICLE 13-5: The Bond-Type Class Shareholders shall have no voting rights at the General Meeting of Shareholders with respect to any matter.</u></p>
<Newly established>	<p><u>(ACQUISITION BY THE COMPANY IN EXCHANGE FOR CASH)</u></p> <p><u>ARTICLE 13-6: If an event provided for by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors before the issuance of Shares of Each Series of Bond-Type Class arises with respect to the Bond-Type Class Shares, the Company may acquire all or part of those Bond-Type Class Shares upon the arrival of a date separately determined by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors. In such case, the Company shall deliver to the Bond-Type Class Shareholders cash in the amount per share of those Bond-Type Class Shares calculated by the method determined before the issuance of the Shares of Each Series of Bond-Type Class by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors as the sum of the equivalent of the Issue Price per share of those Bond-Type Class Shares plus the amount of the Accumulated Dividends Payable to Bond-Type Class Shares pertaining to those Bond-Type Class Shares and the equivalent of the Preferred Dividend to Bond-Type Class Shares pertaining to the period from the first day of the fiscal year in which the date of the acquisition falls to the date of the acquisition, in exchange for the acquisition of those Bond-Type Class Shares. If the Company acquires part of the Bond-Type Class Shares, the Company shall determine the scope of Bond-Type Class Shares to be acquired from Bond-Type Class Shareholders by a reasonable method determined by the Board of Directors or an Executive Officer delegated to make such determination by a resolution of the Board of Directors.</u></p>
<Newly established>	<p><u>(SHARE CONSOLIDATION AND SHARE SPLIT, ETC.)</u></p> <p><u>ARTICLE 13-7:</u></p> <p><u>1. The Company shall not conduct any share consolidation or share split with respect to the Bond-Type Class Shares, unless otherwise provided by applicable laws or regulations.</u></p> <p><u>2. The Company shall not make any gratis allotment of shares or stock acquisition rights to the Bond-Type Class Shareholders.</u></p> <p><u>3. The Company shall not grant to Bond-Type Class</u></p>

	<p><u>Shareholders any right to receive an allotment of shares for subscription or stock acquisition rights for subscription.</u></p> <p><u>4. If the Company conducts a share transfer (limited to a sole-share transfer conducted by the Company), the Company shall deliver to Common Shareholders, etc. shares issued by the wholly owning parent company incorporated in the share transfer that are of the same class as the Common Shares of the Company in exchange for the Common Shares, and deliver to Bond-Type Class Shareholders, etc. shares issued by the wholly owning parent company incorporated in the share transfer that are of the same class as the Bond-Type Class Shares in exchange for the Bond-Type Class Shares, in the same ownership ratio, respectively.</u></p> <p><u>5. The adjustment of the Preferred Dividend to Bond-Type Class Shares and Accumulated Dividends Payable to Bond-Type Class Shares in the case provided for in the preceding paragraph shall be conducted by the method determined before the issuance of the Shares of Each Series of Bond-Type Class by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors.</u></p>
<Newly established>	<p><u>(ORDER OF PRIORITY)</u></p> <p><u>ARTICLE 13-8: Payments of Preferred Dividends to Bond-Type Class Shares and Interim Preferred Dividends to Bond-Type Class Shares, and distribution of residual assets to Shares of Each Series of Bond-Type Class are ranked <i>pari passu</i>.</u></p>
Article 14 to Article 19 (Omitted)	Article 14 to Article 19 (Unchanged)
<Newly established>	<p><u>(GENERAL MEETINGS OF CLASS SHAREHOLDERS)</u></p> <p><u>ARTICLE 19-2:</u></p> <p><u>1. Unless otherwise provided by applicable laws or regulations or these Articles of Incorporation, resolutions of a General Meeting of Class Shareholders shall be adopted by a majority of votes of the shareholders entitled to exercise their votes and present at the meeting.</u></p> <p><u>2. The special resolution of a General Meeting of Class Shareholders set forth in Article 324, Paragraph 2 of the Companies Act shall be made by a majority of no less than two-thirds of the votes of the shareholders present at the meeting where shareholders holding no less than one-third of the votes of all shareholders entitled to exercise their votes are present.</u></p> <p><u>3. The provisions of Article 15 and Article 17 through Article 19 apply mutatis mutandis to General Meetings of Class Shareholders.</u></p> <p><u>4. The provisions of Article 13 apply mutatis mutandis with respect to any General Meeting of Class Shareholders held within three (3) months after the thirty-first (31st) day of December each year.</u></p> <p><u>5. No resolution of a General Meeting of Class Shareholders composed of Bond-Type Class Shareholders is required for the Company to conduct any of the acts provided for in the items of Article 322, Paragraph 1 of the Companies Act, unless otherwise provided by applicable laws or regulations.</u></p> <p><u>6. If the Company performs any of the following acts and it is likely to cause detriment to the Bond-Type Class Shareholders of a certain class of Bond-Type Class Shares, that act shall not take effect</u></p>

	<u>without a resolution of the General Meeting of Class Shareholders composed of Bond-Type Class Shareholders of that class of Bond-Type Class Shares, in addition to a resolution of the General Meeting of Shareholders or the Board of Directors, unless there are no Bond-Type Class Shareholders who are entitled to vote at that General Meeting of Class Shareholders:</u> <u>(1) a merger in which the Company will be the absorbed company or a share exchange or share transfer in which the Company will be the wholly owned subsidiary company (excluding a sole-share transfer conducted by the Company); or</u> <u>(2) an approval by the Board of Directors of a demand for a cash-out by a Special Controlling Shareholder against the other shareholders of the Company.</u>
Article 20 to Article 43 (Omitted)	Article 20 to Article 43 (Unchanged)
(TERMINATION OF OBLIGATION) ARTICLE 44: 1. (Omitted) 2. The cash described in the preceding paragraph shall bear no interest.	(TERMINATION OF OBLIGATION) ARTICLE 44: 1. (Unchanged) 2. <u>Unless otherwise provided by these Articles of Incorporation, the cash described in the preceding paragraph shall bear no interest.</u>

(Reference Information)

If this proposal is approved at this Ordinary General Meeting of Shareholders, provisions concerning the Bond-Type Class Shares will be newly established in the Articles of Incorporation at the time of the closing of this Ordinary General Meeting of Shareholders. The issuance of the Bond-Type Class Shares under the amended Articles of Incorporation will be decided by the Issuance Resolution, etc. after this Ordinary General Meeting of Shareholders in light of our capital policy, taking into account the market environment and other factors. Regarding the issuance of the Series 1 Bond-Type Class Shares, a shelf registration statement was submitted on February 13, 2026. Details of the Series 1 Bond-Type Class Shares are as described below. The planned amount of issuance of the Series 1 Bond-Type Class Shares in the shelf registration statement is up to 200.0 billion yen. If the Company decides to issue the Series 1 Bond-Type Class Shares, the contents of the Series 1 Bond-Type Class Shares other than the annual dividend rate and the details of the offering, including the number of shares to be issued, the Issue Price and the subscription price will be determined by the Issuance Resolution, etc., and the annual dividend rate will be determined after the Issuance Resolution, etc. by indicating tentative terms and conditions for the annual dividend rate in a manner similar to the book building method set forth in Article 25 of the Rules Concerning Underwriting, Etc. of Securities established by the Japan Securities Dealers Association, and taking into account demand under such tentative terms and conditions (the date on which such annual dividend rate is determined shall be hereinafter referred to as the “Determination Date”). Such tentative terms and conditions will be determined comprehensively based on an evaluation report regarding the fair value of the Series 1 Bond-Type Class Shares, which will be received by the Company, the market price and other conditions of Bond-Type Class Shares issued by other companies and the market price and other conditions of subordinated bonds, etc. which are issued by operating companies that have obtained credit ratings equivalent to the Company.

## Outline (Details of the Series 1 Bond-Type Class Shares)

The details of the Series 1 Bond-Type Class Shares are as follows.

- A. Preferred Dividends (1) When the Company makes a dividend of surplus with December 31 as the record date, the Company shall pay in cash to holders of the Series 1 Bond-Type Class Shares (hereinafter the “Series 1 Bond-Type Class Shareholders”) or pledgees of Series 1 Bond-Type Class Shares (collectively with the Series 1 Bond-Type Class Shareholders, the “Series 1 Bond-Type Class Shareholders, etc.”) recorded in the closing shareholder registry as of the record date of that dividend, before paying dividends to the holders of the Company’s common shares (hereinafter the “Common Shares”; the holders thereof, the “Common Shareholders”) and pledgees of Common Shares (collectively with Common Shareholders, the “Common Shareholders, etc.”), in the following amount (provided that, if the dividend of surplus with December 31 as the record date is made in the fiscal year in which the issuance date of the Series 1 Bond-Type Class Shares falls, in the amount reasonably adjusted in accordance with the number of days in the period from and including the payment date to and including December 31) (hereinafter the “Preferred Dividend to Series 1 Bond-Type Class Shares”); provided that if Interim Preferred Dividend to Series 1 Bond-Type Class Shares (as defined in B below) has been paid during the fiscal year in which the record date for such dividend falls, the total amount of the Interim Preferred Dividend to Series 1 Bond-Type Class Shares so paid shall be deducted from such Preferred Dividend to Series 1 Bond-Type Class Shares. With respect to one share, the product of the equivalent of the amount to be determined as the issue price per Series 1 Bond-Type Class Share (hereinafter the “Issue Price”) multiplied by the annual dividend rate to be determined on the Determination Date by the similar method to the book building method as described above.

The annual dividend rate for the period from the fiscal year in which the issuance date of the Series 1 Bond-Type Class Shares falls until the fiscal year in which the date five years after that issuance date falls shall be the fixed dividend rate determined by the Issuance Resolution, etc. plus the initial spread to be determined by the similar method to the book building method stated above (hereinafter the “Initial Spread”) (\*), and those for subsequent periods shall be the floating dividend rate determined by the Issuance Resolution, etc. plus the Initial Spread and 1%; provided that any dividend rate shall be within the limit of 10%, in accordance with the provision of the Articles of Incorporation.

- \* The annual dividend rate is expected to be 5% or less for the period from the fiscal year in which the issuance date of the Series 1 Bond-Type Class Shares falls until the fiscal year in which the date five years after that issuance date falls. This expected rate is based on the market

conditions as of February 13, 2026 and other factors, and is subject to change as a result of any future developments in the market conditions and other factors.

- (2) If the amount of dividends of surplus actually paid to the Series 1 Bond-Type Class Shareholders, etc. per Series 1 Bond-Type Class Share in a given fiscal year in which the record date falls (excluding payments of the Accumulated Dividends Payable to Series 1 Bond-Type Class Shares (as defined below), which have been accumulated pursuant to this (2) with respect to the Preferred Dividend to Series 1 Bond-Type Class Shares for each fiscal year prior to the relevant fiscal year) is less than the amount of the Preferred Dividend to Series 1 Bond-Type Class Shares for that fiscal year, that shortfall amount shall accumulate in subsequent fiscal years by a simple interest calculation calculated by the method determined by the Issuance Resolution, etc. based on the annual dividend rate to be determined by the similar method to the book building method stated above (the accumulated shortfall, hereinafter the “Accumulated Dividends Payable to Series 1 Bond-Type Class Shares”). With respect to the Accumulated Dividends Payable to Series 1 Bond-Type Class Shares, dividends of surplus shall be paid in cash to Series 1 Bond-Type Class Shareholders, etc. until such payment reaches the amount of Accumulated Dividends Payable to Series 1 Bond-Type Class Shares per Series 1 Bond-Type Class Share, before paying the Preferred Dividend to Series 1 Bond-Type Class Shares and Interim Preferred Dividend to Series 1 Bond-Type Class Shares.
- (3) No dividends of surplus shall be paid to the Series 1 Bond-Type Class Shareholders, etc. in excess of the total of the Preferred Dividend to the Series 1 Bond-Type Class Shares and the Accumulated Dividends Payable to Series 1 Bond-Type Class Shares.

B. Interim Preferred Dividend When the Company makes a dividend of surplus with a date other than December 31 as the record date (hereinafter the “Interim Dividend Record Date”), the Company shall pay in cash to the Series 1 Bond-Type Class Shareholders, etc. recorded in the closing shareholder registry as of the Interim Dividend Record Date, before paying dividends to the Common Shareholders, etc., in the amount per Series 1 Bond-Type Class Share equal to one half of the Preferred Dividend to the Series 1 Bond-Type Class Shares (provided that, if the dividend of surplus with the Interim Dividend Record Date as the record date is made in the fiscal year in which the issuance date of the Series 1 Bond-Type Class Shares falls, in the amount reasonably adjusted in accordance with the number of days in the period from and including the payment date to and including the Interim Dividend Record Date) (hereinafter the “Interim Preferred Dividend to Series 1 Bond-Type Class Shares”); provided, however that the total amount of the Interim Preferred Dividend to Series 1 Bond-Type Class Shares in a given fiscal year in which the Interim Dividend Record Date falls shall not exceed the amount

of the Preferred Dividend to Series 1 Bond-Type Class Shares for the fiscal year in which such record date falls.

- C. Distribution of Residual Assets
- (1) When the Company makes a distribution of residual assets, the Company shall pay in cash to the Series 1 Bond-Type Class Shareholders, etc. before making payments to the Common Shareholders, etc., in the following amount:
- With respect to one share, the amount calculated by the method determined by the Issuance Resolution, etc. as the sum of the equivalent of the Issue Price plus the total of the Accumulated Dividends Payable to Series 1 Bond-Type Class Shares and the equivalent of the Preferred Dividend to Series 1 Bond-Type Class Shares pertaining to the period from and including the first day of the fiscal year in which the date of the distribution of residual assets falls to and including the date of the distribution of residual assets.
- (2) No distribution of residual assets shall be made to the Series 1 Bond-Type Class Shareholders, etc. other than the distribution provided for in (1) above.
- D. Order of Priority
- Payments of Preferred Dividends to Series 1 Bond-Type Class Shares through Series 6 Bond-Type Class Shares and Interim Preferred Dividends to Bond-Type Class Shares, and distribution of residual assets to shares of each series of Bond-Type Class are ranked *pari passu*.
- E. Voting Rights
- The Series 1 Bond-Type Class Shareholders shall not be entitled to exercise voting rights at the General Meeting of Shareholders with respect to any matter.
- F. Resolutions of General Meetings of Class Shareholders
- (1) Unless otherwise provided by applicable laws or regulations or the Articles of Incorporation, resolutions of a General Meeting of Class Shareholders shall be adopted by a majority of votes of the shareholders entitled to exercise their votes and present at the meeting.
- (2) The special resolution of a General Meeting of Shareholders set forth in Article 324, Paragraph 2 of the Companies Act shall be made by a majority of no less than two-thirds of the votes of the shareholders present at the meeting where shareholders holding no less than one-third of the votes of all shareholders entitled to exercise their votes are present.
- (3) No resolution of a General Meeting of Class Shareholders composed of Bond-Type Class Shareholders is required for the Company to conduct any of the acts provided for in the items of Article 322, Paragraph 1 of the Companies Act, unless otherwise provided by applicable laws or regulations.
- (4) If the Company performs any of the following acts and it is likely to cause detriment to the Series 1 Bond-Type Class Shareholders, that act shall not take effect without a resolution of the General Meeting of Class Shareholders composed of Series 1 Bond-Type Class Shareholders, in addition to a resolution of the General Meeting of Shareholders or the Board of Directors, unless there are no Series 1 Bond-Type Class Shareholders who are entitled to vote at that General Meeting of Class Shareholders:
- a) a merger in which the Company will be the absorbed company or a share

exchange or share transfer in which the Company will be the wholly owned subsidiary company (except for a sole-share transfer conducted by the Company); or

- b) an approval by the Board of Directors of a demand for a cash-out by a Special Controlling Shareholder against the other shareholders of the Company.

G. Acquisition  
(Acquisition by the  
Company in  
Exchange for Cash)

- (1) If an event provided for by the Issuance Resolution, etc. arises with respect to the Series 1 Bond-Type Class Shares, such as when five years have elapsed from and including the payment date (issuance date), the Company may acquire all or part of the Series 1 Bond-Type Class Shares as of the acquisition date separately determined by a resolution of the Board of Directors or a decision of an Executive Officer delegated to make such determination by a resolution of the Board of Directors. In such case, the Company shall, in exchange for its acquisition of the Series 1 Bond-Type Class Shares, deliver to the Series 1 Bond-Type Class Shareholders the amount of money determined by the Issuance Resolution, etc. based on the Issue Price per Series 1 Bond-Type Class Share; provided that the Company (i) cannot make an acquisition of Series 1 Bond-Type Class Shares where either the acquisition date or the Book-Entry Acquisition Date (as defined below) falls in a calendar year different from that of the Settlement Date (as defined below), and (ii) an acquisition with an acquisition date or Book-Entry Acquisition Date falling on any day from January 1 to March 31 may only be made after the date of the resolution of the Board of Directors regarding the dividend distribution based on the record date being the last day of the fiscal year immediately preceding the fiscal year in which the relevant Book-Entry Acquisition Date falls.

“Book-Entry Acquisition Date” means the date on which the increase in the number of Series 1 Bond-Type Class Shares are entered or recorded in the holdings column of the Company’s transfer account in accordance with the application for transfer based on the acquisition in exchange for cash pursuant to this G, or the entry or record of Series 1 Bond-Type Class Shares is deleted in accordance with a notice of entire deletion based on such acquisition.

“Settlement Date” means the date (limited to business days) on which the payment is delivered in exchange for the acquisition in exchange for cash pursuant to this G.

- (2) The Company shall not acquire the Series 1 Bond-Type Class Shares in exchange for cash pursuant to this G or repurchase the Series 1 Bond-Type Class Shares pursuant to agreements with specific holders of the Series 1 Bond-Type Class Shares or through market trade, etc. pursuant to Article 165, paragraph 1 of the Companies Act (together with the acquisition in exchange for cash pursuant to this G, the “Cash Acquisition”) if it has not

procured any funds for the Required Amount of Refinancing (as defined below) through the issuance, disposal or borrowing (hereinafter “Issuing, etc.”) of the Refinancing Securities (as defined below) within 12 months prior to the date of the Cash Acquisition, except in such case as determined by the Issuance Resolution, etc.

The “Required Amount of Refinancing” means, if the Refinancing Securities are the Common Shares, the Equity Equivalent Value (as defined below) of the Series 1 Bond-Type Class Shares subject to the Cash Acquisition, and if the Refinancing Securities are securities other than the Common Shares, the amount calculated by dividing the Equity Equivalent Value of the Series 1 Bond-Type Class Shares subject to the Cash Acquisition by the equity credit (expressed as a percentage) given by the Credit Rating Agency for such Refinancing Securities. In the case of Issuing, etc. of both the Common Shares and the Refinancing Securities other than the Common Shares, the respective formulas shall be applied *mutatis mutandis*.

The “Refinancing Securities” means the following securities or borrowings; provided, however, that (i) in any of the cases (a) through (c) below, only if the Company announces that those are the Refinancing Securities, (ii) in the cases (a) or (b) below, only if Issuing, etc., to persons other than the Subsidiaries or the Affiliates (as defined in Article 2, Item 3 or Item 7, respectively, of the Regulation on Terminology, Forms and Preparation Methods of Consolidated Financial Statements), and (iii) in case of (b) or (c) below, only those approved by the Credit Rating Agency as having the equity credits equivalent to or greater than those of the Series 1 Bond-Type Class Shares as of the Payment Date of the Series 1 Bond-Type Class Shares:

- (a) The Common Shares;
- (b) Class shares other than (a) above; and
- (c) All other securities and obligations of the Company other than (a) or (b) above.

The “Equity Equivalent Value” is the equivalent of the aggregate amount of the Issue Price of the Series 1 Bond-Type Class Shares multiplied by the equity credit (expressed as a percentage) given by the Credit Rating Agency.

- (3) When acquiring a part of the Series 1 Bond-Type Class Shares pursuant to (1) above, the Company shall determine the Series 1 Bond-Type Class Shares to be acquired from the Series 1 Bond-Type Class Shareholders in accordance with a reasonable method as determined by the Board of Directors or an Executive Officer delegated to make such determination by a resolution of the Board of Directors.

- H. Share Consolidation or Share Split, etc.
  - (1) The Company shall not conduct any share consolidation or share split with respect to the Series 1 Bond-Type Class Shares, unless otherwise provided by law.
  - (2) The Company shall not make any gratis allotment of shares or stock

acquisition rights to the Series 1 Bond-Type Class Shareholders.

- (3) The Company shall not grant to Series 1 Bond-Type Class Shareholders any right to receive an allotment of shares offered for subscription or stock acquisition rights offered for subscription.
- (4) If the Company conducts a share transfer (limited to a sole-share transfer conducted by the Company), the Company shall deliver to Common Shareholders, etc. shares issued by the wholly owning parent company incorporated in the share transfer that are of the same class as the Common Shares of the Company in exchange for the Common Shares, and deliver to Series 1 Bond-Type Class Shareholders, etc. shares issued by the wholly owning parent company incorporated in the share transfer that are of the same class as the Series 1 Bond-Type Class Shares in exchange for the Series 1 Bond-Type Class Shares, in the same ownership ratio, respectively. In such a case, the adjustment of the Preferred Dividend to Series 1 Bond-Type Class Shares and Accumulated Dividends Payable to Series 1 Bond-Type Class Shares shall be conducted by the method determined by the Issuance Resolution, etc.

- I. Absence of Seller Put Options When the Company Acquires Series 1 Bond-Type Class Shares  
If the Company decides to acquire all or part of the Series 1 Bond-Type Class Shares held by a specific Series 1 Bond-Type Class Shareholder under an agreement with such Series 1 Bond-Type Class Shareholder pursuant to a resolution of the General Meeting of Shareholders, and further decides to notify such Series 1 Bond-Type Class Shareholder of matters prescribed in any item of Article 157, paragraph 1 of the Companies Act, the provisions of Article 160, paragraphs 2 and 3 of the Companies Act shall not apply.
- J. Listing  
A listing application in respect of the Series 1 Bond-Type Class Shares for the Prime Market of the Tokyo Stock Exchange, Inc. is planned to be made.

Q&A for Shareholders regarding Bond-Type Class Shares

Please refer to this Q&A as a reference material for the Company's shareholders.

Question	Answer
<p>1. What is the purpose of Amendment to the Articles of Incorporation relating to Bond-Type Class Shares?</p>	<ul style="list-style-type: none"> <li>• Under the “Mid-Term Management Plan 2025-2027”, dentsu positions the restoring of competitiveness and profitability, primarily in its International business, as the vital management issue and seeks to continuously improve its corporate value based on a management policy that emphasizes capital efficiency. Dentsu is currently promoting “rebuilding the business foundation” and “reevaluating underperforming businesses” with the aim of restoring profitability and conducting internal investments to restore competitiveness. For fiscal year 2025, while the organic growth rate, a key performance indicator, was slightly higher than our expectations and the operating margin slightly exceeded its forecast, many financial metrics, including the equity ratio, were impacted primarily due to the recognition of substantial and consecutive impairment losses, mainly in International business.</li> <li>• We intend to prepare for investments for future growth and secure flexible options in advance to enhance capital adequacy and improve financial soundness through the Amendment to Articles of Incorporation.</li> </ul>
<p>2. What are the features of Bond-Type Class Shares?</p>	<ul style="list-style-type: none"> <li>• Bond-Type Class Shares are treated as shares under the Companies Act, and are one of the instruments for hybrid financing with an intermediate characteristic between shares and bonds, and the product nature is similar to that of hybrid bonds.</li> <li>• Bond-Type Class Shares do not have voting rights and are not convertible into common shares, and we expect the product nature to be similar to corporate bonds. In addition, Bond-Type Class Shares have priority over common shares in terms of the order of distribution of dividends and residual assets, and are non-participating class shares, meaning that no dividend will be paid more than the amount of the preferred dividend to be determined at the time of issuance.</li> <li>• We plan to apply for listing of the Bond-Type Class Shares (in addition to common shares) on the Prime Market of the Tokyo Stock Exchange, with the intention of providing investment opportunities to a wide range of investors, including retail investors.</li> </ul>
<p>3. What is the expected role of Bond-Type Class Shares in the financial strategy and its position in the capital structure?</p>	<ul style="list-style-type: none"> <li>• Bond-Type Class Shares realize an increase in equity capital, while limiting the dilution of voting rights of common shareholders and the impact on ROE and EPS for common shares as may be caused by the issuance of common shares (*). Further, the Bond-Type Class Shares may obtain equity credits by a rating agency for the part of its issuance amount.</li> <li>• In addition, the Bond-Type Class Shares mainly target retail investors and contribute to the diversification of financing methods. As above, the Bond-Type Class Shares are considered to be a useful method in pursuing</li> </ul>

Question	Answer
	the appropriate option of financing based on our business and financial strategies.
4. Will there be any disadvantages to common shareholders?	<ul style="list-style-type: none"> <li>• Bond-Type Class Shares do not have voting rights and are not convertible into common shares, so there will be no dilution of voting rights of common shareholders.</li> <li>• Bond-Type Class Shares are “non-participating” , meaning that no dividend is paid more than the amount of the preferred dividend to be determined at the time of issuance, and only common shareholders have the right to participate in dividends other than the preferred dividend.</li> <li>• Unlike public offering of common shares, this is a financing method without dilution of voting rights and gives more consideration to the impact on ROE, EPS, etc. for common shares. (*)</li> </ul>
5. What form of issuance is planned?	<ul style="list-style-type: none"> <li>• The specific issuance has not yet been determined at this time. However, when issued, it is planned that the Bond-Type Class Shares will be offered to a wide range of investors, including retail investors, through domestic public offerings.</li> <li>• We plan to make the Bond-Type Class Shares also available for investment by common shareholders of the Company.</li> </ul>
6. What is the planned timing and amount of Series 1 Bond-Type Class Shares?	<ul style="list-style-type: none"> <li>• Details of the issuance, including the specific timing and amount of the issuance, have not yet been determined at this time. However, if the proposal for the Amendment to Articles of Incorporation for the Bond-Type Class Shares is approved at the general meeting of shareholders, we will consider the appropriate timing and amount based on our group’s business and financial strategies, while taking account of market conditions.</li> <li>• In addition, the maximum issuance amount has been set at 200 billion yen in the shelf registration statement for the Series 1 Bond-Type Class Shares filed on February 13, 2026.</li> </ul>
7. What is the reason for expecting the fixed annual preferred dividend rate of the Series 1 Bond-Type Class Shares to be 5% or less?	<ul style="list-style-type: none"> <li>• We expect the fixed annual preferred dividend rate after comprehensively taking into account the market price of similar bond-type class shares and hybrid bonds and other factors based on the product nature of its position between equity and debt.</li> <li>• Please note that this expected rate is based on the market conditions as of February 13, 2026 and other factors, and is subject to change as a result of any future developments in the market conditions and other factors.</li> </ul>
8. What is the reason for considering listing the Bond-Type Class Shares on the Prime Market of the Tokyo Stock Exchange?	<ul style="list-style-type: none"> <li>• In order to make the Bond-Type Class Shares available for investment by a wide range of investors including retail investors, we believe it is important to increase recognition of the Bond-Type Class Shares and provide trading opportunities by listing them on the Prime Market of the Tokyo Stock Exchange.</li> </ul>
9. Does the Company plan to	<ul style="list-style-type: none"> <li>• We will determine whether to acquire (call) the Series 1 Bond-Type Class</li> </ul>

Question	Answer
acquire (call) the Series 1 Bond-Type Class Shares in exchange for cash after five years from the issuance?	<p>Shares (if and when issued) in exchange for cash five years after the date of issuance or later, taking into consideration our business and finance, market conditions and other factors at that time.</p> <ul style="list-style-type: none"> <li>• We are well aware that, in accordance with the market practice in hybrid financing, many investors expect us to acquire (call) the shares from five years after the date of issuance and before the time when the dividend rate steps-up.</li> </ul>
10. While multiple series of the Bond-Type Class Shares are provided under the proposed Articles of Incorporation, what are the thoughts of the Company on the specific issuances?	<ul style="list-style-type: none"> <li>• The specific issuance including the timing of the issuance has not yet been determined at this time, including that of the Series 1. We propose to have the authorized share capital of up to sixth series for the flexible issuance according to the future needs for financing and capital increase and other factors.</li> <li>• In addition, since capital financing of equal or greater equity credit shall be required in principle if we acquire (calls) the Series 1 Bond-Type Class Shares in exchange for cash, another series of the Bond-Type Class Shares may be issued for such replacement.</li> </ul>
11. Is there any possibility that the Bond-Type Class Shares could be used as a takeover protection measure?	<ul style="list-style-type: none"> <li>• Bond-Type Class Shares do not have voting rights and are not convertible into common shares. Accordingly, they are not suitable for takeover protection measures and we do not expect to use them as such.</li> <li>• We do not expect to allot the Bond-Type Class Shares to common shareholders by gratis allotment or otherwise.</li> </ul>

\* Assuming that the relevant amounts of the Bond-Type Class Shares (i.e., the paid-in amount and preferred dividends) are deducted from the net assets and net income when calculating ROE and EPS for common shares.

#### Disclaimer

This document has been prepared solely for the benefit of the holders of common shares of DENTSU GROUP INC. in evaluating the proposal of the Company for a partial amendment to the Articles of Incorporation scheduled to be submitted to the Company's Ordinary General Meeting of Shareholders planned to be held on March 27, 2026 and not for the purpose of soliciting investment or engaging in any other similar activities in Japan or any foreign country.

This document does not constitute an offer of securities in the United States. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, and may not be offered or sold in the United States absent registration thereunder or an applicable exemption from registration requirements. In this case, no offering of securities will be made in the United States.

## **Proposal No. 2 Appointment of 11 Directors**

The terms of office of all 11 Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, based on the decision of the Nominating Committee, we request the appointment of 11 Directors.

If the candidates for Directors under this proposal are elected as originally proposed, the Board of Directors will consist of 11 members, including eight Outside Directors, two of whom are foreign Directors and other two are female Directors, thereby achieving a well-balanced Board of Directors in terms of the following three factors: 1. the diversity of the Board of Directors; 2. the execution of business and supervisory function; and 3. Internal Directors and Outside Directors. This will allow the Board of Directors to continue demonstrating a high level of independence and supervisory function.

In addition, we propose that two Executive Officers serving as Global Chief Corporate Affairs Officer and Global Chief Financial Officer be newly appointed concurrently as Directors, which adds one more Director doubling as Executive Officer for a total of three. Bringing three Internal Directors onto the Board of Directors, we will raise the quality of discussions and decision-making of the Board of Directors and strive to enhance shareholder value sustainably.

The Board of Directors is also structured appropriately to utilize the skills of each individual Director, so that there is no excess or deficit in any area. In the event that each candidate for Director is elected at this General Meeting of Shareholders as proposed, the list of their skills will be as follows.

No.	Name			Position to be assumed
		*Executive Director		
1	Gan Matsui	Outside Independent		Director Non-Executive Chairman of the Board
2	Takeshi Sano*		Nominating Committee	Director Representative Executive Officer, President & Global CEO, dentsu CEO, dentsu Japan
3	Yoshimasa Watahiki*			Director Representative Executive Officer, Executive Vice President, Global Chief Corporate Affairs Officer, dentsu COO, dentsu Japan
4	Shigeki Endo*			Director Executive Officer, Global CFO, dentsu
5	Paul Candland	Outside Independent	Compensation Committee (Chair)	Director
6	Andrew House	Outside Independent	Compensation Committee	Director
7	Keiichi Sagawa	Outside Independent	Audit Committee	Director
8	Yuka Matsuda	Outside Independent	Audit Committee (Chair) Nominating Committee	Director
9	Yoshihiko Kawamura	Outside Independent	Audit Committee Compensation Committee	Director
10	Norimitsu Takashima	Outside Independent	Nominating Committee (Chair) Audit Committee	Director
11	Naoko Ichikawa	Outside Independent	Nominating Committee	Director

No.	Name *Executive Director	Skills							
		Business Management	Finance /Accounting	Audit	Legal /Compliance /Risk Management	Human Resources /Labor /Personnel and Organizational Development	Global Management	Digital Business	Sustainability
1	Gan Matsui			○	○	○			
2	Takeshi Sano*	○				○	○	○	○
3	Yoshimasa Watahiki*	○			○	○		○	
4	Shigeki Endo*	○	○	○			○		
5	Paul Candland	○				○	○	○	
6	Andrew House	○					○	○	
7	Keiichi Sagawa	○	○	○	○		○	○	
8	Yuka Matsuda		○	○	○				
9	Yoshihiko Kawamura	○	○	○	○		○		
10	Norimitsu Takashima			○	○	○			
11	Naoko Ichikawa	○					○	○	○



\*Our company aims to increase the ratio of female Directors to at least 30% by 2030.

[Reasons for Selection as a Skill Set that will Contribute to the Management Structure and Enhancing Shareholder Value]

Business Management	Directors with experience and achievements in business management are necessary to exercise appropriate “business judgment” amid dramatic changes in the Group’s environment, including the rapid advance of globalization and digitalization, and further the sustainable growth of the Group’s corporate value.
Finance/Accounting	Directors with strong knowledge and experience in the finance and accounting fields are necessary not only to ensure accurate financial reporting but also to build a solid financial base, and to realize capital policy to promote growth investment to sustainably enhance corporate value and achieve stronger shareholder returns.
Audit	Directors with strong knowledge and experience in the audit field are necessary to ensure sound and sustainable growth, and to achieve highly transparent financial reporting and establish governance systems to fulfill social trust.
Legal/Compliance/Risk Management	Risk management based on laws and compliance is the foundation for the Group’s continued growth. Directors with strong knowledge and experience in the legal and compliance fields are necessary to strengthen the supervisory function of the Board of Directors.
Human Resources/Labor/Personnel and Organizational Development	The Group’s greatest resource is people. Directors with strong knowledge and experience in the human resources, labor and personnel development fields are necessary to enable the Group’s 68,000 employees to make maximum use of their abilities to contribute to the Company’s development.
Global Management	For the Group, with business operations spread over approximately 120 countries, Directors are necessary who have actual business experience overseas and abundant knowledge and experience in domains such as overseas lifestyles, cultures and business environments.
Digital Business	Radical business transformation centered on digital technology is vital for the Group’s business growth. Directors with strong knowledge and experience in the digital business domain are necessary.
Sustainability	Directors are necessary who have knowledge and experience in the sustainability field so that the Group can generate ideas for the future to solve difficult social issues, fulfilling its responsibility to realize a vigorous and sustainable society full of the joy of human life.

The terms of office for Directors appointed at this General Meeting of Shareholders shall be until the end of the Ordinary General Meeting of Shareholders to be held in March 2027.

The candidates for Directors are as follows.



Candidate  
Number  
**1**

**Gan Matsui**

Candidate for independent Outside Director

Re-appointment

Date of birth: December 13, 1953, 72 years old

Responsibilities: Chairman of the Board of Directors

Board of Directors meetings attended

100% (15/15)

No. of Dentsu Shares Held

0 shares (actually held)

Serving six years as Outside Director as of the closing of this General Meeting of Shareholders

Bio, Position and Responsibilities

April 1980	Graduated from the Legal Training and Research Institute of Japan, the Supreme Court	June 2017	Outside Corporate Auditor, Orient Corporation
October 2007	Prosecutor, the Otsu District Public Prosecutors Office	June 2018	Outside Director, member of the audit and supervisory committee, Globberide, Inc. (current)
July 2009	Deputy Prosecutor, the Nagoya High Public Prosecutors Office		Outside Corporate Auditor, Totetsu Kogyo Co., Ltd. (current)
October 2010	Deputy Prosecutor, the Osaka High Public Prosecutors Office		Outside Corporate Auditor, Nagase & Co., Ltd. (current)
June 2012	Director-General of Criminal Affairs Department of Supreme Public Prosecutors Office	March 2020	Outside Director who is not a member of the Audit and Supervisory Committee, Dentsu Group Inc.
January 2014	Chief Prosecutor, the Yokohama District Public Prosecutors Office	March 2022	Outside Director (member of the Audit and Supervisory Committee), Dentsu Group Inc.
January 2015	Superintending Prosecutor, the Fukuoka High Public Prosecutors Office	June 2022	Outside Director (Audit and Supervisory Committee Member), Orient Corporation (current)
September 2016	Retired public prosecutor		Outside Director, Dentsu Group Inc. (current)
November 2016	Registered as an attorney at law (Tokyo Bar Association) Yaesu Sogo Law Office (currently SHIN MARUNOUCHI LAW FIRM) (current)	March 2023	
February 2017	Chairman of the Independent Advisory Committee on Labor Environment Reform, Dentsu Inc.		

Reason for candidacy as an Outside Director and expected roles

Mr. Gan Matsui has many years of experience as a prosecutor and has directed the investigation and trial of many serious cases, mainly in the field of economic and tax. Based on this experience and knowledge, he has chaired so-called third-party investigation committees on compliance and crisis management for several firms and governmental bodies. He also assumes the office of Outside Directors or corporate auditors for some companies. Being the chairman of the Independent Advisory Committee on Labor Environment Reform at Dentsu Inc. since February 2017, and Outside Director of the Company since March 2020, he has made significant contributions, especially in strengthening compliance and governance of the Company. Although he has not been engaged in corporate management other than serving as an Outside Director or an Outside Auditor, from these achievements, the Company expects him to continue to utilize his experience etc., in strengthening the supervisory function of the Board of Directors as our Outside Director. If he is appointed as a Director, he will be selected as the Chairman of the Board of Directors.

Situation of important concurrent posts

- Attorney, Yaesu Sogo Law Office (currently SHIN MARUNOUCHI LAW FIRM)
- Outside Director (Audit and Supervisory Committee Member), Orient Corporation
- Outside Corporate Auditor, Nagase & Co., Ltd. ● Outside Corporate Auditor, Totetsu Kogyo Co., Ltd.
- Outside Director who is a member of the audit and supervisory committee, Globberide, Inc.

#### To our shareholders

The Dentsu Group faces an extremely harsh business condition due to industry restructuring and intensifying competition with entrance of players from different industries, and we regret the substantial concern the situation causes to our shareholders. I hope to help promote the strong Japan business further and achieve greater competitiveness through business structural reforms to get our business on a growth track. To increase corporate value, I also intend to strictly monitor activities by our new executive team, thereby striving to achieve enhanced corporate value to live up to your expectations.



Candidate  
Number

## 2 Takeshi Sano

Candidate for Director

New appointment

Date of birth: March 3, 1970, 56 years old

Responsibilities: Executive Officer, CEO, dentsu Japan & Deputy Global Chief Operating Officer

No. of Dentsu Shares Held

13,721 shares (actually held); maximum 32,281 shares (under performance-based stock compensation)

Bio, Position and Responsibilities

April 1992	Joined Dentsu Inc.	January 2023	Member of the Group Executive Management team, CEO, Business Transformation, dentsu, Dentsu Group Inc.
January 2017	Managing Director, Account Management Division, Dentsu Inc.		Managing Executive Officer, Dentsu Inc.
January 2021	Executive Officer, Dentsu Inc.		
March 2021	Executive Officer, Managing Director, Business Transformation Division, Dentsu Inc.	January 2024	CEO, dentsu Japan, Dentsu Group Inc.
January 2022	Executive Officer, Dentsu Japan Network, Dentsu Group Inc.		Representative Director, President and CEO, Dentsu Inc. (scheduled to resign on March 31, 2026 and remain in office as Director)
March 2022	Director, Information Services International-Dentsu, Ltd. (currently DENTSU SOKEN INC.)	January 2025	CEO, dentsu Japan & Deputy Global Chief Operating Officer, Dentsu Group Inc.
		March 2025	Executive Officer, CEO, dentsu Japan & Deputy Global Chief Operating Officer, Dentsu Group Inc. (current)

### Reason for candidacy as a Director

Mr. Takeshi Sano has operational experience in account management and assumed the office of Executive Officer of Dentsu Japan Network of Dentsu Group Inc. in January 2022. He has strongly driven the growth and transformation of the Group's businesses, from his standpoint as domestic operation top management. Serving also as CEO of business transformation (BX) of the entire global operation, he leads growth in BX and overseas development, and has contributed to strengthening of competitiveness of the Dentsu Group. Being Executive Officer and Deputy Global Chief Operating Officer of Dentsu Group Inc. since March 2025, he has contributed to accelerating business transformation on a global scale and sophisticating management further, while responding to the increasingly complex market conditions, and engaged in maximizing corporate value. From these achievements, the Company expects him to utilize his experience and leadership in bringing the Group together to strengthen competitiveness and enhance corporate value as our Director. If he is appointed as a Director, he will be selected as a member of the Nominating Committee.

### Situation of important concurrent posts

- Representative Director, President and CEO, Dentsu Inc. (scheduled to resign on March 31, 2026 and remain in office as Director)
- Director, TOKYO BROADCASTING SYSTEM TELEVISION, INC.

### To our shareholders

The rapid advance of AI and other technologies is fundamentally changing business models and making the competitive environment complex. Amid this situation, the Dentsu Group is committed to earning further trust of shareholders and all other stakeholders as a top priority. What I'd like to emphasize is the speed of our transformation. We will accelerate the initiatives currently underway, thoroughly reevaluate underperforming businesses, and rebuild our management foundation to restore profitability at the earliest possible time. We will also establish a unique competitive advantage through strengthening our talent, data and technologies, and make every effort to return to growth.



Candidate  
Number

3

## Yoshimasa Watahiki

Candidate for Director

New appointment

Date of birth: November 15, 1967, 58 years old

Responsibilities: COO, dentsu Japan

No. of Dentsu Shares Held

19,211 shares (actually held); maximum 13,964 shares (under performance-based stock compensation)

Bio, Position and Responsibilities

April 1990	Joined Dentsu Inc.	January 2022	Director (Part-time), DENTSU CORPORATE ONE INC. (scheduled to resign on March 23, 2026)
February 2017	Managing Director, Business Strategy Division, Dentsu Inc.	March 2022	Director (Part-time), Dentsu Inc. (current)
January 2020	Executive Officer, Dentsu Japan Network, Dentsu Group Inc.	January 2023	Director (Part-time), Dentsu Digital Inc. (scheduled to resign on March 26, 2026)
November 2020	Director (Part-time), Dentsu Sports International Inc.		COO, dentsu Japan, Dentsu Group Inc. (current)
January 2021	Director (Part-time), DENTSU PROMOTION PLUS INC. (currently Dentsu Promotion Inc.) (scheduled to resign on March 23, 2026)		
	Director (Part-time), DENTSU LIVE INC. (scheduled to resign on March 24, 2026)		

### Reason for candidacy as a Director

Mr. Yoshimasa Watahiki has operational experience in the media and business planning sectors and assumed the office of Executive Officer of Dentsu Japan Network of Dentsu Group Inc. in January 2020. Through promoting the Japan business operation, he contributes to strengthening competitiveness of the Group and expanding the digital sector. He has also served as Director of several subsidiaries and associates in Japan, demonstrating his outstanding abilities in the field of management control, and being COO of dentsu Japan since January 2023, he works to enhance corporate value. From these achievements, the Company expects him to utilize his experience, etc., in group management and strengthening of governance as our Director.

### Situation of important concurrent posts

- Director (Part-time), Dentsu Inc.

### To our shareholders

We recognize that the Dentsu Group is operating in an unprecedentedly severe environment. Moreover, the business the Group develops is about to undergo significant changes with the emergence of AI. We will review our entire business and management foundation, withdraw from underperforming businesses, advance concentrated investment in growing fields and achieve a turnaround, aiming to restore the trust of our shareholders.



Candidate Number

# 4 Shigeki Endo

Candidate for Director

New appointment

Date of birth: September 16, 1972, 53 years old

Responsibilities: Executive Officer, Global Chief Financial Officer

No. of Dentsu Shares Held

100 shares (actually held); maximum 12,828 shares (under performance-based stock compensation)

Bio, Position and Responsibilities

April 1994	Joined ITOCHU Corporation	August 2015	CFO, BAT Sri Lanka
January 2000	Joined General Electric Company	October 2015	CFO and Acting CEO, BAT Sri Lanka
February 2003	CFO, GE Specialty Materials Japan (GESMJ)	September 2016	NGP Global Head of Corporate Finance and CFO, BAT UK
June 2005	CFO, GE Capital Asia Pacific and Corporate Auditor, GESMJ	October 2018	MD Commercial Director, Accenture Japan Ltd
April 2009	GESC MF CFO, GE Capital Japan	March 2020	Executive Officer, General Manager of Finance Division and CFO, Accenture Japan Ltd
June 2011	Commercial Finance Controller, British American Tobacco Japan, Ltd. (BAT Japan)	July 2024	Global CFO Designate, Dentsu Group Inc.
June 2013	CFO, BAT Cambodia	February 2025	Global Chief Financial Officer, Dentsu Group Inc.
September 2014	CFO and Acting CEO, BAT Cambodia	March 2025	Executive Officer, Global Chief Financial Officer, Dentsu Group Inc. (current)

### Reason for candidacy as a Director

Mr. Shigeki Endo started his career at a general trading company and has many years of experience in positions leading finance and accounting sectors at several major global companies. He has a high level of expertise and extensive insight in global business management. Being Executive Officer and Global Chief Financial Officer of Dentsu Group Inc. since March 2025, he strives to enhance the Company's corporate value through the improvement of the financial base and the sustainable enhancement of shareholder value. From these achievements, the Company expects him to utilize his high level of expertise and experience, etc., in the Company's management control in the global environment and strengthening of governance as our Director.

### To our shareholders

In order to hand dentsu, a company with over 120 years of history, on to the next generation and develop it in a sustainable manner, I am committed to making decisions and achieving business growth together with our versatile talent. To that end, as Director, Executive Officer and Global Chief Financial Officer, I will promote business and management reforms from a financial perspective, and accelerate the evolution to a unique company boasting many points of contact with society and a broad customer base. We are currently rebuilding the business foundation of the International business and reevaluating underperforming businesses. Through such efforts, we will rebuild the International business, strengthen the Group's financial base and achieve sustainable cash generation. I will do my utmost to earn the trust of all shareholders, as well as other stakeholders including financial institutions and corporate bond investors, and to enhance corporate value.



Candidate number

# 5 Paul Candland

Candidate for independent Outside Director

Re-appointment

Date of birth: December 4, 1958, 67 years old

Responsibilities: Member of the Nominating Committee, Member of the Compensation Committee

Board of Directors meetings attended

100% (15/15)

No. of Dentsu Shares Held

0 shares (actually held)

Serving four years as Outside Director as of the closing of this General Meeting of Shareholders

Bio, Position and Responsibilities

June 1985	Joined Owens Corning Corporation	July 2014	President of The Walt Disney Company, Asia
April 1987	Joined PepsiCo, Inc.		
November 1994	President, Okinawa pepsi-Cola, Inc.	September 2018	Managing Director, PMC Partners Co., Ltd. (current)
April 1998	Representative, Japan Branch, PepsiCo International Ltd.	June 2019	Outside Director, YAMAHA CORPORATION (current)
November 1998	Representative Director and General Manager, The Disney Store Japan, Inc.	September 2019	CEO, Age of Learning, Inc.
		March 2022	Outside Director (member of the Audit and Supervisory Committee), Dentsu Group Inc.
April 2002	Managing Director, Walt Disney Television International Japan of The Walt Disney Company (Japan) Ltd.	March 2023	Outside Director, Dentsu Group Inc. (current)
June 2007	Representative Director, President, The Walt Disney Company (Japan) Ltd.		

Reason for candidacy as an Outside Director and expected roles

Mr. Paul Candland has been involved in the management of the Asian and Japanese subsidiaries of a global entertainment company for many years, and has abundant experience as a global manager and achievements and extensive insight in the digital business field and business development. Since March 2022, he has actively provided advice and suggestions from the perspective of global management as an Outside Director of the Company, especially regarding issues such as business operations based on global economic trends and strengthening competitiveness, and has brought a variety of perspectives to the Company. From these achievements, the Company expects him to continue to utilize his experience etc., in areas such as enhancing the governance of the Company's global management as our Outside Director. If he is appointed as a Director, the Company plans to appoint him to chair the Compensation Committee, to contribute to strengthening the transparency and objectivity of the process for determining compensation for Directors and Executive Officers.

Situation of important concurrent posts

- Outside Director, YAMAHA CORPORATION
- Managing Director, PMC Partners Co., Ltd.

### To our shareholders

2025 was a difficult year for the Company, as evolving technologies and consolidation continued to reshape the industry. Facing challenging growth in its international businesses, dentsu undertook significant restructuring to enable a return to profitable growth. Changes in leadership, supported by focused strategies and partnerships, will position the Company well in a very competitive and challenging environment.



Candidate Number

6

Andrew House

Candidate for independent Outside Director

Re-appointment

Date of birth: January 23, 1965, 61 years old

Responsibilities: Chair of the Compensation Committee

Board of Directors meetings attended

100% (15/15)

No. of Dentsu Shares Held

0 shares (actually held)

Serving four years as Outside Director as of the closing of this General Meeting of Shareholders

Bio, Position and Responsibilities

October 1990	Joined Sony Corporation	October 2018	Executive mentor, The Exco Group (current)
October 2005	Group executive and chief marketing officer, Sony Corporation	June 2019	Outside director, Nissan Motor Co., Ltd. (current)
September 2011	Group executive, president and Global CEO, Sony Computer Entertainment (currently Sony Interactive Entertainment)	May 2021	Non-Executive Director, Nordic Entertainment Group AB (currently Viaplay Group AB)
April 2016	EVP, President and global CEO, Sony Interactive Entertainment	March 2022	Outside Director (member of the Audit and Supervisory Committee), Dentsu Group Inc.
October 2017	EVP and Chairman, Sony Interactive Entertainment	March 2023	Outside Director, Dentsu Group Inc. (current)
April 2018	Strategic advisor, Intelity (current)		

Reason for candidacy as an Outside Director and expected roles

Mr. Andrew House possesses international management experience. He has abundant experience and achievement as a manager and extensive insight, including promotion of business transformation and strengthening of corporate governance, gained in key roles at global corporations. Since March 2022, he has leveraged this experience to actively provide useful advice and suggestions from a variety of perspectives based on examples for global management as an Outside Director of the Company, especially regarding issues such as Group governance and business operations, and has made a great contribution. From these achievements, the Company expects him to continue to utilize his experience etc., in areas such as enhancing the governance of Group management and strengthening competitiveness in the global environment as our Outside Director. If he is appointed as a Director, the Company plans to appoint him as a member of the Compensation Committee, to contribute to strengthening the transparency and objectivity of the process for determining compensation for Directors and Executive Officers.

Situation of important concurrent posts

- Outside Director, Nissan Motor Co., Ltd.

To our shareholders

The company has encountered severe headwinds in its international operations at a time of dramatic change in the industry. The board has supported changes in executive management and this year will look to guide the executive team as they take the critical decisions necessary to restore Dentsu's performance. As a board member I will continue urge that management acts with prudence, boldness and speed to successfully face the new environment.



Candidate number

7

Keiichi Sagawa

Candidate for independent Outside Director

Re-appointment

Date of birth: March 7, 1966, 60 years old

Responsibilities: Chair of the Nominating Committee, Member of the Audit Committee, Chair of the Finance Committee

Board of Directors meetings attended

100% (15/15)

No. of Dentsu Shares Held

0 shares (actually held)

Serving four years as Outside Director as of the closing of this General Meeting of Shareholders

Bio, Position and Responsibilities

April 1988	Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)	May 2017	Board Director and Senior Managing Corporate Executive Officer in charge of Finance (CFO) and Administration (CRO)
April 2006	Corporate Executive officer in charge of Corporate Strategy Office		
June 2011	Board Director and Corporate Executive Officer in charge of Accounting, Finance, Legal Affairs, General Affairs, Investment Management, Corporate Communication and Compliance	April 2019	Board Director and Senior Managing Corporate Executive Officer in charge of Finance (CFO)
		June 2020	Advisor
		June 2021	Retired as Advisor
April 2013	Board Director and Managing Corporate Executive Officer in charge of Administration	January 2022	Outside director, GIMIC CO., LTD. (current)
April 2016	Board Director and Senior Managing Corporate Executive Officer in charge of Finance	March 2022	Outside Director (member of the Audit and Supervisory Committee), Dentsu Group Inc.
April 2017	Board Director and Senior Managing Corporate Executive Officer in charge of Finance and Administration	March 2023	Outside Director, Dentsu Group Inc. (current)

Reason for candidacy as an Outside Director and expected roles

Mr. Keiichi Sagawa possesses outstanding operational experience in leading business transformation and expansion of global business and digital business in the finance and administration departments of a holding company. He has also been engaged in corporate management for many years as a director and achieved enhancement of corporate value and has a high degree of expertise and a wealth of experience as a corporate manager. Since March 2022, he has actively provided accurate advice and suggestions as an Outside Director of the Company, especially regarding issues such as promoting business transformation, strengthening competitiveness globally, and improving management governance. From these achievements, the Company expects him to continue to contribute greatly to improving the management governance, strengthening competitiveness, and ensuring the soundness of the Company, which aims to promote business transformation and achieve growth as a global company, as an Outside Director. If he is appointed as a Director, the Company plans to appoint him as a member of the Audit Committee, to contribute to strengthening the auditing function.

#### To our shareholders

The environment surrounding the Company is undergoing transformations, including industry restructuring and wider adoption of AI, and the competition is intensifying further. The Dentsu Group must advance selection and concentration more than ever before to rebuild its competitive advantage. As a Director, I will strongly promote this reform and contribute to the enhancement of corporate value.



Candidate number

# 8 Yuka Matsuda

Candidate for independent Outside Director

Re-appointment

Date of birth: September 19, 1960, 65 years old

Responsibilities: Chair of the Audit Committee, Member of the Finance Committee

Board of Directors meetings attended

100% (15/15)

No. of Dentsu Shares Held

199 shares (actually held)

Serving three years as Outside Director as of the closing of this General Meeting of Shareholders

Bio, Position and Responsibilities

April 1985	Joined Citibank. N.A., Tokyo Branch	July 2021	Outside Corporate Auditor, DKK Co., Ltd.
October 1991	Joined Chuo Shinko Audit Corporation	June 2022	Outside Corporate Auditor, Mitsubishi Steel Mfg. Co., Ltd. (current)
October 1992	Joined Coopers & Lybrand International Taxation Office	July 2022	Supervisory Officer, Nochu JAML REIT Investment Corporation (current)
April 1995	Registered as a CPA	March 2023	Outside Director, Dentsu Group Inc. (current)
April 1999	Registered as a tax accountant		
July 2014	Director, PwC Tax Japan		
June 2021	Representative, Matsuda Yuka CPA and Tax Accounting Office (current)		

Reason for candidacy as an Outside Director and expected roles

Ms. Yuka Matsuda has specialized knowledge and abundant operational experience in the fields of finance, accounting, taxation and auditing as a CPA and tax accountant. She also has experience in management as Director of a tax accounting firm, and experience in auditing management as outside auditor of several companies. Since March 2023, she has actively provided useful suggestions and advice as an Outside Director of the Company from her expert insight and abundant practical experience, especially regarding issues such as improving the Company's financial governance, promoting internal controls, and strengthening the supervisory function. Although she has not been engaged in corporate management other than serving as an Outside Director or an Outside Auditor, from these achievements, the Company expects her to continue to contribute to enhancing and ensuring the soundness of financial governance of the Company, which aims to promote business transformation and achieve global growth, as an Outside Director. If she is appointed as a Director, the Company plans to appoint her as a member of the Nominating Committee and to chair the Audit Committee, to contribute to strengthening the transparency and objectivity of the process for nominating candidates for Directors and strengthening the auditing function.

Situation of important concurrent posts

- Representative, Matsuda Yuka CPA and Tax Accounting Office
- Outside Corporate Auditor, Mitsubishi Steel Mfg. Co., Ltd.

### To our shareholders

The Dentsu Group is facing a challenging period amid significant changes in the business environment. We will go all out to strengthen governance, which has been an issue in the past fiscal years. From the perspective of maximizing shareholder return and living up to society's various expectations placed on us as an industry leader, I will do my utmost to help achieve appropriate allocation of management resources to recover our business performance together with the management team.



Candidate number

# 9 Yoshihiko Kawamura

Candidate for independent Outside Director

Re-appointment

Date of birth: August 20, 1956, 69 years old

Responsibilities: Member of the Audit Committee, Member of the Finance Committee

Board of Directors meetings attended

100% (11/11)

No. of Dentsu Shares Held

284 shares (actually held)

Serving one year as Outside Director as of the closing of this General Meeting of Shareholders

Bio, Position and Responsibilities

April 1979	Joined Mitsubishi Corporation	April 2020	Representative Executive Officer, Senior Vice President and Executive Officer, CFO, and General Manager of Finance Group, Hitachi, Ltd.
March 2000	Joined Mitsubishi International Corporation		
April 2010	Senior Vice President and Division COO, IT Service Div., Mitsubishi Corporation	June 2021	Board Director (Audit and Supervisory Committee Member), Hitachi Astemo, Ltd. (currently Astemo, Ltd.)
April 2012	Senior Vice President, Senior Assistant to Group CEO (in charge of management plans), Business Service Group, Mitsubishi Corporation	April 2022	Representative Executive Officer, Executive Vice President and Executive Officer, CFO, CRMO, General Manager of Finance Group, and General Manager of Investment Management Division, Hitachi, Ltd.
April 2015	Board Member, Executive Officer and Executive Strategist, Information & Telecommunication Systems Group, Hitachi, Ltd.	April 2024	Associate (Executive Advisor to the President), Hitachi, Ltd.
April 2016	Board Member, Deputy General Manager of IoT Business Promotion Division, and General Manager of Incubation Division, Hitachi, Ltd.	June 2024	Outside Director, circlace Inc (current)
April 2017	Vice President and Executive Officer, General Manager of Investment Strategy Division, and General Manager of Future Investment Division, Hitachi, Ltd.	March 2025	Outside Director, Dentsu Group Inc. (current)
April 2018	Senior Vice President and Executive Officer, CSO, General Manager of Investment Strategy Division, and General Manager of Future Investment Division, Hitachi, Ltd.	June 2025	Independent Director, KONICA MINOLTA, INC. (current) Executive Vice President and Executive Officer, Kioxia Holdings Corporation (current) Executive Vice President and Executive Officer, Kioxia Corporation (current)

Reason for candidacy as an Outside Director and expected roles

Mr. Yoshihiko Kawamura has led finance and strategy divisions at several business enterprises and has achievements in promoting large-scale corporate digital transformations. In addition to this expertise, he has extensive global business experience spanning a number of different regions and has contributed for many years to the globalization of Japanese companies as a manager. From these achievements, as an outside director, the Company expects him to continue to make substantial contributions to strengthening the Company's competitiveness and enhancing its financial governance, as it strives to promote business transformation on a global scale and achieve sustainable growth. If he is appointed as a Director, the Company plans to appoint him as a member of the Compensation Committee and the Audit Committee to contribute to strengthening the transparency and objectivity of the process for determining compensation for Directors and Executive Officers, and strengthening the auditing function.

Situation of important concurrent posts

- Outside Director, circlace Inc
- Independent Director, KONICA MINOLTA, INC.
- Executive Vice President and Executive Officer, Kioxia Holdings Corporation
- Executive Vice President and Executive Officer, Kioxia Corporation

## To our shareholders

Technological revolutions as represented by AI and DX, rising geopolitical risks originating in Europe and the Middle East, and the backlash to globalization have drastically changed the conventional business models. What determines the future of companies is the ability to adapt to such trends. Amid a rapidly changing society and economic climate, the Company must also revolutionize its whole management in a comprehensive manner. I will exert myself to accelerate this reform and help achieve a successful landing, based on our peerless business infrastructures and outstanding human resources accumulated to date.



Candidate number

Candidate for independent Outside Director

# 10 Norimitsu Takashima Re-appointment

Date of birth: October 6, 1961, 64 years old

Responsibilities: Member of the Nominating Committee, Member of the Audit Committee

Board of Directors meetings attended

100% (11/11)

No. of Dentsu Shares Held

284 shares (actually held)

Serving one year as Outside Director as of the closing of this General Meeting of Shareholders

Bio, Position and Responsibilities

April 1989	Public Prosecutor, Tokyo District Public Prosecutors Office	July 2018	Public Prosecutor, Supreme Public Prosecutors Office
June 1998	Deputy Director, Planning Division, Financial System Planning Bureau, Ministry of Finance	September 2018	Director-General, Human Rights Bureau, Ministry of Justice
March 2003	Professor, Legal Training and Research Institute, Supreme Court	April 2019	Deputy Director-General, Immigration Services Agency
July 2009	Public Prosecutor, Tokyo District Public Prosecutors Office (Deputy Director, Trial Division)	December 2020	Deputy Vice-Minister of Justice
January 2014	Public Prosecutor, Tokyo District Public Prosecutors Office (Director, Trial Division)	September 2021	Vice-Minister of Justice
April 2015	Deputy Director-General, Minister's Secretariat, Ministry of Justice	January 2023	Superintending Prosecutor, Nagoya High Public Prosecutors Office
July 2017	Chief Prosecutor, Matsuyama District Public Prosecutors Office	October 2024	Registered as an attorney at law (Dai-Ichi Tokyo Bar Association) T&K Partners (current)
		March 2025	Outside Director, Dentsu Group Inc. (current)
		June 2025	Outside Director, Sumitomo Mitsui Financial Group, Inc. (current)

Reason for candidacy as an Outside Director and expected roles

Mr. Norimitsu Takashima has many years of experience as a prosecutor. He has served in key positions, investigating and prosecuting corporate and other crimes, and has directed the investigation and trial of many major social incidents. He also has expert experience in legal administration and organizational management, including service as Deputy Vice-Minister of Justice, and then as Vice-Minister of Justice. Although he has not been engaged in corporate management, the Company expects him to continue to contribute to strengthening the supervisory function of the Company's Board of Directors based on his expertise in the legal field underpinned by these achievements, his advanced crisis management abilities, and his extensive personal networks in the legal world as our Outside Director. If he is appointed as a Director, the Company plans to appoint him to chair the Nominating Committee and as a member of the Audit Committee to contribute to strengthening the transparency and objectivity of the process for nominating candidates for Directors, and strengthening the auditing function.

Situation of important concurrent posts

- Attorney, T&K Partners
- Outside Director, Sumitomo Mitsui Financial Group, Inc.

### To our shareholders

The recent environment surrounding the Dentsu Group is challenging both internally and externally. By fully utilizing my experience and ability in factual insight as a legal professional, I will discern the essence of matters as an independent Outside Director, while maintaining solid communication with Executive Officers and other Group employees. With feasibility taken into account, I strive to offer accurate advice and judgement tailored to each specific situation, so that the Group can continue providing services needed by society over the long term.



Candidate number

# 11 Naoko Ichikawa

Candidate for independent Outside Director

Re-appointment

Date of birth: February 5, 1958, 68 years old

Board of Directors meetings attended  
100% (11/11)

No. of Dentsu Shares Held  
142 shares (actually held)

Serving one year as Outside Director as of the closing of this General Meeting of Shareholders

Bio, Position and Responsibilities

April 1981	Joined KORG INC.	July 2012	Managing Director, Innovation Network Corporation of Japan (INCJ) (currently Japan Investment Corporation (JIC))
September 1989	Booz, Allen & Hamilton (Japan), Inc. (currently PwC Consulting LLC)		
January 1999	GE Capital Edison Life Insurance Company (currently The Gibraltar Life Insurance Co., Ltd.)	July 2017	Executive Officer and Chief Marketing Officer, Mitsubishi Chemical Holdings Corporation (currently Mitsubishi Chemical Group Corporation)
December 2004	GE Capital Leasing Corporation (currently GE Japan Inc.)		
April 2009	Novartis Pharma K.K.	May 2021	Outside Director, TSI HOLDINGS CO., LTD. (current)
		April 2023	Outside Director, Rakuten Securities Holdings, Inc.
		March 2025	Outside Director, Dentsu Group Inc (current)

### Reason for candidacy as an Outside Director and expected roles

Ms. Naoko Ichikawa has supervised key divisions at a strategic consulting firm and several business enterprises, together with a high degree of expertise in wide-ranging fields such as business development, marketing, and business process improvement. Her long experience in global companies has also enabled her to promote numerous businesses in multinational and multicultural organizations. In recent years, she has served as an outside director at several companies, where she has supervised and advised management. From these achievements, the Company expects her to continue to make a substantial contribution to strengthening competitiveness and achieving growth in the global environment as an Outside Director. If she is appointed as a Director, the Company plans to appoint her as a member of the Nominating Committee to contribute to strengthening the transparency and objectivity of the process for nominating candidates for Directors.

### Situation of important concurrent posts

- Outside Director, TSI HOLDINGS CO., LTD.

### To our shareholders

With the advance of AI and other digital technologies, the industry structure is undergoing transformation, and the Dentsu Group is facing a tough challenge amid such a situation. While boldly implementing reforms and strengthening profitability, we are engaged in a growth strategy to support the sustainable development of client companies and society. Leveraging my experience in business reforms and marketing at global companies and a strategic consulting company, I will encourage the implementation of reforms and strategies with a sense of speed and ensure robust governance, while emphasizing communication with the members of the executive side as an Outside Director.

- (Note 1) Mr. Gan Matsui is an attorney at Yaesu Sogo Law Office (currently SHIN MARUNOUCHI LAW FIRM), and concurrently serves as Outside Director (Audit and Supervisory Committee Member) of Orient Corporation, Outside Corporate Auditor of Nagase & Co., Ltd., Outside Corporate Auditor of Totetsu Kogyo Co., Ltd. and Outside Director who is a member of the Audit and Supervisory Committee of Globberide, Inc. Orient Corporation has a business relationship with Dentsu Inc., a significant subsidiary of the Company, and Nagase & Co., Ltd. has a business relationship with Dentsu Inc., a significant subsidiary of the Company, but the amount of transactions during FY2025 was less than 1% of consolidated net revenue of the Company in both cases and there is no issue with his independence. Furthermore, there are no vested interests with other entities or office mentioned above for which he belongs or concurrently serves.
- (Note 2) Mr. Paul Candland concurrently serves as Outside Director of YAMAHA CORPORATION and Managing Director of PMC Partners Co., Ltd. YAMAHA CORPORATION has a business relationship with Dentsu Inc., a significant subsidiary of the Company, but the amount of transactions during FY2025 was less than 1% of consolidated net revenue of the Company and there is no issue with his independence. Furthermore, there are no vested interests with the other entity mentioned above for which he belongs or concurrently serves.
- (Note 3) Mr. Andrew House concurrently serves as Strategic Advisor of Intelty, Executive Mentor of The Exco Group, and Outside Director of Nissan Motor Co., Ltd. Nissan Motor Co., Ltd. has a business relationship with Dentsu Inc., a significant subsidiary of the Company, but the amount of transactions during FY2025 was less than 1% of the consolidated net revenue of the Company and there is no issue with his independence. Furthermore, there are no vested interests with other entities mentioned above for which he belongs or concurrently serves. He is scheduled to be appointed as External Director of Shiseido Company, Limited on March 25, 2026. This company has a business relationship with Dentsu Inc., a significant subsidiary of the Company, but the amount of the transactions during FY2025 was less than 1% of the consolidated net revenue of the Company, and there is no issue with his independence.
- (Note 4) Mr. Keiichi Sagawa concurrently serves as Outside Director of GIMIC CO., LTD. and this company has a business relationship with Dentsu Inc., a significant subsidiary of the Company, but the amount of the transactions during FY2025 was less than 1% of the consolidated net revenue of the Company, and there is no issue with his independence.
- (Note 5) Ms. Yuka Matsuda concurrently serves as Representative of the Matsuda Yuka CPA and Tax Accounting Office, as Outside Corporate Auditor of Mitsubishi Steel Mfg. Co., Ltd., and as Supervisory Officer of Nochu JAML REIT Investment Corporation. Mitsubishi Steel Mfg. Co., Ltd. has a business relationship with Dentsu Inc., a significant subsidiary of the Company, but the amount of transactions during FY2025 was less than 1% of consolidated net revenue of the Company and there is no issue with her independence. Furthermore, there are no vested interests with other entities or office mentioned above for which she belongs or concurrently serves. At DKK Co., Ltd., where she served as Outside Corporate Auditor until June 27, 2025, the internal control report for the fiscal year ended March 31, 2024, submitted on June 28, 2024, states that there were errors in some matters for disclosure and that there were inadequacies in the internal controls related to DKK Co., Ltd.'s financial reporting. She had endeavored to prevent the occurrence of such an incident by coordinating with the internal audit office and the accounting auditor to periodically check the status of response by the executive side, provide advice, and raise awareness. After this incident arose, she appropriately addressed the establishment of corrective policy, including measures to prevent recurrence, and fulfilled her duties as a corporate auditor. Moreover, on December 5, 2024, DKK Co., Ltd. received a warning from the Fair Trade Commission based on Article 7, Paragraph 3 of the Act against Delay in Payment of Subcontract Proceeds, etc. to Subcontractors, as it was found that it had acted in violation of the provisions of Article 4, Paragraph 2, item 3 of the Act (which prohibits unreasonable demands for economic gain). She had endeavored to prevent the occurrence of such an incident by providing a range of advice on legal compliance and raise awareness. After this incident arose, she worked to strengthen the systems of checks and monitoring at DKK Co., Ltd. to prevent recurrence, fulfilling her duties.
- (Note 6) Mr. Yoshihiko Kawamura concurrently serves as Outside Director of circlace Inc, Independent Director of KONICA MINOLTA, INC., Executive Vice President and Executive Officer of Kioxia Holdings Corporation, and Executive Vice President and Executive Officer of Kioxia Corporation. KONICA MINOLTA, INC. has a business relationship with Dentsu Inc., a significant subsidiary of the Company, and Kioxia Corporation has a business relationship with Dentsu Inc., a significant subsidiary of the Company, but the amount of the transactions during FY2025 was less than 1% of the consolidated net revenue of the Company in both cases and there is no issue with his independence. Furthermore, there are no vested interests with other entities mentioned above for which he concurrently serves.
- (Note 7) Mr. Norimitsu Takashima is an attorney of T&K Partners and concurrently serves as Outside Director of Sumitomo Mitsui Financial Group, Inc. Sumitomo Mitsui Financial Group, Inc. has a business relationship with Dentsu Inc., a significant subsidiary of the Company, but the amount of transactions during FY2025 was less than 1% of consolidated net revenue of the Company, and there is no issue with his independence. Furthermore, there are no vested interests with the office mentioned above for which he belongs.
- (Note 8) Ms. Naoko Ichikawa concurrently serves as Outside Director of TSI HOLDINGS CO., LTD., and there are no vested interests with this entity and the Company.
- (Note 9) There are no vested interests between the other candidates for Directors and the Company.
- (Note 10) Mr. Gan Matsui, Mr. Paul Candland, Mr. Andrew House, Mr. Keiichi Sagawa, Ms. Yuka Matsuda, Mr. Yoshihiko Kawamura, Mr. Norimitsu Takashima and Ms. Naoko Ichikawa are Outside Director candidates pursuant to Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. These eight candidates meet the standards for an independent officer as stipulated by the Tokyo Stock Exchange, Inc. as well as the "Independence Standards for Outside Directors at Dentsu Group Inc." (<https://www.group.dentsu.com/en/about-us/governance/isod.html>) as stipulated by the Company. If the appointment of these eight candidates is approved at this General Meeting of Shareholders, the Company will continue to register them as independent officers as stipulated by the Tokyo Stock Exchange.
- (Note 11) The explanation on the maximum amount under the performance-based stock compensation plan is as follows:  
Under our performance-based stock compensation plan (a medium- and long-term bonus (PSU) plan from FY2025), before FY2022, Executive Officers (including those who concurrently served as Directors), and in FY2023 and thereafter, Group Management Team Members (including Executive Officers who concurrently serve as Group Management Team Members), will be granted in each relevant fiscal year (1) the "Basic Units" calculated in accordance with the calculation formula prescribed in the Officers Stock Incentive Regulations as compensation for the performance of their duties, then (2) depending on performance of their duties, the Basic Units will be adjusted in accordance with the calculation formula prescribed in the Officers Stock Incentive Regulations after a lapse of three consecutive fiscal years (the "Business performance Assessment Period"), and (3) in accordance with the units adjusted and finalized through these procedures, they receive common stocks of the Company and an amount of money equivalent to the market value ("Common Stocks"). The above number of stocks of the Company means a calculated maximum amount which can be provided for each candidate as a reward for their performance in the relevant fiscal year under the performance-based stock compensation plan of the Company. Thus, the total actual number of Common Stocks of the Company provided for each candidate varies between 0 and the maximum amount according to the business results of the Company in the Business Performance Assessment Period. For the avoidance of doubt, the voting rights with the stocks provided for candidates are not exercised until such stocks are received by them.
- (Note 12) The Company has concluded a contract for limitation of liability with Mr. Gan Matsui, Mr. Paul Candland, Mr. Andrew House, Mr. Keiichi Sagawa, Ms. Yuka Matsuda, Mr. Yoshihiko Kawamura, Mr. Norimitsu Takashima and Ms. Naoko Ichikawa for a maximum liability amount of 10 million yen or the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. If their appointment as Directors is approved at this General Meeting of Shareholders, the Company intends to renew the above contract with them.
- (Note 13) The Company has entered into Directors and officers liability insurance (D&O insurance) agreement with an insurance company, which covers insured persons for legal damages and litigation costs to be borne by insured. Each candidate elected under this proposal will be insured under such insurance. Such insurance covers derivative suit, corporate suit (excluding the U.S.) and claims from third parties, but does not cover claims for damages arising from acts committed while aware of the violation of laws and regulations. The insurance premium for the candidates will be paid in full by the Company.
- (Note 14) The Company has entered into an indemnity agreement with Mr. Gan Matsui, Mr. Paul Candland, Mr. Andrew House, Mr. Keiichi Sagawa, Ms. Yuka Matsuda, Mr. Yoshihiko Kawamura, Mr. Norimitsu Takashima and Ms. Naoko Ichikawa, which provides that the Company will indemnify the expenses stipulated in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the losses stipulated in Paragraph 1, Item 2 of the same Article to the extent provided for by laws and regulations. If the election of each of the eight candidates above is approved at this General Meeting of Shareholders, the Company intends to continue these agreements with them. Moreover, if the appointment of Mr. Takeshi Sano, Mr. Yoshimasa Watahiki and Mr. Shigeki Endo as Directors is approved at this General Meeting of Shareholders, the Company intends to enter into similar indemnity agreements with them. In order to ensure that the indemnity agreement does not impair the appropriateness of the execution of duties by the officer, the Company will take measures such as excluding the officer from the indemnification in cases where the officer acts with malicious intent or is grossly negligent in performing his/her duties or where the Company pursues the officer's liability.

**Reference**

## **Response to the Antimonopoly Act Violation and Progress of Mindset and Behavior Reform**

### **Introduction**

On February 28, 2023, the Company had a criminal complaint filed against it by the Japan Fair Trade Commission and was indicted by the Tokyo District Public Prosecutors Office for an alleged violation of the Antimonopoly Act in connection with the Tokyo 2020 Olympic and Paralympic Games. The Company subsequently filed an appeal with the Tokyo High Court against the first trial judgment delivered on January 30, 2025, and filed an appeal with the Supreme Court against the Tokyo High Court's ruling on the appeal hearing on July 31, 2025, but then received a decision dismissing the Company's appeal on December 10, 2025.

We take a violation of laws and regulations concerning some of our operations for the Tokyo 2020 Olympic and Paralympic Games extremely seriously. Based on earnest reflection, we have implemented initiatives to prevent any recurrence. At the same time, the violation cited in the judgment also covers other operations, and differs substantially from our assertions. We therefore have reasserted the legitimacy of the Company's actions.

The Company takes this judicial decision very seriously and will continue to prioritize integrity across our entire group, refining its corporate culture to enable every employee to thrive under high ethical standards. We deeply regret the substantial trouble and concern this issue causes to our shareholders and other stakeholders.

### **Investigation of Causes and Efforts to Prevent Recurrence**

On February 14, 2023, the Company established a special committee composed of three independent Outside Directors. Under the Special Committee, an Investigation and Review Committee consisting of three outside experts was established on February 28, 2023. The Investigation and Review Committee has conducted an investigation into the current case in order to determine the causes and make recommendations for the future. At the meeting of the Company's Board of Directors held on June 9, 2023, the Company received the Investigation Report by the Investigation and Review Committee.

The Group regards the content and recommendations of the Investigation Report very seriously and is working to prevent the recurrence of any incident arising from issues of organizational culture, compliance, the fairness of business processes, or transparency.

### **Establishment of the dentsu Japan Reform Committee and Mindset and Behavior Reform**

The Group established the dentsu Japan Reform Committee on May 15, 2023. Representative Executive Officer, President & Global CEO was appointed to chair this committee and it also included three attorneys as outside members in the role of advisor to incorporate external perspectives. We have also been engaged in the Mindset and Behavior Reform across all of dentsu Japan, the Group's Japan Business with the aim of fulfilling its responsibility to all stakeholders by reforming its approach to work. We subsequently completed all 17 initiatives to prevent the recurrence led under the Reform Committee on December 18, 2024.

- I. Initiatives for establishment of an organizational culture that ensures proper corporate activities: 6
- II. Initiatives for strengthening of the risk management system and legal/compliance functions: 7
- III. Initiatives for introduction of business processes that ensure fair and transparent transactions: 4

### Transition to the dentsu Japan Mindset and Behavior Reform Project

Building upon the previous efforts, from January 2025, we are promoting the initiatives as the dentsu Japan Mindset and Behavior Reform Project, for the purpose of instilling an organizational culture that prioritizes integrity and ensuring a high level of compliance.

This project is positioned not only to prevent recurrence of cases similar to those in connection with the Tokyo 2020 Olympic and Paralympic Games, but also as a project undertaken by the entire dentsu Japan to solidify the foundation for sound corporate activities that will enable dentsu Japan to grow further. The progress of initiatives and issues is being confirmed ongoingly, utilizing an employee survey and the monitoring evaluation by outside advisors.

### Structure of the dentsu Japan Mindset and Behavior Reform Project (FY2025)

	Member	Responsibility
Leader	Yoshimasa Watahiki COO, dentsu Japan	Drafting the initiatives, Reporting the progress to the committee
Sub-leader	Yuko Yoshiba Chief Branding/Culture Officer, dentsu Japan	Drafting the initiatives, Reporting the progress to the committee, Operating the committee
Support	Tadashi Nagae Global Corporate Secretary & Deputy Global General Counsel, dentsu	Promotion Support
Member	Dentsu Corporate One Inc. Legal Office Compliance Office Branding Office Business/Management Planning Office	Promotion of initiatives, Collaboration with the front line
Outside Advisor	Toshihiko Itami, Attorney-at-Law	Monitoring Advisory
Outside Advisor	Genta Yoshino, Attorney-at-Law	Monitoring Advisory
Outside Advisor	Yasuo Daito, Attorney-at-Law	Monitoring Advisory

## **Initiatives of the dentsu Japan Mindset and Behavior Reform Project (FY2025)**

Leveraging the results of the initiatives completed by the end of FY2024, we are continuously implementing initiatives for Mindset and Behavior Reform in FY2025 across three themes: 1. Organizational Culture, 2. Systems, and 3. Legal Knowledge and Compliance Awareness.

### **1. Organizational Culture: Instilling an organizational culture that prioritizes integrity**

We continue to hold dialogue between management and employees, focusing on themes such as the importance of integrity in business operations. The content of the dialogue was shared with all dentsu Japan employees and utilized as initiatives to deepen their understanding. We also engaged in initiatives, such as the development and utilization of tools to foster employee understanding of integrity.

### **2. Systems: Affirmation and monitoring toward enhancing the effectiveness of internal control**

We worked to instill the systems established so far and operate them appropriately through continuing widespread communication and operational monitoring of the guidelines and the whistleblowing platform, etc.

### **3. Legal Knowledge and Compliance Awareness: Strengthening of the compliance framework and knowledge acquisition through trainings, and continuation of awareness-raising activities**

We strengthened the compliance framework in which the person responsible for compliance and compliance manager are appointed for each organizational section in dentsu Japan. In addition, we held workshops focusing on learning how to handle compliance issues, and expanded trainings on laws, regulations and precedents, targeting all employees of dentsu Japan. We also conduct an annual training where all employees, including those in countries other than Japan, review the content of the Dentsu Group Code of Conduct and agree to it.

## **Monitoring Evaluation by the Outside Advisors**

In the monitoring evaluation by the outside advisors, we received the following evaluations and proposals concerning the Mindset and Behavior Reform initiatives in FY2025.

- Appreciation for continuing initiatives to instill the understanding of integrity, and for advancing the project while revising the content as necessary based on constant monitoring of employee awareness levels
- Appreciation for advancing multitiered initiatives not limited to abstract concepts, such as roundtable discussions, dialogue sessions with stakeholders, and workshops
- Expectation that employees will share and discuss their questions in their daily work processes, to develop a workplace environment that enables better decision-making
- Need for shifting the perspective to recognize integrity as one of the foundational pillars of its corporate philosophy

Based on these evaluations and proposals, we will confirm the progress and issues on an ongoing basis, and make revisions as necessary, while continuing to engage in initiatives. We will provide regular reports on the specific initiatives implemented under the dentsu Japan Mindset and Behavior Reform Project and the progress of our efforts going forward.

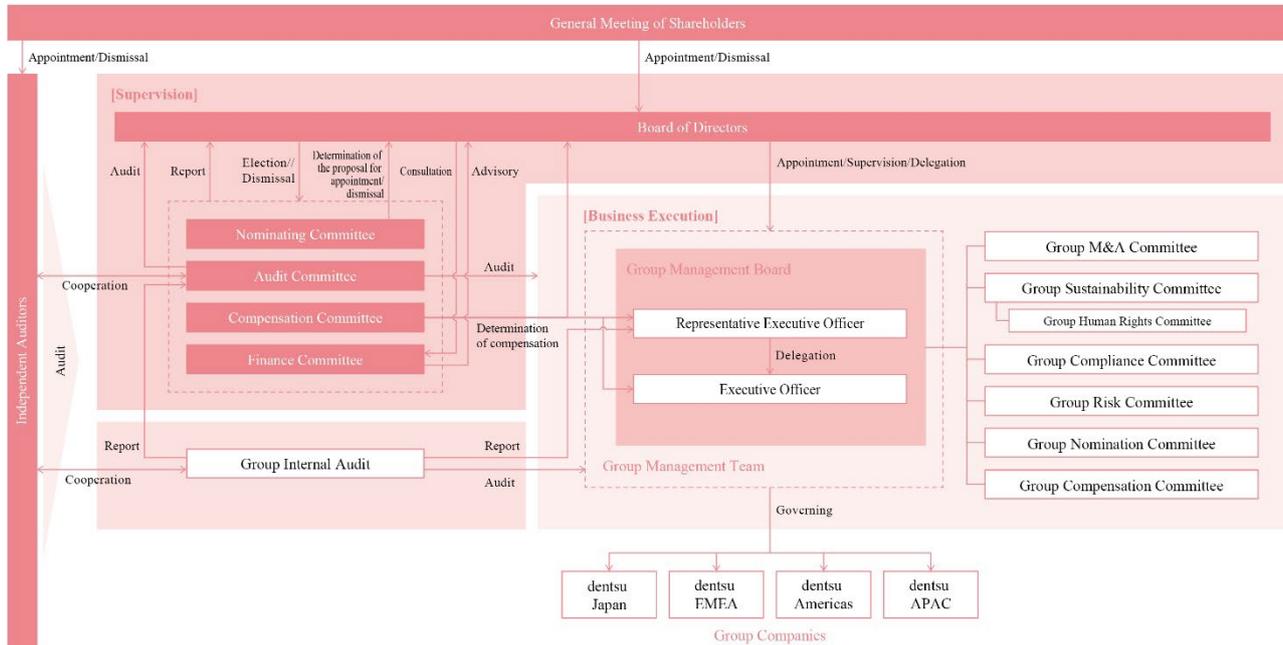
## Reference

### Corporate Governance Structure

The corporate governance structure as of January 1, 2026 is as follows.

Corporate governance structure

As of January 1, 2026



### Board of Directors (met 15 times in FY2025)

The Company is a company with a nominating committee, etc., and promotes swift and decisive management decisions by transferring authority regarding business execution from the Board of Directors to Executive Officers. This strengthens the supervisory function provided by the Board of Directors, which is composed of a majority of independent Outside Directors, and enhances the effectiveness of internal control.

Under the Chairman, an independent Outside Director, the Board of Directors is composed of eleven (11) Directors, including nine (9) independent Outside Directors, as of December 31, 2025. It is based on the consideration of a balance of factors such as experience, insight, and abilities, diversity in terms of gender, nationality, career, and age, and includes independent Outside Directors who have management experience at other companies.

In FY2025, the Board of Directors strived to continue to improve corporate governance by engaging in thorough and exhaustive discussion on the following key agenda, including debate at informal meetings.

#### <Key agenda in FY2025>

- The new Mid-Term Management Plan, structural reforms of the International business, business competitiveness, capital policy and shareholder return measures
- Internal control, risk management, and compliance
- Group global governance structure
- 2030 Value Creation Strategy
- Brand enhancement and communication

### Evaluating the Effectiveness of the Board of Directors

In order to continuously improve the effectiveness of the Board of Directors, we conduct an annual evaluation, based on an independent third-party analysis and assessment of the effectiveness and appropriateness of management oversight implemented by the Board of Directors. This year, we confirmed the status of improvement

of issues identified in the evaluation in FY2024 and new issues and directions to be taken in the future based on the results of the evaluation in FY2025, and we will implement specific measures to improve the effectiveness of the Board of Directors to further evolve our corporate governance.

## **I Methodology for Evaluating Effectiveness in FY2025**

With regard to the evaluation for FY2025, an independent third-party evaluation organization prepared the items for the questionnaire and distributed and collected surveys for all Directors and some Group Management Team Members, as was the case for FY2024. Further, the third-party organization conducted interviews with all the Directors and some Group Management Team Members based on the results of the questionnaire.

The results of the questionnaire and the interviews were summarized in a report after the evaluation and examination by the third-party organization, and the content was explained by the third-party organization and discussed at the meeting of the Board of Directors held in December 2025.

### **(1) Results of initiatives in FY2025 to improve the effectiveness of the Board of Directors**

- February 2025: Formulation of the Mid-Term Management Plan
- March 2025: Selection of an independent Outside Director as Chairman of the Board  
Selection of major agenda items for the Board in FY2025 based on challenges identified in FY2024 effectiveness review
- December 2025: Holding of the Outside Directors meeting

In addition to the abovementioned initiatives, we have provided several opportunities for preliminary briefings from the executive side to the Outside Directors and informal discussions among the Directors to deepen discussions by Directors and improve the effectiveness.

### **(2) Evaluation method for FY2025**

- (i) Questionnaire (for all Directors and some Group Management Team Members)  
An anonymity-secured survey was conducted prior to the interviews
- (ii) Interviews by Third Party Organization (for all Directors and some Group Management Team Members)  
Interviews were conducted to obtain candid opinions while ensuring anonymity
- (iii) Opinion exchange meeting (for all Directors)  
Discussions were held with the third-party organization at the Board of Directors meeting to exchange opinions on the issues identified from the surveys and interviews

### **(3) Main question topics in the FY2025 questionnaire and interviews**

\* Items on the questionnaire (10 items, 65 questions)

- (i) Overall evaluation (overall effectiveness, functions of monitoring model, the role of supervisory function, transparency, fairness, reasonableness of decision-making) (5 questions)
- (ii) Strategic alignment and engagement (management strategy, capital policy, review of business portfolio, measures for ESG, business risks, dialogue with shareholders, etc.) (9 questions)
- (iii) Composition and structure of the Board of Directors (total number of members, ratio of independence, skill set, etc.) (3 questions)
- (iv) Process and practice of the Board of Directors (board operations, institutional design, themes for deliberation, training, etc.) (6 questions)
- (v) Functions of management monitoring (monitoring of business activities, risk management, global governance structure) (6 questions)
- (vi) Culture and dynamics of the Board of Directors (3 questions)
- (vii) Nominating Committee (11 questions)
- (viii) Compensation Committee (11 questions)
- (ix) Audit Committee (12 questions)

- (x) Challenges identified in FY2024 effectiveness review (3 questions)

## **II Outline of Results of Analysis and Evaluation**

### **(1) Response to challenges identified in FY2024 and the progress**

Based on the evaluation in FY2025, we confirmed that our Board of Directors is generally operating appropriately and effectively. In particular, the following elements are deemed important in ensuring the effectiveness of our Board of Directors: (1) the Chairman of the Board, who was previously a person from the executive side, is now an Outside Director, who conducts the proceedings in a balanced manner from an independent and supervisory perspective; (2) the newly appointed Outside Directors are making contributions precisely and energetically from the very beginning of their tenure, and the new structure of the Board of Directors is taking hold smoothly; and (3) each Director retains their psychological and time commitment at a high level and maintains an attitude toward future-oriented discussions and a relationship of mutual trust, in spite of challenging issues they are facing.

The status of efforts to address issues (i) to (iii) below, which were identified in the analysis and evaluation for FY2024, and our recognition of this status, are as follows:

(i) Enrichment of Deliberation on Major Agenda Items Based on Medium- to Long-Term Strategy

In FY2025, we focused on discussions in themes of particularly high priority, such as specific business areas and the management control system of the Group, instead of an overall growth strategy.

(ii) Further Sophistication of Management Control System of Group

We saw some improvement with the establishment of a Regional Governance Committee, but there remain issues.

(iii) Realization of Effective CEO Succession Plan

The Nominating Committee is advancing discussions on succession planning. The Committee is also discussing the pool of potential candidates for the Group executives.

### **(2) Initiatives for Future Improvement**

To enhance the effectiveness of the Board of Directors further, we need to sort out the issues so far and set priorities from FY2026 onward. Upon narrowing down the items to be addressed on an ongoing basis, we conclude that particularly the following three points need to be tackled quickly.

(i) Enhancing the effectiveness of the Group management system and accelerating reform

- Quickly grasp changes in the business environment and strengthen KPI and PDCA cycle management.

(ii) Reaffirmation of the role of supervisory function and fostering of a common view

- Reconsider the role of supervisory function on business execution at the Company and make it a common view of the Board of Directors.

(iii) Realization of an effective CEO succession plan

- Clarify items expected of CEO successor candidates and establish a system in which the Board of Directors gives feedback.
- Monitor the development status of the pool of potential candidates (for peacetime and emergency) by the Nominating Committee.

By promoting the above efforts, we will continue to enhance the effectiveness of our Board of Directors and further strengthen our corporate governance.

## **Nominating Committee** (met 12 times in FY2025)

### <Composition>

Chaired by an independent Outside Director and composed of three (3) members, of whom two (2) are independent Outside Directors and one (1) is an Internal Director, for a total of four (4) members.

### <Results of activities>

The Committee deliberates on the nomination and succession planning of Directors and Executive Officers, and decides on matters related to Directors. Matters related to Executive Officers are deliberated and reported by the committee before being submitted to the Board of Directors for decision.

Main agenda deliberated during FY2025 were as follows.

- Role, operating policy, and main themes of the Nominating Committee
- Nomination and succession planning policies for Directors
- Nomination and succession planning policies for Executive Officers

### <Policies on nomination and succession planning>

#### (i) Nomination policy

- Appropriately nominate human resources who will contribute to medium- to long-term sustainable growth and enhance the corporate value of the Dentsu Group, taking account of the Group's management environment. Increase the fairness and transparency of the deliberation process leading to nomination and achieve higher-quality discussions
- Select from among the candidates with management knowledge, experience and ability, to compose a management team with a balance of diversity and expertise, that will strengthen the competitiveness of the Dentsu Group and swiftly embody innovation
- Nominate Directors and Executive Officers of the Company for FY2026

#### (ii) Succession planning policy

- Create a succession plan for Directors and Executive Officers of the Company
- Establish the requirements and priorities, taking account of the Group's management environment, for each relevant position (or group of positions), and consider successors based on these requirements and priorities
- Implement discussions regarding human resources (People Discussions) in the executive team at each division to visualize promising human resources, and consider personnel development plans. Hold discussions based on the information examined through these activities at meetings of the Nominating Committee.
- For some positions, promote searches for candidates outside the Group, in addition to selecting and developing internal candidates, to expand the pool of potential candidates.

## **Audit Committee** (met 14 times in FY2025)

### <Composition>

Chaired by an independent Outside Director and composed of four (4) other members, for a total of five (5) members, all of whom are independent Outside Directors. Four (4) of these independent Outside Directors possess substantial knowledge concerning finance and accounting.

### <Results of activities>

The Audit Committee audits the execution of duties by the Directors and Executive Officers based on the provisions of the Companies Act. It also plays a key role in the supervisory function performed by the Board of Directors. The committee's basic policy is to assist in fulfilling the Board's supervision of management by monitoring and

supervising financial reporting, internal controls, internal auditing, and accounting audits.

Key audit matters for the Audit Committee are as follows.

- A system for the executive side to appropriately supervise compliance, risk management, and fraud prevention, etc. in the four regions worldwide, and the operation of that system
- Financial reporting lines and reporting systems to reinforce the reliability of financial reporting
- Instillation of an organizational culture that prioritizes integrity and ensuring of compliance

### **Compensation Committee** (met 10 times in FY2025)

#### **<Composition>**

Chaired by a member and composed of two (2) other members for a total of three (3) members, all of whom are independent Outside Directors.

#### **<Results of activities>**

The Committee deliberates and decides on compensation for Directors and Executive Officers.

Main agenda deliberated during FY2025 were as follows.

- Review of the performance indicators for incentive compensation (annual bonus and medium- to long-term bonus)
- Establishment of targets, evaluation methods, etc. for performance indicators
- Establishment of individual performance targets for Executive Officers

#### **<Basic policies on executive compensation>**

- (i) Attract and retain outstanding talent by providing attractive total rewards and environment
  - Competitive pay
  - Career growth opportunities
- (ii) Achieve Group's strategic goals by maximizing the performance of the globally integrated management team
  - Pay for performance
  - Challenging goals
- (iii) Strengthen alignment with interests of shareholders and all other stakeholders
  - Creating value for society
  - Accountability

### **Finance Committee** (met 8 times in FY2025)

#### **<Composition>**

Chaired by a member and composed of two (2) other members, for a total of three (3) members, all of whom are independent Outside Directors who possess substantial knowledge concerning finance/accounting, legal and compliance.

#### **<Results of activities>**

The Company is engaged in building a sound financial base and improving capital efficiency, while reviewing and refining its focus on specific business areas and markets to transform its business portfolio. To complete this transformation and achieve sound business growth, the Company has established the Finance Committee as an advisory body reporting to the Board of Directors based on professional insight. The committee supports the enhancement of shareholder value through the examination of the financial aspect of business strategy, as well as by monitoring financial measures and considering financial and investment disciplines.

Main agenda deliberated during FY2025 were as follows.

- Examination and consideration of the Mid-Term financial plan
- Consideration of investment disciplines and policies
- Examination of the suitability of cash management and financial measures for FY2025 and FY2026

#### **Group Sustainability Committee** (met 4 times in FY2025)

The Company has established the Group Sustainability Committee under the Group Management Board, based on the Company's recognition of sustainability as a central management theme.

Chaired by the Company's Global Chief Sustainability Officer, Yuko Kitakaze, the committee is composed of eight (8) members who are based in various regions and who possess a wide range of expertise, including the Company's President & Global CEO, Hiroshi Igarashi. At its meetings, held four times a year, the committee promotes the 2030 Value Creation Strategy, a key management strategy for the Company. The topic of human rights is also a standing agenda item at the committee.

The main agenda items deliberated by the committee in FY2025 were as follows:

- Updating the 2030 Value Creation Strategy and confirming progress on its KPIs and action plans
- Analysis of current ratings by third-party evaluation organizations and improvement of those ratings
- Employee engagement
- AI and sustainability
- Human rights, etc.

#### **Other boards and committees related to the execution of business**

The Company has established the Group Management Board, as an executive body under the Board of Directors. Group Management Board is composed of five (5) Executive Officers, including the President and two (2) executive vice presidents. All of these are members of the Group Management Team that directly controls business operations across four regions worldwide. The Group Management Board deliberates (including deliberation in preparation for submission to the Board of Directors) and decides on important matters including budgets, the settlement of accounts, dividend, results forecasts, M&A and investment-related activities, Mid-Term Management Plan, major personnel matters, and the establishment, revision, and abolition of major internal regulations.

In addition, the Company has established the Group M&A Committee, Group Sustainability Committee, Group Compliance Committee, Group Risk Committee, Group Nominating Committee, Group Compensation Committee, Group Human Rights Committee, and Regional Governance Committee as expert committees to deliberate on specific matters to ensure the soundness, transparency and efficiency of management, and enhance medium- to long-term corporate value.

## Composition of the Company's meeting bodies and attendance at meetings

(March 28 to December 31, 2025)

C: Chair M: Member

Meetings attended/  
meetings held

Title	Name	Board of Directors	Nominating Committee	Audit Committee	Compensation Committee
Director, Chairman of the Board (Independent Outside Director)	Gan Matsui	C 11/11			
Representative Executive Officer, President & Global CEO	Hiroshi Igarashi	M 11/11	M 9/9		
Representative Executive Officer, Executive Vice President & Global CGO	Arinobu Soga	M 11/11			
Independent Outside Director	Paul Candland	M 11/11	M 9/9		M 7/7
	Andrew House	M 11/11			C 7/7
	Keiichi Sagawa	M 11/11	C 9/9	M 9/9	
	Mihoko Sogabe	M 11/11		M 9/9	M 7/7
	Yuka Matsuda	M 11/11		C 9/9	
	Yoshihiko Kawamura	M 11/11		M 9/9	
	Norimitsu Takashima	M 11/11	M 9/9	M 9/9	
	Naoko Ichikawa	M 11/11			

## Information Related to Corporate Governance (as of January 1, 2026)

### Board of Directors

Principle 4.8 (Effective Use of Independent Directors)	Proportion of independent Outside Directors	9 of 11 (81.8%)
Principle 4.11 (Preconditions for Board and <i>Kansayaku</i> Board Effectiveness)	Proportion of Directors who are female	3 of 11 (27.3%)
	Proportion of non-Japanese Directors	2 of 11 (18.2%)

### Audit Committee

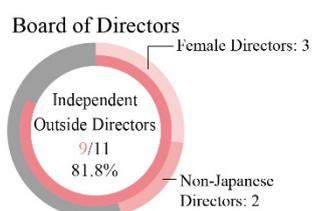
Principle 4.8 (Effective Use of Independent Directors)	Proportion of independent Outside Directors	5 of 5 (100%)
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### Nominating Committee

Principle 4.8 (Effective Use of Independent Directors)	Proportion of independent Outside Directors	3 of 4 (75.0%)
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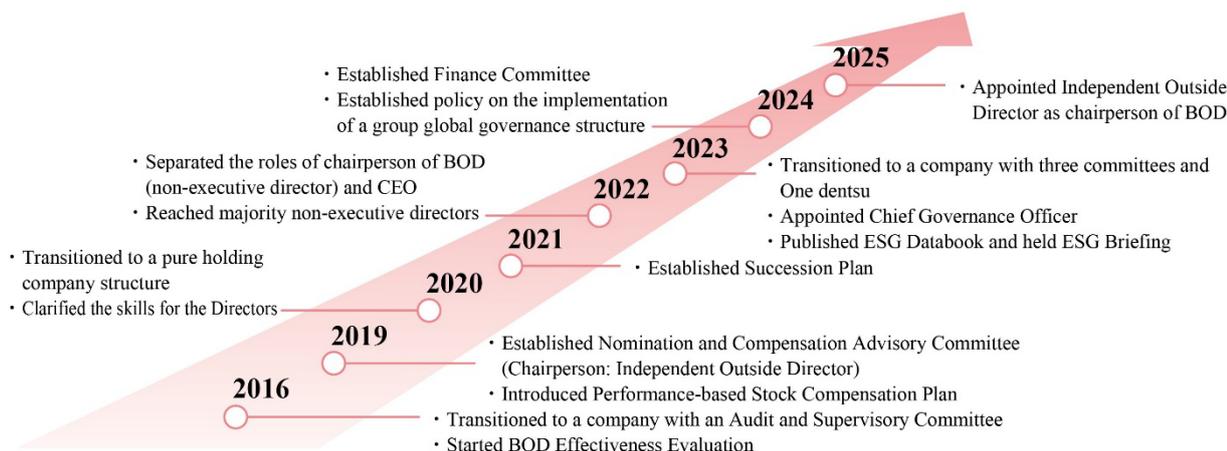
### Compensation Committee

Principle 4.8 (Effective Use of Independent Directors)	Proportion of independent Outside Directors	3 of 3 (100%)
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\*Chair: Independent Outside Director

## Corporate Governance Evolution



## Policy on the Disposal of Strategic Shareholdings and Actual Reductions

The Company's basic policy regarding so-called strategic shareholdings is to validate whether shareholdings are meaningful from perspectives such as whether the benefits of holding the shares are higher than the Company's anticipated cost of capital, and whether the stock ownership contributes to the maintenance and enhancement of the business relationship with the investee company and the promotion of collaboration, and to reduce individual shareholdings where they are not deemed meaningful.

Accordingly, each year the Board of Directors examines the purpose and economic rationale for each and every strategic shareholding from a medium- to long-term perspective, and assesses the appropriateness of continuing to hold each stock.

Last year, the Company sold 35 strategic shareholdings with a total value of approximately 29.2 billion yen in accordance with this basic policy.

As of December 31, 2025, the ratio of the amount of strategic shareholdings on the balance sheet to the Company's net assets was 11.4%. We aim to reduce this ratio to less than 10% by the end of FY2026.

## People strategy to “unleash the power of our people”

Human capital is the greatest asset of the Dentsu Group, and the Group aims to boost the capabilities of the organization and each individual by creating an environment where diverse human resources will connect and learn together, combining their expertise. To achieve this aim, the Group is pursuing human resources initiatives under its human resources mission statement “coming together to unleash the power of our people.” Specifically, the Group has established a human resources strategy built on the pillars of 1) People Growth, 2) Winning as One Team, and 3) HR Partnership Excellence, and is pursuing a range of activities.

Under this basic strategy, in FY2025, we determined prioritized areas to invest in and accelerated efforts in areas such as the development of potential global leaders, strengthening of capabilities in the Integrated Growth Solutions (IGS) field, and enhancement of productivity with the use of AI. Through these investments, we will promote the “expansion of the potential of our people” unique to the Dentsu Group.

### 1. People Growth

We believe that our approach to leadership is the key to accelerating personal and organizational growth, and we position it at the center of our strategy. It is vital for us to identify and develop dentsu-style leadership, and we have defined the dentsu Leadership Attributes, our requirements for leadership behavior, as the standard for this.

Based on these Attributes, we continued to select, evaluate, and develop human resources for top-level leadership, and in FY2025, we applied them to a broader range of employees, conducted activities to instill this approach and embedded it into various systems. We also regularly hold what we call People Discussions within each division, while progressively visualizing key human resources investments and discussing human resources development policies Group-wide. These activities are now in the third year since we first held them, gradually taking root as an established mechanism, and the scope of employees to be discussed has expanded significantly. We will continue to renew the human resources pool and implement appropriate training and succession planning.

To maximize the potential of the human resources we have visualized, we provide challenging work experiences that stretch the abilities of our personnel in diverse global environments and training programs that broaden their skills and horizons. In FY2025, we established a new development program to encourage human resources in Japan, the area of our focus, to play an active role on a global stage. We are also pursuing human resources deployment and secondment plans aimed at developing future senior leaders of the Group. To strengthen our ability to deliver IGS, which is positioned as a management strategy, we also worked to enhance capabilities particularly in each region overseas. Localized investment is being made according to customer situations and capability maturity that vary by region and market.

At the same time, we aim to give our employees more career options to facilitate long-term careers. To lay the foundation, we have been introducing Career Framework, a framework with a standardized global job architecture and levelling, steadily implementing the standardization of job levels. By reinforcing this foundation, we aim to promote greater human resources mobility across different regions and Group companies and support career enhancement for all employees.

## **2. Winning as One Team**

The strength of the Dentsu Group lies in its ability to multiply the diverse and unique power of individuals, generating our distinctive creativity and giving birth to innovation. To maximize this strength, we aim for collaboration between a global network of human resources, all striving towards the same goal: in other words, we aim to be One Team. We have focused on activities related to culture and Diversity, Equity & Inclusion (DEI), which provide the groundwork for this. We see “integrity” as the basis of all our efforts, and we aim to nurture a culture of freedom and responsibility based on integrity.

With regard to diversity, we focus primarily on our diversity in terms of factors such as gender and nationality as a global company. We have set a quantitative target for the proportion of female leaders and incorporated this target into the KPIs for executive compensation to enhance the management team’s commitment to achieving it. At the same time, we are developing an environment in which talent can play an active role regardless of nationality. We develop opportunities for talent exchanges within the Group, as well as a global policy facilitating smoother talent movement.

Engagement is also a key element in the creation of a corporate culture where employees can work together with a positive attitude. Each year, we survey employees to confirm engagement scores and extensively discuss the actions we take to improve these scores on a companywide and division-wide level. So far, these surveys have indicated room for improving the clarity and transparency of management strategies and messages, and we have accordingly established opportunities for communication and dialogue.

To maximize our potential as One Team, it is vital that we also strive for more productive work styles and actively incorporate new methods leveraging technology. We will continue to emphasize on-the-job learning and idea generation support through applying AI to everyday business duties.

### 3. HR Partnership Excellence

To give concrete form to our human resources strategy and generate a genuine impact, it is crucial that we not only enhance the capabilities of our human resources but also build the best possible partnerships between our people and the business. To this end, we are boosting our organizational capabilities through the establishment of a global structure integrating HR business partners (HRBPs), who work closely with management and businesses, and Centers of Excellence (COEs), composed of specialized teams for talent management, compensation design, etc. In FY2025, we moved HRBP activities into full gear centered on the Company in Japan, broadening the scope of our services. We will continue to expand the scope of human resources partnering as we firmly establish functions in Japan.

We continue to invest in HR data and systems that support these activities. Most recently, we have especially focused on improving data precision and establishing Group-wide data items. These initiatives enable us to integrate the information previously scattered between various regions and companies, and we are progressively establishing a platform that will contribute to Group-wide strategic decision-making.

Our efforts to improve the efficiency of everyday business duties are also continuing. We are progressing with the optimization and automation of processes for labor-intensive operational duties and the utilization of shared services in regions where they are highly cost-efficient. We intend to revise processes and systems for operations that would benefit from overall optimization, aiming for global integration and standardization while also taking regional differences into account as we work to further enhance productivity.

# **Business Report**

(From January 1, 2025 to December 31, 2025)

## **I Items Pertaining to the Current State of the Corporate Group**

### **1. Business Progress and Results**

#### **(1) Business progress and results**

The outlook for the global economy in 2025 continued to remain uncertain due to factors including trade policies such as the United States' tariff increases and the prolonged instability.

Under such circumstances, for the business results during the fiscal year 2025 (from January 1 to December 31, 2025), the Group recorded net revenue organic growth (internal growth rate factoring out the effects of foreign exchange rates and M&A) of 0.5%. However, due to the inclusion of the results of the Russia business, which sales transaction was completed in July 2024, in the consolidated results for the previous fiscal year, net revenue was 1,197,530 million yen (0.3% decrease year on year). Underlying operating profit was 172,536 million yen (2.1% decrease year on year), operating margin was 14.4% (14.8% for the previous fiscal year), but underlying net profit attributable to owners of the parent was 93,548 million yen (0.7% increase year on year) due to a decrease in corporate income tax.

On the other hand, factors such as recognitions of impairment loss led to an operating loss of 289,212 million yen (operating loss of 124,992 million yen for the previous fiscal year), and net loss attributable to owners of the parent was 327,601 million yen (net loss of 192,172 million yen for the previous fiscal year).

(Note) The sale transaction of the Russia business was completed in July 2024. However, operating profit (loss) related to the Russia business that arose until the completion of the sale is classified as a one-off item and not included in the underlying operating profit.

Underlying operating profit is a profit indicator to measure recurring business performance which is calculated as operating profit added with M&A related items and one-off items.

M&A related items: amortization of purchased intangible assets, acquisition costs, and share-based compensation expense issued following the acquisition of 100% ownership of a subsidiary.

One-off items: items such as business restructuring costs, impairment loss, and gain/loss on sales of non-current assets, and extra retirement payments.

Underlying net profit attributable to owners of the parent is an indicator to measure recurring net profit attributable to owners of the parent which is calculated as net profit (attributable to owners of the parent) added with adjustment items related to operating profit, change in fair value of contingent considerations (gain/loss on revaluation of earnout liabilities), remeasurements of share purchase liabilities (gain/loss on revaluation of M&A related put-option liabilities), tax-related, NCI profit-related and other one-off items.

(Note) An earnout is a contractual provision stating that only a certain portion of the total purchase price is to be paid at the time of the acquisition and the remaining portion is to be payable to a later date according to the future actual results of the acquired business.

#### **(2) Record of Income for Reportable Segments**

##### **1) Japan**

Japan saw a net revenue organic growth rate of 6.2% and net revenue of 495,592 million yen (6.2% increase year on year), with the growth in the Marketing business led by Internet advertising, Business Transformation (BX), and Digital Transformation (DX). Despite an increase in staff costs due to talent

expansion, underlying operating profit was 121,105 million yen (6.1% increase year on year) and the operating margin was 24.4% (24.5% for the previous fiscal year) mainly due to topline growth.

## 2) Americas

The Americas saw a net revenue organic growth rate of negative 3.0%. Due to a shift in the exchange rate toward a stronger yen against the United States Dollar and disposals of some subsidiaries, net revenue in the Americas was 315,746 million yen (5.6% decrease year on year). With the control of SG&A expenses mitigating the net revenue decrease, underlying operating profit was 72,310 million yen (3.8% decrease year on year), and the operating margin was 22.9% (22.5% for the previous fiscal year).

## 3) EMEA (Europe (excluding Russia), the Middle East, and Africa)

In EMEA, the net revenue organic growth rate was negative 1.8%. By major market, results were challenging in markets such as the United Kingdom, Germany, Italy and the Netherlands, but markets such as Spain and Poland saw a solid performance. Due to a shift in the exchange rate toward a weaker yen against the Great Britain Pound and Euro, net revenue in EMEA was 271,942 million yen (1.0% increase year on year). However due to factors such as a decrease in net revenue on a constant currency basis and internal investments, the underlying operating profit was 33,832 million yen (12.0% decrease year on year) and the operating margin was 12.4% (14.3% for the previous fiscal year).

## 4) APAC (Asia Pacific excluding Japan)

The net revenue organic growth rate in APAC was negative 6.8%. By major market, the results were challenging in Australia, but markets such as India, Thailand, and Taiwan saw a solid performance. Net revenue in APAC was 107,262 million yen (7.9% decrease year on year). However, through highly disciplined control of SG&A expenses, underlying operating profit was 2,720 million yen (159.0% increase year on year), and the operating margin was 2.5% (0.9% for the previous fiscal year).

## 2. Issues to be Addressed

### (1) Continuing to advance initiatives under the Mid-Term Management Plan

Under the Mid-Term Management Plan announced in February 2025, we positioned a recovery in business performance of the International business of the Group as the most important issue. To that end, we are promoting “Reevaluating underperforming businesses and rebuilding the business foundation,” “The focus of our business strategies” and “Business operations and financial policy emphasizing shareholder value and capital efficiency.” The medium-term initiatives for the most pressing issue of a recovery in profitability and competitiveness remain unchanged and we will continue with these initiatives. Regarding the Mid-Term Management Plan, in light of changes in the business environment and the current business performance, we will update specific strategies and measures, withdraw certain key financial targets and financial policies for review, and re-establish them.

### (2) Reevaluating underperforming businesses and rebuilding the business foundation

The reevaluation of underperforming businesses and rebuilding the business foundation are the initiatives the Group has been promoting to achieve the recovery of profitability.

As the first step, we are reevaluating markets continuing to operate at a loss among the markets that have seen over 10 billion yen of cumulative investment. Businesses in China and Australia had been posting operating losses from FY2023, and we successfully turned them profitable on an underlying operating profit basis through ensuring cost efficiency and reviewing compensation. Although both businesses remained in

negative growth for the full FY2025, we saw an organic growth rate turning positive in China from the third quarter onward, which contributed to an improvement in profitability. The reevaluation of underperforming businesses is conducted on an ongoing basis based on the latest business results. Aiming to eliminate any markets operating at a loss during FY2026, we are taking steps to recover profitability. Meanwhile, we already started the processes of downsizing, withdrawing, or selling some businesses that were found to be underperforming, progress of which will be announced immediately at an appropriate timing.

In rebuilding the business foundation, we aim to reduce costs by approximately 50.0 billion yen per year in FY2027. We are currently reviewing the overlapping headquarters functions currently split between Tokyo and London, streamlining operations by redefining the role of each regional headquarters, engaging in market cost control, and improving efficiency, including the use of AI and outsourcing. Specifically, we launched 750 projects, and the statuses of more than 80% of the projects were either running or completed as of January 2026. This resulted in the cost reduction of about 14.0 billion yen recognized per year in FY2025, and an additional 28.0 billion yen of cost reduction per year is expected to be recognized in FY2026. We had also been working to simplify the holding company structures within the Group. By continuing with this effort, we successfully reduced by half the number of companies engaged in the International business by January 2026, that reached more than 1,000 as of January 2021. This effort will continue in FY2026, with a view to achieving greater efficiency and realizing organizations that can offer values to our clients swiftly.

### **(3) The focus of our business strategies**

The services that the Group provides to its clients are Integrated Growth Solutions that achieve sustainable growth for clients by integrating the Group's diverse range of unique capabilities in the area where marketing, technology, and consulting converge, as well as the sports and entertainment domain. Under the Mid-Term Management Plan, we aim to be a growth partner for our clients in each market. Through successive successes in each market, we will achieve global growth.

Under our markets strategy, we are strengthening our focus particularly on the large markets of Japan and the United States, where the Group boasts unique business assets.

In Japan, the market accounting for about 40% of the Group's net revenue, we have achieved growth for the eleventh consecutive quarter. As this strong growth is expected to continue in FY2026, we will strengthen our competitiveness in the market as a driving force for the entire Group.

In the United States that showed negative growth in FY2025, we are making internal investments, such as tool development and AI utilization in the data & technology businesses, aiming to achieve growth driven by our core Media businesses. In addition, to recover business performance of the customer experience management (CXM) business, we are working to improve the conversion rates of pipelines (potential deals). As a recovery trend was seen in the third and fourth quarters in FY2025, we expect to bring the CXM business in the United States back to positive growth in FY2026, for the first time after FY2022.

In the International business, we are promoting initiatives to enhance added value in our core Media business, which accounts for over half of net revenue across our three overseas regions, and the organic growth rates of the Media businesses were positive. Although the Creative business and CXM business will continue to face a challenging business environment in some regions, we will continue to strengthen capabilities of these businesses in areas with great affinity for the Media business.

We are simultaneously promoting initiatives to create businesses that will be potential pillars of growth for the future. In addition to business transformation (BX), we began full-scale global expansion of the sports

and entertainment business in FY2025, which was focused on Japan until now. We will expand our business strategically in anticipation of large-scale sports events and other numerous business opportunities in FY2026.

#### **(4) Business operations and financial policy emphasizing shareholder value and capital efficiency**

Our financial base was affected by the recording of a significant impairment loss. In light of this situation, we will manage and operate business under a more disciplined financial policy than in the past. We will strictly scrutinize the scale of funding needed and carefully manage the balance of capital and liabilities, as well as other aspects, to improve the soundness of our financial position.

On this basis, regarding capital allocation, we will continue prioritizing expenditure relating to rebuilding the business foundation, together with internal investments aimed at business growth, to recover profitability and competitive advantage. Meanwhile, as for business acquisitions and similar investments, we will selectively implement projects consistent with our business strategies, based on more stringent risk management than in the past.

With regard to shareholder returns, we regrettably decided to pay no year-end dividend for FY2025, following on from the interim dividend and its dividend forecast for FY2026 is also set to zero. Going forward, the Company will work to restore its competitive advantage and profitability by concentrating management resources on priority markets and areas, rebuilding the business foundation, and reevaluating underperforming businesses. Through these initiatives, we aim to enhance earnings per share (EPS) and maximize total shareholder return (TSR), while also promoting efforts toward the resumption of dividend payments in the future.

#### **(5) Improving governance and internal controls**

We will continue to strive to improve the Group's governance and internal controls through measures such as building a Group-wide governance structure, strengthening the supervisory function on decision-making in each region, clarifying those responsible for Group governance, and streamlining business operations to achieve appropriate and efficient implementation of the One dentsu Operating Model. Progress on these initiatives is regularly confirmed by the Board of Directors, the Audit Committee and other bodies.

At dentsu Japan, all officers and employees are engaged in the Mindset and Behavior Reform aimed at preventing the recurrence of issues after the Company was indicted for a violation of the Antimonopoly Act in connection with the Tokyo 2020 Olympic and Paralympic Games. In FY2024, we completed all 17 initiatives established in FY2023. Building upon the previous efforts, from January 2025, we are addressing issues confirmed through an employee survey and evaluations by external advisors.

We were convicted by the Tokyo District Court on January 30, 2025, and received decisions dismissing our appeal from the Tokyo High Court on July 31, 2025, and from the Supreme Court on December 10, 2025. Taking these judgements and decisions seriously, the Company is pursuing further initiatives such as the improvement of governance and internal controls as represented by the Mindset and Behavior Reform, and we will implement business operations and corporate activities based on appropriate operational processes.

#### **(6) Other issues**

The Company recorded loss on valuation of other securities of subsidiaries and associates of 286,714 million yen and allowance for doubtful accounts of 171,858 million yen in the nonconsolidated financial statements for the fiscal year under review. This is because we confirmed a significant decline in the real

value of Dentsu International Limited's shares, a holding company in the International business, as well as a rise in the risk of non-recovery of loans to overseas subsidiaries under Dentsu International Limited, both on a nonconsolidated basis for the fiscal year under review.

As a result, the Company has excessive liabilities in the nonconsolidated financial statements for the fiscal year under review, and this situation is causing significant doubts on the premise of a going concern. However, from the perspectives of the status of fund balance as of the end of the fiscal year under review, its diverse fundraising methods, cash flow management across the Group and other factors, no concern exists regarding the continuity of the business activities of the Company and the Group, and it was determined that no significant uncertainty is deemed to exist about the premise of a going concern.

To resolve such a situation, the Company and the Group will improve profitability across the Group mainly through reevaluating underperforming businesses and rebuilding the business foundation, which are the initiatives set out in the Mid-Term Management Plan. At the same time, we will achieve profit growth by strengthening competitiveness through making necessary investments. Combined with other initiatives, we will work to ensure balance-sheet soundness to resolve the excessive liabilities in the nonconsolidated financial statements at the earliest possible time.

With the sale of a fixed asset conducted in January 2026, the Company will record gain on sale of fixed assets of 27.0 billion yen in the nonconsolidated financial statements in the next fiscal year. For details, please see Notes to Nonconsolidated Financial Statements (Significant subsequent events).

### **3. Main Business Description of the Group**

The Group is operating various businesses integrating marketing, technology and consulting, together with sports and entertainment, providing its clients with the consultation of management and business transformation by leveraging its advanced data & technology, advertisement strategy planning and creation, placing an advertisement in media, managing end-user experience, sports and entertainment content services and other businesses. In order to contribute to clients' transformation and business growth, the Group provides Integrated Growth Solution, which incorporates a wide range of capabilities held by the entire Group.

### **4. Status of Financing**

The Company procured 40.0 billion yen in loans from financial institutions during the fiscal year as working capital.

### **5. Status of Capital Investment**

No special items reported.

### **6. Status of the Acquisition or Disposal of Other Companies' Shares and Other Equity**

In response to a plan of Recruit Holdings Co., Ltd. (hereinafter, "RH") to repurchase its own shares, the Company sold all of RH shares held by the Company in March 2025.

### **7. Policy regarding the Exercise of the Board of Directors' Authority to Decide on Distribution of Surplus, etc.**

In FY2025, the Company recorded goodwill impairment losses in the Americas and EMEA regions in its consolidated financial statements. As a result, in its non-consolidated financial statements, the Company recorded extraordinary losses, including as loss on valuation of affiliated companies related to Dentsu

International Limited, its overseas operating subsidiary. Consequently, retained earnings decreased, resulting in a significant deficit in the amount of distributable profits under the Companies Act. Accordingly, the Company regrettably decided to pay no year-end dividend for FY2025, following on from the interim dividend, and its dividend forecast for FY2026 is also set to zero.

The Company's basic policy is to pay out stable and continuous dividends upon ensuring growth investment and financial soundness that are necessary for enhancing corporate value over the medium to long term. Going forward, the Company will work to restore its competitive advantage and profitability by concentrating management resources on priority markets and areas, rebuilding the business foundation, and reevaluating underperforming businesses. Through these initiatives, we aim to enhance earnings per share (EPS) and maximize total shareholder return (TSR), while also promoting efforts toward the resumption of dividend payments in the future.

## 8. Main Business Offices of the Company

Headquarters (Minato-ku, Tokyo)

(Significant subsidiaries of the Company are as stated in "12. Status of Significant Subsidiaries.")

## 9. Situation of Employees of the Group

Number of Employees	Change from Previous Year-end
68,136 persons	Increase of 469 persons

(Note) The above number of employees indicates the number of working employees.

## 10. Major Lenders

Lender	Year-end Balance of Loans Payable
	(Millions of yen)
MUFG Bank, Ltd	95,000
Mizuho Bank, Ltd.	75,000
Sumitomo Mitsui Banking Corporation	55,000

## 11. Changes in Assets and Profit and Loss Status

### (1) Changes in the Dentsu Group's assets and profit and loss status

IFRS (International Financial Reporting Standards)

	174th Term From January 1, 2022 to December 31, 2022	175th Term From January 1, 2023 to December 31, 2023	176th Term From January 1, 2024 to December 31, 2024	177th Term (the fiscal year under review) From January 1, 2025 to December 31, 2025
Revenue (Millions of yen)	1,246,401	1,304,552	1,410,961	1,435,245
Net revenue (Millions of yen)	1,119,519	1,144,819	1,201,647	1,197,530
Operating profit (Millions of yen) profit for the year (attributable to owners of the parent) (Millions of yen)	117,617 59,847	45,312 (10,714)	(124,992) (192,172)	(289,212) (327,601)
Basic earnings per share (attributable to owners of the parent) (Yen)	223.33	(40.52)	(734.56)	(1,262.04)
Total equity attributable to owners of the parent (Millions of yen)	880,267	841,651	696,838	374,849
Total assets (Millions of yen)	3,741,427	3,634,401	3,507,260	3,206,787

(Note 1) Basic earnings per share is calculated based on the average number of shares during the period.

(Note 2) Profit distribution from the Content business, which had been presented under "Other income," has been included in "Revenue" for the 175th Term. Moreover, amortization of long-term prepaid expenses, etc., which had been presented under "Other expenses" as expenses related to the said profit distribution, has been included in "Revenue" as a deduction item of revenue.

This change is intended to present the results of the Group's sales activities more appropriately, as the renewal of contracts has led to an increased contribution by the Group's sales activities. The amounts shown for the main management indicators for the 174th Term have been revised retrospectively to reflect these changes in accounting policy.

### (2) Changes in the Company's assets and profit and loss status

	173rd Term From January 1, 2021 to December 31, 2021	174th Term From January 1, 2022 to December 31, 2022	175th Term From January 1, 2023 to December 31, 2023	176th Term (the fiscal year under review) From January 1, 2024 to December 31, 2024
Operating revenue (Millions of yen)	34,897	61,651	92,782	91,683
Ordinary income (Millions of yen)	7,017	33,788	67,339	64,485
Net income (Millions of yen)	122,940	3,547	61,313	(221,172)
Net income per share (Yen)	440.98	13.24	231.90	(845.41)
Net assets (Millions of yen)	699,150	609,303	631,108	359,211
Total assets (Millions of yen)	1,177,686	1,046,010	1,222,456	11,222,456

(Note 1) The non-consolidated financial statements of the Company are prepared in accordance with Japanese GAAP.

(Note 2) Net income per share is calculated based on the average number of shares during the period.

## 12. Status of Significant Subsidiaries

Company Name	Location Of headquarters	Capital or Stake	Shareholding Ratio (%)	Main Business Description
Dentsu Inc.	Minato-ku, Tokyo	<b>JPY 10,000 million</b>	<b>100.0</b>	Advertising and advertising-related businesses
Dentsu International Limited	London England	<b>GBP 78 million</b>	<b>100.0</b>	Controlling company for International business operations
Merkle Group Inc.	Maryland USA	<b>USD 0 million</b>	<b>100.0 (100.0)</b>	Data-driven and technological advertising marketing primarily in the USA
Tag Worldwide Holdings Ltd	London England	<b>EUR 16 million</b>	<b>100.0 (100.0)</b>	Digital creative content production business, technology business, channel activation business
CARTA HOLDINGS, INC.	Minato-ku, Tokyo	<b>JPY 1,614 million</b>	<b>54.6</b>	Managerial control over partner sales (media representative), ad-platform, and consumer business
Dentsu Digital Inc.	Minato-ku, Tokyo	<b>JPY 442 million</b>	<b>100.0 (25.0)</b>	Consulting; development and implementation; and operational and execution support concerning all aspects of digital marketing
DENTSU PROMOTION PLUS INC.	Minato-ku, Tokyo	<b>JPY 1,000 million</b>	<b>100.0</b>	Planning and production for sales promotions, events, print, etc.
DENTSU SOKEN INC.	Minato-ku, Tokyo	<b>JPY 8,180 million</b>	<b>61.8</b>	Information systems building; software sales and support for various business areas
DENTSU LIVE INC.	Chuo-ku, Tokyo	<b>JPY 2,650 million</b>	<b>100.0</b>	Provision of real experiential value through events and event spaces
SEPTENI HOLDINGS CO., LTD.	Shinjuku-ku, Tokyo	<b>JPY 18,430 million</b>	<b>52.5</b>	Digital marketing business, media platform business

(Note 1) The Shareholding Ratio is the holding ratio of voting rights. The figures in parentheses in Shareholding Ratio represent shares held indirectly.

(Note 2) The number of consolidated subsidiaries, including significant subsidiaries, is 684 companies, and the number of associates accounted for using the equity method is 67 companies.

(Note 3) Effective January 1, 2026, DENTSU PROMOTION PLUS INC. has completed an absorption-type merger with Dentsu Promotion Exe Inc., Dentsu Retail Marketing Inc., and Dentsu tempo Inc. As the surviving company, Dentsu Promotion Plus Inc. has changed its trade name to "Dentsu Promotion Inc."

(Note 4) As a result of the partial transfer of shares of CARTA HOLDINGS, Inc. on January 15, 2026, the Company's ownership ratio decreased to 48.4%, and CARTA HOLDINGS, Inc. became the associate accounted for using the equity method.

### III Items Related to the Company Executives

#### 1. Names, etc., of Directors and Executive Officers (As of December 31, 2025)

##### (1) Directors

Name	Position	Responsibilities
Gan Matsui	Outside Director	Non-Executive Chairman of the Board
Hiroshi Igarashi	Director	Member of the Nominating Committee
Arinobu Soga	Director	
Paul Candland	Outside Director	Member of the Nominating Committee Member of the Compensation Committee
Andrew House	Outside Director	Chair of the Compensation Committee
Keiichi Sagawa	Outside Director	Chair of the Nominating Committee Member of the Audit Committee Chair of the Finance Committee
Mihoko Sogabe	Outside Director	Member of the Audit Committee Member of the Compensation Committee
Yuka Matsuda	Outside Director	Chair of the Audit Committee Member of the Finance Committee
Yoshihiko Kawamura	Outside Director	Member of the Audit Committee Member of the Finance Committee
Norimitsu Takashima	Outside Director	Member of the Nominating Committee Member of the Audit Committee
Naoko Ichikawa	Outside Director	

##### (Notes)

- Of the Directors, Mr. Gan Matsui, Mr. Paul Candland, Mr. Andrew House, Mr. Keiichi Sagawa, Ms. Mihoko Sogabe, Ms. Yuka Matsuda, Mr. Yoshihiko Kawamura, Mr. Norimitsu Takashima, and Ms. Naoko Ichikawa are Outside Directors pursuant to Article 2, Item 15 of the Companies Act.
- Of the Directors, Mr. Gan Matsui, Mr. Paul Candland, Mr. Andrew House, Mr. Keiichi Sagawa, Ms. Mihoko Sogabe, Ms. Yuka Matsuda, Mr. Yoshihiko Kawamura, Mr. Norimitsu Takashima, and Ms. Naoko Ichikawa are designated Independent Directors pursuant to the Tokyo Stock Exchange Securities Listing Regulations.
- Mr. Keiichi Sagawa, a Director who is a member of the Audit Committee, has many years of practical experience in accounting and experience as a corporate officer. Mr. Yoshihiko Kawamura, a Director who is a member of the Audit Committee, has many years of experience as a corporate officer in charge of finance. Both of them have an appreciable extent of knowledge of finance and accounting. Ms. Mihoko Sogabe and Ms. Yuka Matsuda, Directors who are members of the Audit Committee, are qualified as certified public accountants and have an appreciable extent of knowledge of finance and accounting.
- The Company has concluded a contract for limitation of liability with each of Directors Mr. Gan Matsui, Mr. Paul Candland, Mr. Andrew House, Mr. Keiichi Sagawa, Ms. Mihoko Sogabe, Ms. Yuka Matsuda, Mr. Yoshihiko Kawamura, Mr. Norimitsu Takashima, and Ms. Naoko Ichikawa for a maximum liability amount of 10 million yen or the minimum liability amount stipulated in Article 423, Paragraph 1 of the Companies Act, whichever is higher.
- The Company has not appointed a full-time member of the Audit Committee, as it has delegated persons to assist in the duties of the Audit Committee by facilitating the committee's audit activities such as information collection and ensures the effectiveness of audits through reporting to the Audit Committee by the Group Internal Audit team and close coordination with the Accounting Auditor.
- The Company has entered into directors and officers liability insurance (D&O insurance) agreement with an insurance company, which covers insured persons for legal damages and litigation costs. The scope of insured persons under the agreement is directors, executive officers, Group Management Team Members, corporate officers and corporate auditors of the Company and its subsidiaries (excluding two listed subsidiaries (and their subsidiaries) and 17 other subsidiaries that are not covered by the insurance agreement), and their heirs. Such insurance covers derivative suit, corporate suit (excluding the U.S.) and claims from third parties, but does not cover claims for damages arising from acts committed while aware of the violation of laws and regulations. The insurance premium for each director and manager is paid in full by the Company in which the relevant officer and manager perform his/her duties.
- The Company has entered into an indemnity agreement with each of the directors and the executive officers of the Company, which provides that the Company will indemnify the expenses stipulated in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the losses stipulated in Paragraph 1, Item 2 of the same Article to the extent provided for by laws and regulations. In order to ensure that the indemnification agreement does not impair the appropriateness of the execution of duties by the officer, the Company will take measures such as excluding the officer from the indemnification in cases where the officer is with knowledge or grossly negligent in performing his/her duties or where the Company pursues the officer's liability.

## (2) Executive Officers

Name	Position	Responsibilities
Hiroshi Igarashi	Representative Executive Officer	President & Global CEO
Arinobu Soga	Representative Executive Officer	Executive Vice President, Global Chief Governance Officer
Giulio Malegori	Executive Officer	Executive Vice President, Global Chief Operating Officer, Chairman and Acting CEO, dentsu Americas
Takeshi Sano	Executive Officer	CEO, dentsu Japan & Deputy Global Chief Operating Officer
Shigeki Endo	Executive Officer	Global Chief Financial Officer

(Note) Executive Officers Mr. Hiroshi Igarashi and Mr. Arinobu Soga concurrently serve as Directors.

## 2. Policy for Determining the Amount or Calculation Method of Compensation for Directors and Executive Officers for FY2025

### (1) Basic policy for determining executive compensation

The Company's Compensation Committee has established a basic policy for determining the details of compensation for individual Directors and Executive Officers (hereinafter, the "Executive Compensation Policy"), based on the provisions of the Companies Act with respect to a company with a nominating committee, etc.

#### Executive Compensation Policy

##### 1. Executive compensation philosophy

In a business area where marketing, technology and consulting are increasingly converging, we aim to evolve into a company that embodies "an invitation to the never before" and creates social impact by generating innovative ideas and solutions through outstanding creativity and technology.

To empower the executives who drive our success, our executive compensation is designed based on the following objectives and principles. We will continuously review and update our programs as our business transforms so that they reflect who we are and where we are going.

Attract and retain outstanding talent by providing attractive total rewards and environment

- 1) Competitive pay
- 2) Career growth opportunities

Achieve the Group's strategic goals by maximizing the performance of the globally integrated management team

- 3) Pay for performance
- 4) Challenging goals

Strengthen alignment with interests of shareholders and all other stakeholders

- 5) Creating value for society
- 6) Accountability

- 1) Set competitive and equitable compensation levels relative to global peers within affordable pay ranges, considering the individual's scope of responsibility and geographical location
- 2) Provide integrated opportunities that encompass not only pay but also compelling opportunities for career advancement and self-fulfillment, as well as a collaborative environment that stimulates creativity
- 3) Set appropriate variable pay ratios to reward the achievement of dentsu and individual goals, as well as demonstration of excellent leadership attributes
- 4) Set challenging yet achievable goals against global peers to accelerate global business growth and drive shareholder value
- 5) As a B2B2S (Business to Business to Society) company, emphasize long-term performance, especially the impact we have on our communities, client companies, business partners and employees
- 6) Determine compensation based on transparent and objective procedures, taking integrity and compliance into consideration

##### 2. Compensation levels

To secure outstanding talent for management on a global basis, the Company sets compensation levels based on roles, with reference to the levels of compensation among its business competitors and talent competitors with similar market capitalization, in the main regions where it operates (Japan, the United States, the United Kingdom, etc.). The Company uses compensation survey data supplied by an external consulting firm to confirm market compensation levels.

##### 3. Structure of compensation

###### 1) Directors

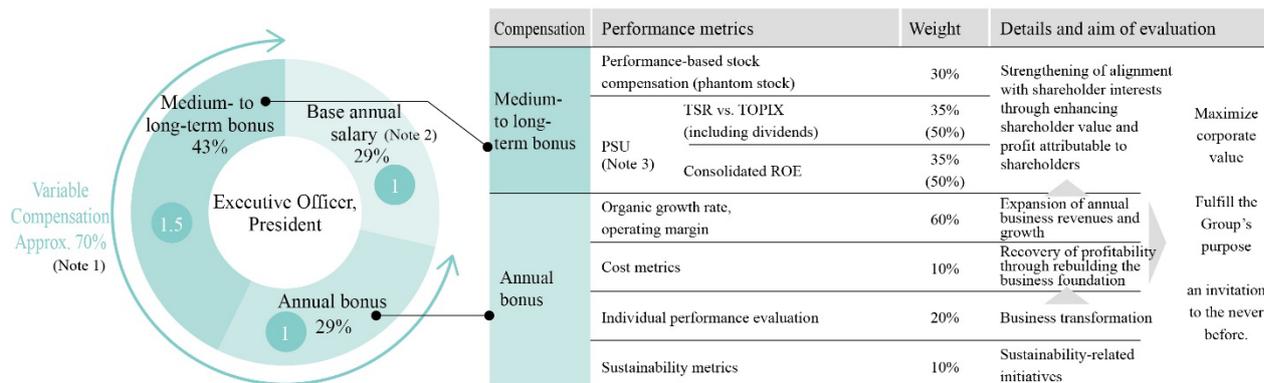
Compensation for Directors consists only of Director compensation as fixed compensation.

###### 2) Executive Officers

Compensation for Executive Officers is composed of 1) base annual salary as fixed compensation, 2) annual bonus as variable compensation, and 3) medium- to long-term bonus as variable compensation. Representative Executive Officers receive additional fixed compensation for their role.

The ratio of compensation components for the President & CEO is set at approximately 1:1:1.5 respectively for 1) base annual salary, 2) annual bonus (standard amount), and 3) medium- to long-term bonus (standard amount). The compensation ratios for the other Executive Officers are based on their responsibility for the Company's global management. Annual bonuses and medium- to long-term bonus payout ratios vary between 0% and 200% (target: 100%) and between 30% and 170% (target: 100%), respectively, based on the results of the performance metrics shown below.

(Compensation ratios when performance targets are met (for the President & CEO) and performance metrics for variable compensation)



- (Notes) 1. This represents the relative composition in amount if all the performance targets of variable compensation are met.  
 2. This represents base annual salary for Executive Officers. Representative Executive Officers receive additional fixed compensation. Executive Officers who concurrently serve as Directors also receive fixed compensation in the capacity of Director.  
 3. The figures in parentheses in the Weight column represent the proportions of performance share units (PSU) included in medium- to long-term bonus.

#### 4. Compensation governance

##### 1) Decision process

As a company with a nominating committee, etc., the Company deliberates and decides on matters such as the levels of compensation for the Directors and Executive Officers, the composition of compensation, and the targets for variable compensation in the Compensation Committee consisting of Outside Directors and chaired by an Outside Director.

##### 2) Malus and clawback clauses

The Company may withdraw some or all of an Executive Officer's right to receive annual bonus or medium- to long-term bonus (malus) or demand the return some or all of cash or stock that has been paid from an Executive Officer (clawback), by resolution of the Compensation Committee, if the Executive Officer has caused serious damage to the Company through intent, negligence, inappropriate actions, etc., or where there is an error in financial information with the effect of decreasing the amount payable to the Executive Officer.

**(2) Content and calculation of compensation**

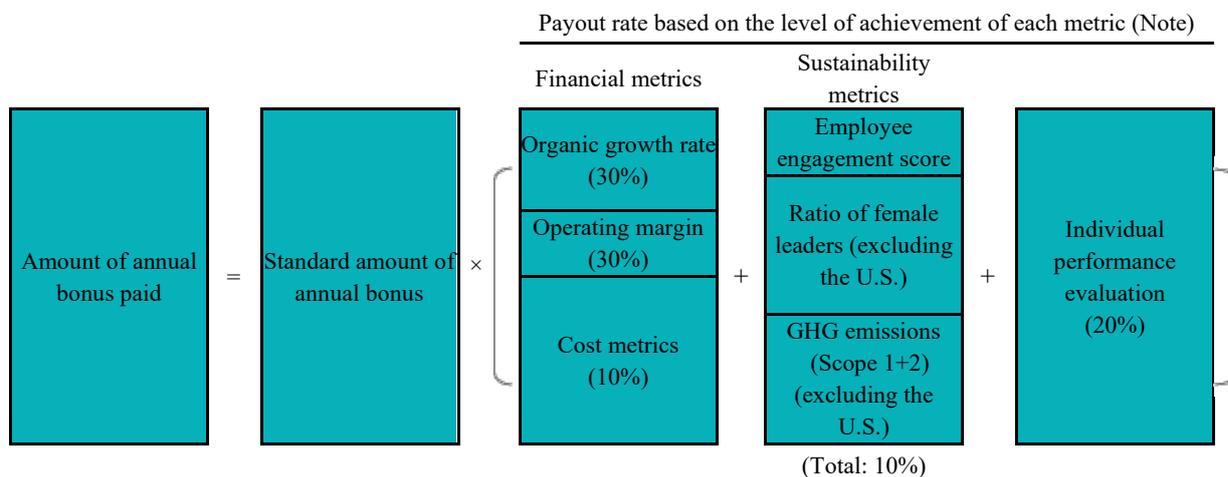
1) Fixed compensation

Director compensation, base annual salary and Representative Executive Officer compensation consist of a regular (monthly) fixed amount of monetary compensation, paid at a designated time each month. In the case of Director compensation, a fixed amount is paid according to the Director’s duties. In the case of base annual salary for Executive Officers, the appropriate amount of compensation for each Executive Officer is set in accordance with the roles and responsibilities of his or her position, with reference to the levels of compensation among its business competitors and talent competitors with similar market capitalization, in the main regions where the Company operates (Japan, the United States, the United Kingdom, etc.). The Company uses compensation survey data supplied by an external consulting firm to confirm market compensation levels. In the case of Representative Executive Officer compensation, a fixed amount determined uniformly for all Representative Executive Officers is paid.

2) Annual bonus

The annual bonus is performance-based monetary compensation paid to Executive Officers based on the Company’s performance and each Executive Officer’s individual performance in each fiscal year. The amount of bonus paid is determined using a formula, based on the figures for the financial metrics (the Group’s organic growth rate, operating margin and cost metrics), sustainability metrics and individual performance evaluation as well as their respective weights as shown below, varying within a range from 0% to 200%. The standard amount is calculated as a certain percentage of the base annual salary paid as compensation for Executive Officers. The computed amount is paid at a certain time after the Ordinary General Meeting of Shareholders for the relevant fiscal year. The upper limits, targets, and lower limits of metrics used to determine the range of individual compensation paid, within 0% to 200%, are decided by the Compensation Committee.

In addition to withdrawing an Executive Officer’s right to receive the annual bonus (malus) or demand the return of some or all of the bonus (clawback), the Compensation Committee may reduce the amount of the annual bonus on a case-by-case basis if it determines that actions have occurred that violate compliance or integrity.



(Note) The figures in parentheses represent the relative composition if all the performance targets are met.

The reasons for selecting each metric used to calculate annual bonus are as follows.

- Organic growth rate / Operating margin: These metrics indicate business growth and measure business profitability, while eliminating the effect of exchange rate fluctuations and M&A activities. The Company believes that they are appropriate metrics for evaluating the business results for one year while managing achievement rates for each region and business as well as on a companywide basis.
- Cost metrics: The Company believes that they are appropriate metrics for measuring the degree of recovery in profitability through the rebuilding of the business foundation set out in the Mid-Term Management Plan 2025-2027.

- Sustainability metrics: These metrics promote the achievement of strategic targets related to corporate value that cannot be measured using financial metrics, based on the Mid-Term Management Plan 2025-2027 and issues in the current corporate environment.
- Individual performance evaluation: This metric clarifies individual roles in this period of business structure transition and makes the Executive Officers strongly aware of the importance of enhancing corporate value by designating the management issues for each Executive Officer and evaluating the degree to which these issues are resolved. In addition, they promote growth for both the Executive Officers themselves and the organization by evaluating the degree to which each Executive Officer has demonstrated the dentsu Leadership Attributes.

### 3) Medium- to long-term bonus

The medium- to long-term bonus is made up of “performance share units (PSU)” and “stock price-linked monetary compensation (phantom stock),” with the ratio of these components set at 70%:30%.

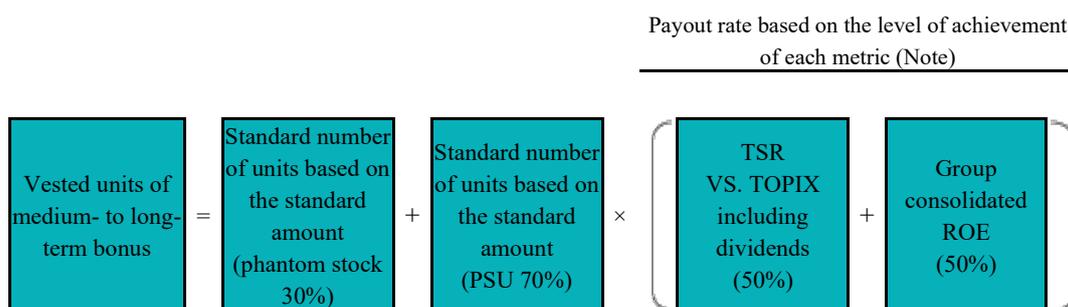
#### <Performance share units (PSU)>

PSU is based on corporate performance across three consecutive fiscal years paid to Executive Officers, with the aim of enhancing business performance and corporate value over the medium to long term.

Executive Officers receive, on a certain date during each fiscal year (the “Unit Grant Date”) while they are in office, a standard number of units determined in accordance with each Executive Officer’s management responsibilities (equivalent to the standard amount of PSU as part of medium- and long-term bonus, set in accordance with responsibility for the Company’s global management, divided by the average closing value of the Company’s shares during the month of January in the relevant fiscal year) as consideration for the execution of duties during the relevant fiscal year. In addition, on a certain date (the “Vesting Date”) after the passage of three consecutive fiscal years, the first of which is the fiscal year in which the Unit Grant Date falls (the “Performance Evaluation Period”), the grantee may acquire the right to receive delivery of the Company’s shares, etc. from a trust established for the plan (hereafter the “Trust”) on the Vesting Date. The standard number of units granted to each Executive Officer in the said first fiscal year will be adjusted within a range from 30% to 170%, including the number of units of stock price-linked monetary compensation (phantom stock), based on the figures for the total shareholder return (TSR) and the Group’s consolidated ROE as well as their respective weights (hereinafter, the number of units after adjustment are referred to as the “Vested Units”). Thereafter, each Executive Officer may receive delivery of the Company’s shares, etc. from the Trust, in accordance with the number of Vested Units (in principle, the number of the Company’s common shares calculated corresponding to half of the Vested Units and an amount of cash equivalent to the market value of the number of the Company’s common shares calculated corresponding to the remaining half of the Vested Units as of the Vesting Date). However, Executive Officers residing outside Japan, who do not have a securities account that manages Japanese listed shares may receive monetary payment of an equivalent amount in lieu of all of the vested shares.

#### <Stock price-linked monetary compensation (phantom stock)>

Stock price-linked monetary compensation (phantom stock) is a cash-settled compensation linked to the Company's stock price, with the aim of motivating Executive Officers to improve the stock price over the medium to long term, and to recruit and retain outstanding human resources. Executive Officers receive phantom stock grants for the number of shares (units) calculated by dividing the standard amount, which is calculated by multiplying the base annual salary by a factor set in accordance with each Executive Officer's management responsibility, by the share price on a certain day of the fiscal year in which they are in office. Whenever a year passes from the vesting date, one third of the shares will be vested and the monetary amount calculated by multiplying the stock price at that time by the number of vested units owned by each Executive Officer is paid out in cash.



(Note) The figures in parentheses represent the relative composition if all the performance targets are met.

The reasons for selecting each metric used to calculate medium- to long-term bonus are as follows.

- TSR: The Company believes that this metric aligns Executive Officers' perspectives with those of shareholders and other stakeholders.
- Consolidated ROE: The Company believes that this metric is appropriate from the perspective of further strengthening profit sharing with shareholders and consistency with the Mid-Term Management Plan 2025-2027.

### 3. Amount and Calculation Method of Executive Compensation for FY2025

#### (1) Total amount of executive compensation for FY2025

Number of eligible persons			Total amount of compensation (million yen)	Amount by type of compensation (million yen)			
				Fixed compensation (monetary)	Variable compensation		
					Annual bonus (monetary)	Medium- to long-term bonus (phantom stock) (monetary)	Medium- to long-term bonus (PSU) (stock compensation)
Directors	Internal	3	18	18	-	-	-
	Outside	9	184	184	-	-	-
Executive Officers		5	1,679	653	702	115	208

(Notes) 1. The table above includes one Director (internal) who retired upon the expiration of his/her term at the conclusion of the Ordinary General Meeting of Shareholders held on March 28, 2025.

2. For the Executive Officers concurrently serving as Directors, compensation in their capacity as a Director is included in the total compensation for Directors (internal), and compensation in their capacity as an Executive Officer is included in the total compensation for Executive Officers. The three Executive Officers concurrently serving as Directors are therefore counted in both Directors (internal) and Executive Officers.
3. The content, calculation method, etc. of the performance metrics for annual bonus and medium- and long-term bonus for FY2025 are as described in "2) Annual bonus and 3) Medium- to long-term bonus" in "2. Policy for Determining the Amount or Calculation Method of Compensation for Directors and Executive Officers for FY2025 (2) Content and calculation of compensation."
4. The amount of annual bonus represents the sum of 1) the amount expensed in the fiscal year under review with respect to the annual bonus for performance in the same fiscal year and 2) the amount of annual bonus for performance in FY2024 actually paid in FY2025 less the amount expensed in FY2024 with respect to such annual bonus.
5. The amount of medium- to long-term bonus represents the amount expensed in the fiscal year under review with respect to the medium- to long-term bonus granted in the same fiscal year. The amount of medium- to long-term bonus (PSU) includes the amount to be paid corresponding to half of the number of vested units.

## (2) Targets and actual results of variable compensation metrics

The performance metric targets used to determine variable compensation are set by the Compensation Committee, based on the macro- and micro-economic environment and the Company's business environment. The metric targets and results for the annual bonus in FY2025 are shown below.

Metric	Weight	Target	Result	Payout rate	Weighted payout rate
Organic growth rate	30%	2.3%	0.5%	50.0%	15.0%
Operating margin	30%	11.7%	14.4%	200.0%	60.0%
Cost metrics	10%	222.2 million GBP	279 million GBP	150.0%	15.0%
Employee engagement score	10%	66 points	66 points	67.0%	6.7%
Ratio of female leaders (excluding the U.S.)		26.9%	25.4%		
GHG emissions (Scope 1+2) (excluding the U.S.)		11,925.4 t CO <sub>2</sub> e	10,164 t CO <sub>2</sub> e		
Individual performance evaluation	20%	-	-	0.0% (Note)	20.0%
				Annual bonus payout rate	116.7%

- (Notes)
- The results for employee engagement score, ratio of female leaders (excluding the U.S.), and GHG emissions (excluding the U.S.) have been calculated based on unaudited preliminary figures and may therefore differ from the final results.
  - The payout rate when the target is met (100%) has been shown for the individual performance evaluation, as the targets, results, and payout rates differ between individuals.

The targets and results for the performance-based stock compensation (medium- to long-term bonus) granted in FY2023 are shown below. Performance-based stock compensation (medium- to long-term bonus) is paid based on the results of metrics over a rolling period of three consecutive fiscal years. As three fiscal years have not yet passed for performance-based stock compensation (medium- to long-term bonus) granted in FY2024 onwards, there are no results for the metrics.

### Performance-based stock compensation for FY2023

(Performance evaluation period: FY2023 to FY2025)

Metric	Weight	Target	Result	Payout rate	Weighted payout rate
Total shareholder return (TSR)	20%	VS. Tokyo Stock Price Index (TOPIX) including dividends 100%	43.89%	0%	0%
	30%	VS. Average TSR for 2 <sup>nd</sup> and 3 <sup>rd</sup> place in peer group 133.59%	80.92%	0%	0%
Consolidated underlying operating profit	50%	Compound annual growth rate (CAGR) 8.00%	(7.64%)	0%	0%
				Percentage vested	0%

### (3) Activities of the Compensation Committee

In FY2025, the Compensation Committee (consisting of one chair and two members, all three of whom are independent Outside Directors) met 10 times. The main matters deliberated and decided on by the Committee during FY2025 were as follows.

January to March	April to June	July to September	October to December, 2025
(4 times)	(3 times)	(once)	(twice)
(FY2024 compensation) • Deliberation on variable compensation amounts • Decision on individual performance evaluation (FY2025 compensation) • Revision of the incentive system • Establishment of financial metric targets, etc. for variable compensation • Establishment of individual performance targets	(Executive compensation in general) • Revision of regulations related to executive compensation (FY2025 compensation) • Establishment of financial metric targets, etc. for variable compensation	(Executive compensation in general) • Revision of regulations related to executive compensation	(FY2026 compensation) • Resolution on individual compensation for newly appointed executives • Review of compensation for Outside Directors • Revision of the incentive system

The Compensation Committee has deliberated from a range of perspectives, including comparison with external entities and information supplied by an external consulting firm, and has confirmed that the content of compensation for the Directors and Executive Officers is consistent with the determination policy described in 2 above. Therefore, the Committee has determined that the content of individual compensation for the Directors and Executive Officers for the fiscal year under review is in line with the said policy.

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Amounts in this business report less than one full unit have been rounded down.

# Memo for Shareholders

Fiscal year	January 1 to December 31	Administrator of the shareholders' register	Mitsubishi UFJ Trust and Banking Corporation
Record date	December 31 (year-end dividend) June 30 (interim dividend)	Agency administrating special accounts	Mitsubishi UFJ Trust and Banking Corporation
Trading unit	100 shares	Method of displaying public notices	Published in The Nikkei newspaper
Listing	Prime Market of the Tokyo Stock Exchange		

Information concerning the buyback and additional purchase system for numbers of shares less than one trading unit (fractional shares)

Numbers of shares less than one trading unit (hereinafter "fractional shares") cannot be traded on the stock exchange, so the Company has prepared the following system for those shareholders who wish to dispose of fractional shares.

Please inquire at the brokerage firm or other agency where you opened your account. Where the fractional shares are held in a special account, please direct inquiries to the agency administrating special accounts.

(1) Buyback of fractional shares

Fractional shares may be sold back to the Company.

(2) Additional purchase of fractional shares

Additional fractional shares may be purchased from the Company to bring the total number of fractional shares up to one trading unit (100 shares), and combined into one trading unit.

Contacts for share procedures:

Administrator of the shareholders' register (contact details) Mitsubishi UFJ Trust and Banking Corporation Stock Transfer Agency Department  
1-1 Nikkocho, Fuchu-shi, Tokyo  
Phone: 0120-232-711  
(toll-free, reception hours: 9:00 AM to 5:00 PM excluding weekends and public holidays)  
Postal address:  
Mitsubishi UFJ Trust and Banking Corporation Stock Transfer Agency Department  
P.O. Box 29, Shin Tokyo Post Office 137-8081

Agency administrating special accounts Mitsubishi UFJ Trust and Banking Corporation Stock Transfer Agency Department  
1-1 Nikkocho, Fuchu-shi, Tokyo  
Phone: 0120-232-711  
(toll-free, reception hours: 9:00 AM to 5:00 PM excluding weekends and public holidays)  
Postal address:  
Mitsubishi UFJ Trust and Banking Corporation Stock Transfer Agency Department  
P.O. Box 29, Shin Tokyo Post Office 137-8081



Share-related inquiries

- (3) Shares held in an account at a brokerage firm or other agency  
Please inquire at the brokerage firm or other agency where you opened the account.  
The administrator of the shareholders' register cannot respond to these inquiries.
- (4) Shares held in a special account  
Please contact the agency administrating special accounts.
- (5) Unclaimed dividends and mail from the Company  
Please contact the administrator of the shareholders' register

# Dentsu Group's General Meeting of Shareholders venue access map

## Venue: Belle Salle Shiodome

B1, Sumitomo Realty & Development Shiodome  
Hamarikyu Building  
8-21-1, Ginza, Chuo-ku, Tokyo

Staff will be positioned along the route through the **underground walkway** from the direction of Shimbashi Station to guide you.

## Shimbashi Station (10 minutes by foot)

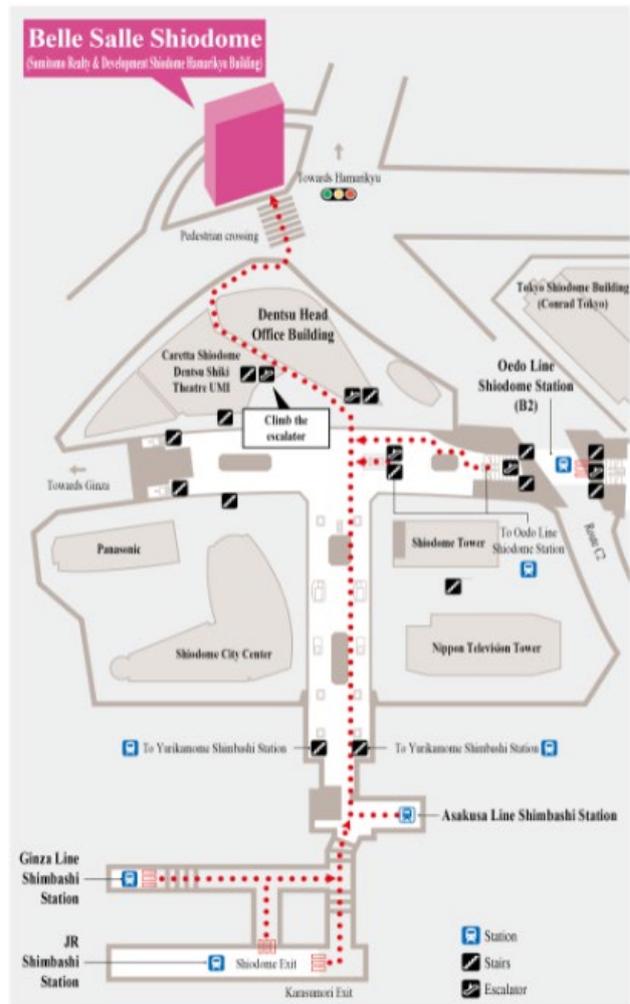
- JR                      Karasumori Exit or Shiodome Exit
- Toei                    JR Shimbashi Station
- Asakusa                Shiodome underground gate
- Line
- Tokyo Metro        Gate for JR Line
- Ginza Line

## Shiodome Station (5 minutes by foot)

- Toei                    Exit for Shimbashi Station
- Oedo Line

### Requests:

- \* Please refrain from traveling to the meeting by car, as heavy traffic is expected in the roads and car parks in the vicinity of the venue on the day.
- \* No gifts or souvenirs have been prepared for shareholders who attend the General Meeting of Shareholders. We request your understanding in this matter.



Note: Buildings, stores, etc. shown on the access map are as of February 2026.