Corporate Governance Report

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Dentsu Inc.
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The status of Dentsu's corporate governance is as follows.

I Basic Policy for Corporate Governance, Capital Structure, Corporate Attributes, and Other Basic Information

1. Basic Policy

Dentsu Inc. (the "Company") is a company with an Audit and Supervisory Committee and it strives to (i) promote expeditious decision-making by delegating certain authority from the Board of Directors to the management (i.e., executive officers), (ii) strengthen the monitoring function of the Board of Directors with respect to business execution and (iii) enhance effectiveness of auditing and internal control, in order to enhance corporate value.

Under such system, the Company will put effective corporate governance into practice based on the following basic policy in order to fulfill its responsibilities to its stakeholders (such as its shareholders, clients, employees and local communities) and to ensure sustainable growth and enhance mid- to long-term corporate value.

(1) To respect shareholders' rights and ensure their equal treatment
(2) To consider the interests of stakeholders, and cooperate with them appropriately
(3) To appropriately disclose company information and ensure transparency
(4) To enhance the effectiveness of the supervisory function of the Board of Directors concerning business execution
(5) To engage in constructive dialogue with shareholders who have an investment policy that conforms to the mid- to long-term interests of shareholders

For the Company's response policy to the Corporate Governance Code, please also refer to Dentsu's Corporate Governance Policy.

☞ Corporate Governance Policy http://www.dentsu.com/whoweare/cgp.html

[Reasons for not implementing certain principles of the corporate governance code]

[Supplementary Principles 4-10-1] (Involvement and advice of independent outside directors by establishing an independent advisory committee)

The Company has no independent advisory committees, such as optional nomination and compensation committees. However, in order to realize objective and transparent procedures for nominations, appointments, dismissals and remuneration decisions for directors and executive officers, we provide explanations to independent outside directors and consult with them when deciding individual compensation for directors who are not members of the Audit and Supervisory Committee and executive officers. Moreover, the Company is considering a shift to a pure holding company structure by January 2020, and at the same time, will consider establishing nominating and remuneration committee(s) by FY2020.

[Disclosure based on the principles of the corporate governance code]

[Principle 1.4 Cross-Shareholdings]

In order to enhance mid- to long-term corporate value by maintaining and strengthening business relationships with its business partners and other similar parties, it is possible that, apart from pure investment, the Company will hold shares in listed companies that are the Company's business partners.

Of such shareholdings strategically held by the Company, the Board of Directors reviews and considers reducing individual stocks from the viewpoint of whether the profit and related profits, such as the dividend and related

profits, are higher than the target capital costs of the Company's stocks, or whether the stock ownership contributes to the maintenance and enhancement of the business relationship with the investee company and the promotion of collaboration.

The Company shall exercise the voting rights of such shares at general meetings of shareholders of the relevant companies considering, on a proposal-by-proposal basis, the enhancement of corporate value of such companies and the mid- to long-term increase in economic profit of the Company and its group companies, taken as a whole, to ensure appropriate voting. With respect to important shareholdings strategically held by the Company, how the votes of such shares are exercised shall be reported to the Board of Directors.

[Principle 1.7 Related Party Transactions]

The rules of officers of the Company provide that directors who enter into business competition transactions or conflict of interest transactions stipulated in the Companies Act with the Company shall explain the transactions to the Board of Directors and obtain approval from the same. The rules also provide that such directors shall report the status of such transactions thereafter. The Board of Directors shall strictly implement the rules and appropriately monitor the relevant transactions.

In addition, apart from the transactions stipulated in the Companies Act, the Company shall submit a questionnaire to each director once a year to ascertain whether there is any transaction between the Company and any directors of the Company or consolidated subsidiaries or their close relatives. Other related party transactions, including those with major shareholders, shall be properly disclosed in accordance with applicable laws and regulations, such as the Companies Act or the Financial Instruments and Exchange Act, and applicable rules of the Tokyo Stock Exchange.

[Principle 2-6] (Fulfilling functions as an asset owner of corporate pension)

In April 2015, the Company moved to a defined contribution pension plan. In light of the fact that the operation of the Company's pension funding will have an impact on building the stable assets of employees, as well as on the state of the Company's finances, we are hiring new staff with specialized capabilities and systematically appointing and assigning personnel with appropriate qualities, in order to enable the organization in charge of pension management to carry out appropriate activities such as monitoring asset management institutions. We are also receiving appropriate advice from outside experts.

[Principle 3.1 i) Company Objectives (e.g., business principles), business strategies and business plans]

Under the corporate philosophy of the Company group, "Good Innovation.," the Company shall offer value to clients by resolving their problems through its core competence in the field of marketing communication. Further, the Company shall not only bring brightness and energy to the world, but shall also aim to create new social value and realize a sustainable society by putting its corporate philosophy into practice against continuous challenges.

To realize the above, pursuing the best corporate governance is important. The Company shall ensure sustainable growth and enhance the mid- to long-term corporate value through transparent and fair decision-making, effective use of management resources and expeditious and resolute decision-making.

Please also refer to the Company's website.

☞Corporate philosophy http://www.dentsu.com/whoweare/philosophy.html

[Principle 3.1 ii) Basic views and guidelines on corporate governance]

To realize the Company's aim to create new social value and realize a sustainable society, pursuing the best corporate governance is important. The Company shall ensure sustainable growth and enhance mid- to long-term corporate value through transparent and fair decision-making, effective use of management resources and expeditious and resolute decision-making.

For the above purposes, the Company shall work on enhancing corporate governance in accordance with the basic concepts below.

(1) To respect shareholders' rights and ensure their equal treatment
(2) To consider the interests of stakeholders, and cooperate with them appropriately
(3) To appropriately disclose company information and ensure transparency
(4) To enhance the effectiveness of the supervisory function of the Board of Directors concerning business execution
(5) To engage in constructive dialogue with shareholders who have an investment policy that conforms to the mid- to long-term interests of shareholders

[Principle 3.1 iii) Board policies and procedures in determining the remuneration of the senior management and

directors]

Concerning remuneration for Inside Directors who are not Audit and Supervisory Committee members, a performance-linked framework is in place in order to focus on the mid- to long-term profit of shareholders and to enhance motivation for maximizing the corporate value of the Company.

The portion of the performance-linked bonus under the model business results accounts for 40% of the total remuneration, the index for performance evaluation of business results is consolidated operating profit, and the total amount of bonus remuneration varies in accordance with the level of achievement of the budget.

The remuneration of Outside Directors who are not Audit and Supervisory Committee members shall be monthly remuneration alone considering their duties.

The total amount of fixed monthly salaries and performance-linked bonuses of Directors who are not Audit and Supervisory Committee members shall be within the remuneration limit (within 1.2 billion yen per year) approved at the 167th Ordinary General Meeting of Shareholders.

The amount of remuneration of each director who is not a member of the Audit and Supervisory Committee (including that for the role of executive officers) will be determined by a resolution of the Board of Directors within the above limit of remuneration to be approved at the same General Meeting of Shareholders; and from the view point of ensuring transparency, such decision will be made considering the opinions of the Independent Outside Directors after explaining to them the reasonableness of the amount of remuneration.

Remuneration to Directors who are Audit and Supervisory Committee members will consist solely of a fixed monthly salary in exchange for the execution of their duties. The gross amount of this monthly salary will be determined within the remuneration limit (within 150 million yen per year) approved at the 167th Ordinary General Meeting of Shareholders.

The amount of remuneration of each Director who is a member of the Audit and Supervisory Committee will be determined through deliberation by Directors who are Audit and Supervisory Committee members within the above limit of remuneration approved at the same General Meeting of Shareholders.

In order to further motivate board members and executive officers to carry out their mission of "mid-to long-term strategy," we are planning to introduce a mid-to long-term incentive plan, which is a type of equity remuneration system based on performance. In addition, we are also planning to review the monthly salary and annual compensation. With regard to the Performance-based Stock Compensation Plan, we intend to submit the necessary proposals for the application of the system to the 170th Ordinary Meeting of Shareholders held in March 2019.

[Principle 3.1 iv) Board policies and procedures in the appointment and dismissal of the senior management and the nomination of Director candidates]

Standards in nominating Director candidates who are not Audit and Supervisory Committee members shall be stipulated in the rules of officers of the Company, and mainly those who have the attributes stated below shall be nominated as such candidates.

(1) A person who is able to make determinations from a company-wide viewpoint
(2) A person who has expertise with respect to this Company’s business
(3) A person who has remarkable business judgment and ability in business execution
(4) A person who has remarkable leadership, foresight and decision and planning ability
(5) A person who has character and insight suitable for Inside Directors who are not Audit and Supervisory Committee members

Standards in nominating Director candidates who are Audit and Supervisory Committee members shall be stipulated in the rules of officers of the Company, and mainly those who have the attributes stated below shall be nominated as such candidates.

(1) A person who has the ability to legally and managerially understand the duties of Inside Directors who are Audit and Supervisory Committee members
(2) A person who is able to make determinations from a company-wide viewpoint
(3) A person who has remarkable problem-solving and leadership abilities
(4) A person who fulfills other requirements deemed necessary as Inside Directors who are Audit and Supervisory Committee members

Standards in nominating Outside Director candidates shall be stipulated in the rules of officers of the Company, and mainly those who have the attributes stated below shall be nominated as such candidates.

(1) A person who has extensive experience in management or who is a professional in legal, accounting, finance and other such fields

(2) A person who can be independent of the representative director of the Company
(3) A person who has character and insight suitable for Outside Directors

In nominating Directors who are not Audit and Supervisory Committee members, the Representative Director will submit his candidate plan and, in order to secure transparency, explain to the Independent Outside Directors, the reason, suitability and other factors for such nomination. Considering the opinions of such Independent Outside Directors, candidates shall be decided upon by the Board of Directors. In nominating Directors who are Audit and Supervisory Committee members, the Representative Director will submit his candidate plan, and after receiving approval from the Audit and Supervisory Committee, candidates shall be decided upon by the Board of Directors.

When Directors of the Board or Executive Officers are not deemed to perform or fulfill their functions, explanations of these situations are presented to each independent outside director and based on the opinions formed by such independent directors, objective and transparent procedures for discharge will be implemented.

[Principle 3.1 v) Explanations by the Board of Directors with respect to the individual appointments, dismissal and nominations of the senior management and the candidates for Directors]

The reasons for the nomination of each Director candidate shall be described in the reference material of an Ordinary General Meeting of Shareholders regarding the proposals for the appointment of each director.

[Supplementary Principle 4.1.1 Scope delegated to the management]

The Company is a company with an Audit and Supervisory Committee and transfers authority for important business execution in part from the Board of Directors to the Executive Officers to establish an expeditious and effective business execution system. At the same time, the Company is working to enhance the Board of Directors' supervisory function of directors over business execution.

Positioned under the Board of Directors is the "Group Executive Management Committee" consisting of Representative Directors and Executive Officers, including Executive Directors, which makes decisions on important business matters concerning the entire Dentsu Group and deliberates on matters to be decided by the Board of Directors.

Moreover, while authority for Group Companies in Japan has been transferred to "Dentsu Domestic Board," the "Dentsu Aegis Network Board of Directors" has been established for the international business, thereby dividing the business execution system into Japan business sector and the international business sector, and each has responsibility for profit and authority delegated.

The Internal Control/Compliance Committee has been established, which is accorded responsibility by the Board of Directors for internal control and risk management, to enhance effectiveness of internal control and risk management.

[Principle 4.8 Effective use of independent directors (policy for efforts when it is deemed necessary to appoint at least one-third of directors as independent directors)]

The number of Directors will be 12 (no more than 15 as the Articles of Incorporation stipulate) and four Directors (one third of the total members of the board of directors) will be Independent Outside Directors.

[Principle 4.9 Independence standards and qualification for independent directors]

The Company established Independence Standards for Outside Directors at Dentsu Inc. in November 2015. Please refer to the Company's website.
☞Independence Standards for Outside Directors http://www.dentsu.com/vision/isod.html

[Supplementary Principle 4.11.1 View on the appropriate balance between knowledge, experience, and skills of the Board as a whole and on diversity and appropriate board size]

The Company's Articles of Incorporation stipulate the number of Directors to be no more than 15, and as of March 29, 2018, 12 Directors (of which four are Independent Outside Directors) comprise the Board of Directors.

Diversity including gender and nationality; and balanced experience, insight and capability are among the factors that are considered in nominating members of the Board of Directors.

[Supplementary Principle 4.11.2 Concurrent posts of directors as officers at other listed companies]

Directors may concurrently serve as directors, corporate auditors or officers of other listed companies only to the reasonable extent that they are able to devote their necessary time and effort to appropriately fulfill their roles and

responsibilities as officers of the Company and after following necessary procedures and obtaining approval by the Board of Directors. Important concurrent posts of Directors will be disclosed in the reference material of the relevant general meeting of shareholders and a business report under applicable laws and regulations, as well as on the Company's website.

☞ Significant Concurrent Positions of Directors
http://www.dentsu.com/whoweare/summary/directors/concurrentposts.html

[Supplementary Principle 4.11.3 Analysis and evaluation of the Board's effectiveness as a whole and disclosure of the summary of the results]

To continuously increase the effectiveness of the Board of Directors, the Company implemented surveys to all Directors regarding the effectiveness and appropriateness of corporate supervision by the Board of Directors and analysis and evaluation were performed by a third-party institution. Upon receiving reports regarding the results from the secretariat of the Board of Directors, the Board of Directors conducted analysis and evaluation on the overall effectiveness of the Board of Directors.

According to the analysis and evaluation of the fiscal year ended December 31, 2017, the composition, operation and content of deliberations of the Board of Directors are generally appropriate, adequate deliberations are being made via active exchange of opinions, etc., and it was confirmed that the effectiveness and appropriateness of management supervision by the Board of Directors has been secured. Meanwhile, issues have been discovered in points such as 1) appropriate allocation of time for deliberation according to the degree of importance of agenda items, 2) periodic reporting regarding the state of progress of important strategies, 3) strengthening monitoring of compliance and the whistleblower system, and 4) respond to feedback from investors. By aiming to improve these issues in the future, the Company will work to further improve the effectiveness and appropriateness of the monitoring of management by the Board of Directors.

[Supplementary Principle 4.14.2 Training policy of directors]

Directors and executive officers shall be given opportunities for gaining indispensable knowledge for their offices and for continuous training so that they may perform their roles and responsibilities appropriately.

Currently, when they become Directors (excluding Outside Directors) or executive officers, the Company provides them with lectures conducted by inside and outside experts with respect to the Company's strategies of management, business, finance and other applicable fields and important matters and laws and regulations related thereto, and enables them to acquire and update the knowledge required for their offices. They are also given opportunities through discussion to find issues to be addressed by the Company group and solutions thereto. Moreover, after becoming Directors (excluding Outside Directors) or executive officers, they are given opportunities to hold study seminars every month to gain the latest information as to the best practices for various megatrend issues.

When new Outside Directors assume their offices, they are provided with an explanation of the business, organization structure and other related matters of the Company, and after assuming their offices, the necessary information related to issues to be addressed by the Company shall be provided to them periodically.

The contents of lectures and other training matters will be reviewed as necessary.

[Principle 5.1 Policy for constructive dialogue with shareholders]

The Company is working on enhancing its mid- to long-term corporate value by disclosing various information, such as management strategy, financial information and non-financial information to shareholders and investors in a timely and proper manner and continuously engaging in constructive dialogue with shareholders and investors through IR activities.

More specifically, mainly the CEO, CFO and officers in charge of IR and disclosure carry out various activities, such as regular meetings with analysts and institutional investors, roadshows both within and outside of Japan to visit investors individually, and sufficient information disclosure on the Company's website. The Company has established an IR Department as a special section so that such activities may effectively function, and the IR Department closely cooperates with the Corporate Strategy Division, Finance and Accounting Division, Legal Division and other relevant sections.

Opinions and requests obtained through IR and other activities are reported to the Group Executive Management Committee or the Board of Directors and utilized in the discussions for enhancement of corporate value.

The Company has established the information control committee to appropriately control insider information and provides a "silent period" during which the Company must withhold dispatching information with respect to financial results.

The Company also conducts a survey of its beneficial shareholders periodically and attempts to grasp the share

ownership structure.

For details, please refer to “Disclosure Policy” (established in September 2018) on the Company's website.

☞Disclosure Policy

http://www.dentsu.com/ir/stockandratings/constructivedialogue.html

2. Capital Structure

Ratio of Shares Held by Foreigners	Over 20%, under 30%

[Status of Major Shareholders]

Shareholder	Number of Shares Held	% of Total Shares Issued
The Master Trust Bank of Japan, Ltd. (trust accounts)	31,329,200	11.11
Japan Trustee Services Bank, Ltd. (Trust accounts)	19,375,500	6.87
Kyodo News Japan	18,988,800	6.74
Jiji Press, Ltd.	16,678,680	5.92
State Street Bank and Trust Company 505001	7,955,155	2.82
Group Employees’ Stockholding Association	5,963,698	2.12
Mizuho Bank, Ltd.	5,000,000	1.77
Yoshida Hideo Memorial Foundation	4,984,808	1.77
Recruit Holdings Co., Ltd.	4,929,900	1.75
Japan Trustee Services Bank, Ltd. (Trust account 5)	4,439,000	1.57

Controlling shareholder (excluding parent company)	–
Parent company	None

3. Corporate Attributes

Listed exchange and market segment	Tokyo First Section
Accounting period	December
Industry	Service
(Consolidated) Number of employees at the end of the previous business year	Over 1,000
(Consolidated) volume of sales at the end of the previous business year	Over 1 trillion yen
Number of companies (consolidated) at the end of the previous business year	Over 300 companies

4. Policy on the Protection of Minority Shareholders in Transactions, etc., with the Controlling Shareholder

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5. Other Special Circumstances that May Have Significant Impact on Corporate Governance

Dentsu owns a listed subsidiary, Information Services International-Dentsu, Ltd. (listed on the First Section of the Tokyo Stock Exchange).

In order to secure appropriate business execution within the corporate group and group-wide optimization of the corporate group, Dentsu dispatches Directors and Corporate Auditors to said subsidiary. However, in principle, the Company respects decisions made by the management team of said subsidiary and makes efforts so as not to unjustly compromise the interests of said subsidiary, shareholders other than the Company, and other stakeholders of said subsidiary.

Ⅱ Status of Decision-making, Execution, and Supervision of Management and Other Corporate Governance Structures

1. Items Pertaining to Organizational Composition, Organizational Operation, etc.

Organizational format	Company with an Audit and Supervisory Committee

[Board of Directors]

Number of Directors in the Articles of Incorporation	15 persons
Term of office of Directors in the Articles of Incorporation	One year
Chairman of the Board of Directors	President
Number of Directors	12 persons
Status of the appointment of Outside Directors	Appointed
Number of Outside Directors	4 persons
Number of Outside Directors specified as Independent Directors	4 persons

Relationship with the Company (1)

Name	Attribute	Relationship with the Company										
		a	b	c	d	e	f	g	h	i	j	k
Nobuko Matsubara	Other											
Atsuko Toyama	Other										△	
Toshiaki Hasegawa	Lawyer											
Kentaro Koga	Academic											

*j: Business executor (person in question only) of an organization to which listed companies give donations

Relationship with the Company (2)

Name	Member of the Audit and Supervisory Committee	Independent Director	Supplementary Explanation Regarding a Compliant Item	Reason for Appointment
Nobuko Matsubara		○		<Reason for Appointment as an Outside Director> Ms. Nobuko Matsubara has long worked on the labor policies of Japan in the Ministry of Labour (currently the Ministry of Health, Labour and Welfare), and has specialized expertise and a wealth of experience concerning labor problems. As Director of the Company since March 2017, she has actively provided opinions and advice, etc., contributing to improvement of operational governance of the Company. In light of these achievements, it has been judged that she can be expected to utilize her experience, etc., in the supervision of management and ensuring working environment, etc. as an Outside

				Director who is not an Audit and Supervisory Committee Member. Although she has not been involved in corporate management in the past aside from roles as an Outside Director, due to the above mentioned expertise and experience gained from serving at various executive positions in the Ministry of Labour (currently the Ministry of Health, Labour and Welfare), the Company believes that she will continue to appropriately execute her duties as an Outside Director who is not an Audit and Supervisory Committee Member of the Company. <Reason for Designation as an Independent Director> By the independence standards established by the Tokyo Stock Exchange (Guidelines concerning Listed Company Compliance, etc. III. 5. (3) -2) and Dentsu's independence standards for outside directors established based on these guidelines, there is no reason to deny independence, nor is there any particular reason to believe that there is a risk of a conflict of interest with general shareholders. Therefore, the Company designates Ms. Matsubara as an independent director.
Atsuko Toyama	○	○	Ms. Atsuko Toyama, an independent outside director who is a member of the Audit and Supervisory Committee, was Chief Director of NPO National Council on Fujisan World Heritage, but resigned effective February 28, 2017. Although Dentsu is a corporate supporter of said NPO, the amount that the Company contributes is extremely small and does not affect Ms. Toyama's independence.	<Reason for Appointment as an Outside Director> Ms. Atsuko Toyama possesses a wealth of expertise and experience concerning educational administration and promotion of sports and culture from her experience as a Cabinet Minister as the Minister of Education, Culture, Sports, Science and Technology. As an Outside Director who is an Audit and Supervisory Committee Member of the Company, utilizing her wealth of experience in educational and cultural administration, she has actively provided opinions and advices,

				etc., contributing to improvement of corporate governance of the Company. In light of these achievements, it has been judged that she can be expected to continue to utilize her experience, etc., in the audit of management. Although she has not been involved in corporate management in the past aside from roles as an Outside Director or Outside Audit & Supervisory Board Member, due to her contribution to securing the soundness of the Company's management as Outside Director who is an Audit and Supervisory Committee Member of the Company, the Company believes that she will continue to appropriately execute her duty as an Outside Director who is an Audit and Supervisory Committee Member. <Reason for Designation as an Independent Director> By the independence standards established by the Tokyo Stock Exchange (Guidelines concerning Listed Company Compliance, etc.III. 5. (3)-2) and Dentsu's independence standards for outside directors established based on these guidelines, there is no reason to deny independence, nor is there any particular reason to believe that there is a risk of a conflict of interest with general shareholders. Therefore, the Company designates Ms. Toyama as an independent director.
Toshiaki Hasegawa	○	○	Lawyer	<Reason for Appointment as an Outside Director> Mr. Toshiaki Hasegawa has specialized expertise and wealth of experience as an international business lawyer. As an Outside Director who is an Audit and Supervisory Committee Member of the Company, he has actively provided opinions and advice, etc., from a legal viewpoint, contributing to improvement of

				corporate governance of the Company. In light of these achievements, it has been judged that he can be expected to continue to utilize his experience, etc., in the audit of management. Although he has not been involved in corporate management in the past aside from roles as Outside Director or Outside Audit & Supervisory Board Member, due to his contribution to securing the soundness of the Company's management as Outside Director who is an Audit and Supervisory Committee Member of the Company, the Company believes that he will continue to appropriately execute his duty as an Outside Director who is an Audit and Supervisory Committee Member. <Reason for Designation as an Independent Director> By the independence standards established by the Tokyo Stock Exchange (Guidelines concerning Listed Company Compliance, etc.III. 5. (3)-2) and Dentsu's independence standards for outside directors established based on these guidelines, there is no reason to deny independence, nor is there any particular reason to believe that there is a risk of a conflict of interest with general shareholders. Therefore, the Company designates Mr. Hasegawa as an independent director.
Kentaro Koga	○	○	Associate Professor, Graduate School of International Corporate Strategy,Hitotsubashi University	<Reason for Appointment as an Outside Director> Mr. Kentaro Koga has specialized expertise and wealth of experience on accountancy as an associate professor at a graduate school. As an Outside Director who is an Audit and Supervisory Committee Member of the Company, he has actively provided opinions and advice, etc., from an economical viewpoint, contributing to

				improvement of corporate governance of the Company. In light of these achievements, it has been judged that he can be expected to continue to utilize his experience, etc., in the audit of management. Although he has not been involved in corporate management in the past aside from roles as Outside Director or Outside Audit & Supervisory Board Member, due to his contribution to securing the soundness of the Company's management as Outside Director who is an Audit and Supervisory Committee Member of the Company, the Company believes that he will continue to appropriately execute his duty as an Outside Director who is an Audit and Supervisory Committee Member. <Reason for Designation as an Independent Director> By the independence standards established by the Tokyo Stock Exchange (Guidelines concerning Listed Company Compliance, etc.III. 5. (3)-2) and Dentsu's independence standards for outside directors established based on these guidelines, there is no reason to deny independence, nor is there any particular reason to believe that there is a risk of a conflict of interest with general shareholders. Therefore, the Company designates Mr. Koga as an independent director.

[Audit and Supervisory Committee]

	All Members (Persons)	Permanent Member (Persons)	Directors (Persons)	Outside Directors (Persons)	Chair
Audit and Supervisory Committee	4	1	1	3	Director

Existence of Directors and employees to aid the duties of the Audit and Supervisory Committee	Yes

Audit and Supervisory Committee and employees' independence from executive directors

As a structure to perform assistant work by such director and employees for the Audit and Supervisory Committee, such

as secretariat work of the Audit and Supervisory Committee related to items pertaining to the independence of executive Directors, the Company has established the Audit and Supervisory Committee Office. The Company positions dedicated staff in this organization as a structure to receive instructions and orders from the Audit and Supervisory Committee to perform evaluations, personnel transfers, etc., with approval from the Audit and Supervisory Committee. This ensures independence from business executive departments and effectiveness of instructions from the Audit and Supervisory Committee.

Status of Cooperation between Audit and Supervisory Committee, Independent Auditors, and Internal Auditing Section

The Audit and Supervisory Committee will request reporting from the Company's Independent Auditors and the internal audit section as necessary with respect to the process and results of their respective audits, and ensure communications among the relevant parties through exchanging necessary information. They may also request reporting from the internal audit section concerning the status of establishment and operation of internal control.

[Voluntary Committees]

Voluntary committees equivalent to a nomination committee or remuneration committee	None

[Independent Directors]

Number of Independent Directors	4 persons

Other Items Pertaining to Independent Directors

All Outside Directors who fulfill the requirements of independent directors are designated as Independent Directors.

[Incentive]

Status of Measures Related to Incentives for Directors	Introduction of a performance-linked remuneration system

Supplementary Explanation Regarding Said Item

Concerning remuneration for Directors who are not Audit and Supervisory Committee members, a performance-linked framework is in place. The performance-linked bonus portion for model business results accounts for 40 % of overall remuneration and the index for performance evaluation of business results is consolidated operating profit, which varies according to the level of achievement.

In order to further motivate board members and executive officers to carry out their mission of "mid-to long-term strategy," we are planning to introduce a mid-to long-term incentive plan, which is a type of equity remuneration system based on performance. In addition, we are also planning to review the monthly salary and annual compensation. With regard to the Performance-based Stock Compensation Plan, we intend to submit the necessary proposals for the application of the system to the 170th Ordinary Meeting of Shareholders held in March 2019.

Those granted stock options	–

Supplementary Explanation Regarding Said Item

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[Directors' Remuneration]

Status of Disclosure (of Individual Director's Remuneration)	Individually disclosed in part

Supplementary Explanation Regarding Said Item

The total amount of remuneration for Directors who are not Audit and Supervisory Committee members in the year ended December 2017 was 367 million yen (including a total of 11 million yen in remuneration to Outside

Directors), of which the monthly salary accounted for 261 million yen (including a total of 11 million yen in remuneration to Outside Directors) and the performance-linked bonus accounted for 106 million yen. The total amount of remuneration for Directors who are Audit and Supervisory Committee members was 81 million yen (including a total of 45 million yen in remuneration to Outside Directors). Total consolidated remuneration to Director Timothy Andree was 301 million yen.

Details are as described in the securities report.

Policy on deciding remuneration amounts and their calculation method	Yes

Disclosure of Remuneration Amounts and Their Calculation Method

Concerning remuneration for Directors who are not Audit and Supervisory Committee members, a performance-linked framework is in place in order to focus on the mid- to long-term profit of shareholders and to enhance motivation for maximizing the corporate value of the Company.

The portion of the performance-linked bonus under the model business results accounts for 40% of the total remuneration, the index for performance evaluation of business results is consolidated operating profit, and the total amount of bonus remuneration varies in accordance with the level of achievement of the budget.

Remuneration to Outside Directors who are not Audit and Supervisory Committee members, however, will consist solely of fixed monthly remuneration because of the nature of their duties.

The total amount of fixed monthly salaries and performance-linked bonuses shall be within the remuneration limit (within 1.2 billion yen per year) approved at the 167th Ordinary General Meeting of Shareholders. The amount of remuneration of each Director who is not a member of the Audit and Supervisory Committee (including that for the role of executive officers) will be determined by a resolution of the Board of Directors within the above limit of remuneration approved at the same General Meeting of Shareholders; and from the view point of ensuring transparency, such decision will be made considering the opinions of the Independent Outside Directors after explaining to them the reasonableness of the amount of remuneration.

Remuneration to Directors who are Audit and Supervisory Committee members will consist solely of a fixed monthly salary in exchange for the execution of their duties. The gross amount of this monthly salary will be determined within the remuneration limit (within 150 million yen per year) approved at the 167th Ordinary General Meeting of Shareholders.

The amount of remuneration of each Director who is a member of the Audit and Supervisory Committee will be determined through deliberation by Directors who are Audit and Supervisory Committee members within the above limit of remuneration approved at the same General Meeting of Shareholders.

[Support Structure for Outside Directors]

The secretariat of the Board of Directors reports to Outside Directors on the agenda, etc., beforehand when Meetings of the Board of Directors are held. Additionally, as the section in charge of aiding Audit and Supervisory Committee members, the Audit and Supervisory Committee Office was established, where dedicated staff engage in all work related to the duties of Audit and Supervisory Committee members in order to support them.

[Status of those who retired from representative directors, etc.]

Names of Advisors, etc who retired representative directors, etc.

Name	Title	Activity	Full time or not Remuneration, etc	Date of retirement from CEO	Term
Tateo Mataki	Corporate Advisor	Industry group or economic organizations, etc.	Full time No remuneration	June 28, 2007	One year
Tatsuyoshi Takashima	Corporate Advisor	Industry group or economic organizations, etc.	Full time No remuneration	April 1, 2011	One year
Tadashi Ishii	Executive Advisor	Advising for the executives of the Company	Full time Receive remuneration	January 22, 2017	One year

The total number of Corporate Advisor, etc., who retired from representative directors	3 persons

Other Items

(1) In executing contract with a corporate advisor or executive advisor, deliberation and approval on their roles; and terms and conditions of such contract shall be required by Dentsu Domestic Board to which the Board of Directors entrusts steering business operations in Japan. (2) The term of a corporate advisor or executive advisor shall be one year and approval of Dentsu Domestic Board shall be required if the contract is renewed.

2. Items Pertaining to the Functions of Business Execution, Auditing and Supervision, Nomination, Remuneration Decisions, etc. (Overview of the Current Corporate Governance Structure)

The Company is a company with an Audit and Supervisory Committee and transfers authority for important business execution in part from the Board of Directors to the executive officers to establish an expeditious and effective business execution system. At the same time, the Company is working to enhance the Board of Directors' supervisory function of Directors over business execution.

The Company's Articles of Incorporation stipulate the number of Directors to be no more than 15, and as of December 27, 2018, 12 Directors (of which four are Outside Directors) comprise the Board of Directors and four Directors who are Audit and Supervisory Committee members are appointed. Diversity including gender and nationality; balanced experience, insight and capability are among the factors that are considered in nominating members of the Board of Directors.

Of the four Directors who are Audit and Supervisory Committee members, three Outside Directors, and of the eight Directors who are not Audit and Supervisory Committee members, one Outside Director will satisfy the independence standards formulated by the Company and are expected to fulfill a monitoring role on the Board of Directors with respect to business execution by making good use of each Director's extensive experience in his or her respective fields.

Positioned under the Board of Directors is the "Group Executive Management Committee" consisting of Representative Directors and executive officers, including Executive Directors, which makes decisions on important business matters concerning the entire Dentsu Group and deliberates on matters to be decided by the Board of Directors.

Moreover, while authority for Group Companies in Japan has been transferred to "Dentsu Domestic Board," the "Dentsu Aegis Network Board of Directors" has been established for the international business, thereby dividing the business execution system into Japan business sector and the international business sector, and each has responsibility for profit and authority delegated.

In nominating Directors who are not Audit and Supervisory Committee members, the Representative Director will submit his candidate plan and, in order to secure transparency, explain to the Independent Outside Directors, the reason, suitability and other factors for such nomination. Considering the opinions of such Independent Outside Directors, candidates shall be decided upon by the Board of Directors. In nominating Directors who are Audit and Supervisory Committee members, the Representative Director will submit his candidate plan, and after receiving approval from the Audit and Supervisory Committee, candidates shall be decided upon by the Board of Directors.

The amount of remuneration of each Director who is not a member of the Audit and Supervisory Committee (including that for the role of executive officers) will be determined by a resolution of the Board of Directors within the limit of remuneration to be approved at the 167th Ordinary General Meeting of Shareholders; and from the view point of ensuring transparency, such decision will be made considering the opinions of the Independent Outside Directors after explaining to them the reasonableness of the amount of remuneration. The amount of remuneration of each Director who is a member of the Audit and Supervisory Committee will be determined through deliberation by Directors who are Audit and Supervisory Committee members within the limit of remuneration approved at the same General Meeting of Shareholders.

In order to further motivate Board Members and Executive Officers to carry out their mission of "mid-to long-term strategy," we are planning to introduce a mid-to long-term incentive plan, which is a type of equity remuneration system based on performance. In addition, we are also planning to review the monthly salary and annual compensation. With regard to the Performance-based Stock Compensation Plan, we intend to submit the necessary proposals for the application of the system to the 170th Ordinary Meeting of Shareholders held in March 2019.

3. Reason for Choosing the Current Corporate Governance Structure

The main role of the Company's Board of Directors is to control the Company strategically along with its corporate philosophy and it chooses a company with an Audit and Supervisory Committee as the structure in order to achieve that objective The Board of Directors delegates a large part of its decision-making authority regarding business execution to the management (including the Representative Director) and urges expeditious and resolute business judgment thereby. The Board of Directors also enhances corporate value by appropriately fulfilling its monitoring function toward overall management, including its management strategy and Medium-term Management Plan.

Ⅲ Status of Measures Pertaining to Shareholders and Other Stakeholders

1. Status of Efforts towards Vitalizing General Meetings of Shareholders and Smooth Exercise of Voting Rights

	Supplemental Explanation
Early sending of convocation notices for General Meeting of Shareholders	Convocation notices are sent not later than three weeks before the date of the General Meeting of Shareholders.
Exercise of voting rights through digital means	Taking into consideration the convenience of shareholders for exercising their voting rights, the Company introduced online voting from the 156th Ordinary General Meeting of Shareholders (held on June 29, 2005). Additionally, Dentsu also made online exercise of voting rights from mobile phones and use of ICJ's voting platform available from the 159th Ordinary General Meeting of Shareholders (held on June 27, 2008).
Participation in a digital voting platform and other efforts aimed at improving the voting environment for institutional investors	Dentsu uses ICJ's voting platform.
Provision of the convocation notice (summary) in English	Since the 166th Ordinary General Meeting of Shareholders (held on June 26, 2015), aimed at enhancing constructive dialogue with shareholders and responding to the increasing ratio of foreign institutional investors, the Company creates an English version of the pre-mailed convocation notice and posts it on the Company's website.
Other	The Company uploads convocation notices on its website before sending date since 2015 so that shareholders may have enough time to prepare for exercising their voting rights. The Company explains the business report, etc., in a visual and easy to understand manner at the General Meeting of Shareholders.

2. Status of IR Activities

	Supplemental Explanation	Explanation from the Representative Director
Preparation and publication of Disclosure Policy	We have enacted a Disclosure Policy to disclose information to shareholders, investors, and securities analysts in a timely, accurate and fair manner in accordance with related laws and regulations such as the Financial Instruments and Exchange Act and the regulations of the Stock Exchange, where our shares are listed. For more information, please visit our website. →Disclosure Policy http://www.dentsu.co.jp/ir/shares/constructivedialogue.html	
Holding of regular briefings for analysts and institutional investors	Briefings on business performances are held twice a year at the timing of the full-year settlement and second quarter settlement. The Company holds roadshows every year and visits individual investors in Japan.	Yes
Holding of regular briefings for foreign institutional	Briefings on business performances are held twice a year at the timing of the full-year settlement and second quarter	Yes

investors	settlement via tele-conference. The Company holds roadshows every year and visits individual foreign investors.	
Posting of IR documents on the website	Earnings announcement materials for analysts and institutional investors and earnings briefing material and other disclosed documents are posted on the Company's website.	
Establishment of a section (persons in charge of) related to IR	IR Department, Corporate Strategy Division	

3. Status of Efforts Pertaining to Respecting the Position of Stakeholders

	Supplemental Explanation
Rules on respecting the position of stakeholders in internal regulations, etc.	Dentsu focuses on all stakeholders, not only on the Dentsu Group, and considers legal compliance, industrial safety and health, human rights protection, social contribution, and environmental protection activities, in order to voluntarily engage in social issues, as the execution of its social responsibility. In order to fulfill its social responsibility, the Company established the Dentsu Group Code of Conduct (posted on the Company's website) which articulates what all Dentsu Group managers and employees must undertake in order to fulfill their respective responsibilities to society and each Dentsu Group company is committed to complying with the Code.
Implementation of environmental protection, CSR, and other activities	The Company's website introduces the status of such activities.
Establishment of policies, etc., pertaining to the provision of information to stakeholders	The Company discloses necessary information properly and in a timely manner in order to prioritize the interests of shareholders. (From the Dentsu Group Code of Conduct)

Ⅳ Items Pertaining to the Internal Control System

1. Basic Policy on the Internal Control System and Status of its Development

The Internal Control System at Dentsu is designed to encourage compliance among directors, executive officers, and employees while it supports continuous corporate development as the Company strives to meet its social responsibilities.

The Company has chosen the Dentsu Group Code of Conduct to define the parameters of acceptable behavior, which ensures that directors, executive officers and employees of Dentsu and its subsidiaries comply with all laws, regulations, and the Articles of Incorporation during the course of their duties and that business is conducted appropriately. The Internal Control/Compliance Committee is charged with creating, operating, and improving the system.

1. Compliance System for Directors, Executive Officers, and Employees

(1) Directors and executive officers must perform their duties appropriately, in accordance with rules such as the Board of Directors' Rules, Rules for the Operation of the Group Executive Management Committee, Directors' Rules, and Executive Officers' Rules.

(2) If a Director or an Executive Officer discovers a violation of the prevailing laws or comes across any other serious compliance-related issue, it is imperative that he/she reports it without delay to the relevant organizations of the Company including the Board of Directors and the Group Executive Management Committee. The Audit and Supervisory Committee must also be immediately advised of the circumstances.

(3) The departments reporting to the CSR Committee create internal policies and manuals and conduct training to improve and enhance the compliance system for employees. The Internal Audit Office, which reports directly to the President & CEO, conducts internal audits.

(4) The Company has set up an internal reporting and proposal system to respond appropriately in the event a law is broken or some other internal compliance issue arises.

(5) If the Audit and Supervisory Committee states opinions on the Company's compliance system or require steps to improve the system, directors and executive officers must respond without delay and make the recommended improvements.

(6) The Company has established a department to facilitate the termination of business relationships with organized crime groups and elements thereof—termed "antisocial forces" in Japan—when a link is discovered and to resolutely refuse any and all future transactions. This department functions as the liaison between the affected in-house divisions and the relevant authorities to expedite an appropriate course of action.

2. System to Ensure Efficient Execution of Duties by Directors and Executive Officers

(1) In addition to meetings of the Board of Directors, Dentsu holds meetings of the Board of Group Executive Management Committee, Dentsu Domestic Board, the Dentsu Aegis Network Board of Directors and Various Committees. These meetings provide opportunities to discuss important matters pertaining to management policy and strategy, and to make executive decisions.

(2) Items resolved at such meetings are communicated to all employees through the corporate structure for prompt reflection in the execution of duties. Urgent items are posted on the internal electronic bulletin board in the interest of rapid dissemination.

3. Storage and Management of Information Related to the Execution of Duties by Directors and Executive Officers

Information concerning the execution of duties by Directors and Executive Officers is stored and managed appropriately, in accordance with the Company's Documentation Management Rules and Information Management Rules.

4. Risk Management System

(1) Dentsu establishes risk management regulations to maintain and improve a structure that precludes the spread of damage or loss and minimizes the impact of risk progression in the event risks become reality. The Company performs self-checks with regard to the situation of risk management under the Internal Control/Compliance Committee, selects key risks to be handled, and implements risk management based on concrete response plans.

(2) The response policy for material risks in management and other material items concerning risk management are reported to the Board of Directors and the Audit and Supervisory Committee.

5. Internal Structure to Support the Audit and Supervisory Committee and their Independent Status

The Company maintains an Audit and Supervisory Committee Office, which consists of employees who assist the Audit and Supervisory Committee in their duties. This office reports directly to the Audit and Supervisory Committee, thereby preserving its independence from Directors and Executive Officers (excluding Directors who are Audit and Supervisory Committee members) and effectiveness of instructions from Audit and Supervisory Committee.

6. System for Reporting to the Audit and Supervisory Committee and Improving Audit Effectiveness

(1) Policies are in place to define issues that Directors (excluding Directors who are Audit and Supervisory Committee members), executive officers, and employees (hereinafter called "officers and employees") of Dentsu and its subsidiaries are required to report to the Audit and Supervisory Committee, while at the same time, the system ensures that significant matters that have an impact on Dentsu's business operations or business results are reported by executives and employees to the Audit and Supervisory Committee in a certain and prompt manner.

(2) In the event that the Audit and Supervisory Committee request information other than that indicated above, executives and employees of Dentsu and its subsidiaries are still required to respond without delay.

(3) It will be ensured that parties who report under the condition of the previous items do not receive harmful treatment as a result of reporting.

(4) Pursuant to laws and regulations, a policy will be defined to account for expenses, etc., incurred during the course of execution of duties by the Audit and Supervisory Committee, and this information will be disseminated to concerned parties.

(5) To enhance audit effectiveness, the Internal Audit Office and Independent Auditors collaborate.

7. Internal Control System for the Dentsu Group, including Subsidiaries

Starting with the following items, matters that subsidiaries must establish and operate as members of the Dentsu Group will be defined, and the establishment, operation, and improvement of the Dentsu Group's internal control system will be promoted.

(1) The Dentsu Group Code of Conduct was drafted as the standard for acceptable corporate behavior and embraces the entire Group, including subsidiaries. Each subsidiary passes a resolution on the adoption of the Code.

(2) In addition to receiving periodic reports from subsidiaries concerning the business operations, business results, and other significant matters that may have a significant effect on the business operation or business results of Dentsu, subsidiaries will request advance approval or report to Dentsu.

(3) Through Dentsu Aegis Network, which oversees each overseas subsidiary within the Dentsu Group, decision-making and business execution in overseas business operations will be made in an efficient manner.

(4) Subsidiaries will define standards pursuant to the Dentsu Group Code of Conduct, and by resolution of a meeting of the Board of Directors, etc., will ensure compliance and risk management as members the Dentsu Group.

8. System to Ensure Appropriateness of Financial Reporting

(1) Through the Internal Control/Compliance Committee, Dentsu continually supports a system that ensures appropriateness in financial reporting by the Group.

(2) Subsidiaries and departments involved in business activities perform self-checks through the course of day-to-day operations to determine if internal controls are functioning properly.

(3) The Internal Audit Office monitors the internal control system from a perspective free of operational bias to assess the effectiveness of internal controls related to financial reporting.

2. Basic Policy on the Rejection of Antisocial Forces and Status of its Development

The Company has a department to facilitate the termination of business relationships with organized crime groups and elements thereof—termed "antisocial forces" in Japan—when a link is discovered and to resolutely refuse any and all future transactions. This department functions as the liaison between the affected in-house divisions and the relevant authorities to expedite an appropriate course of action. Upon the nationwide enforcement of the Ordinance on Antisocial Forces from October 2011, the Company revised various internal rules, established a framework to terminate business relationships with antisocial forces, and advanced checks to ensure that business associates of the Company were not involved with antisocial forces.

Ⅴ Other

1. Introduction of anti-takeover measures

Introduction of anti-takeover measures	None

2. Other Items Pertaining to the Corporate Governance Structure, etc.

The status of internal structures related to the timely disclosure of corporate information at Dentsu is as follows.

(1) Management Structure for Corporate Information

Dentsu established the CSR Committee comprising Directors and relevant Managing Directors to oversee the Company's information management. The CSR Committee established the Dentsu Group Basic Policy for Information Security, the Group's basic guidelines regarding information management. Based on this basic policy, the Company established the Information Management Rules, Detailed Rules for the Handling and Management of Information and other relevant detailed rules. The Company thoroughly informs officers and employees of these rules and specifies compliance with them. Additionally, the Company engages in detailed activities such as training for new graduate employees, briefings for employees, and distribution of videos and pamphlets to raise awareness. In particular, taking into consideration the importance of managers in information management, Dentsu also established a course for new manager training to educate managers on their roles and responsibilities.

On that basis, the Information Management Committee takes on the role of managing material facts, etc., such as insider information based on the Rules for the Timely Disclosure of Information and Insider Trading and Rules of the Information Management Committee. The Director in charge of disclosure (person in charge of information handling) serves as the chairperson of the Information Management Committee and the Legal Division serves as its secretariat. The Information Management Committee catches information within the Company through the duty of notification of material facts, etc., as stated below and determines the level of information management and period of management for each piece of information as necessary. With respect to information that the Information Management Committee considers may fall under the scope of material facts, the Information Management Committee Secretariat identifies the officer or employee who received the information and, if necessary, request the relevant officer or employee to submit written confirmation note on the receipt of information and prohibition of the sale of shares to ensure thorough information management until the disclosure of said information and prevent insider trading.

(2) Timely Disclosure System

a. Identification of Material Facts, etc.

The above rules clearly state the duty of notification of material facts as follows.

1) Facts Determined

In the case that the head of each division (Managing Director) handles work that has a high possibility of becoming a material fact, etc., of the Company, he/she must immediately report its contents to the Director in charge of disclosure, Managing Director of the Corporate Communications Division or Information Management Committee Secretariat.

2) Facts Occurred

In the case that a material fact, etc., other than in 1) above, the head of the presiding department must check it and immediately report the contents of the material fact, etc., to the Director in charge of disclosure, Managing Director of the Corporate Communications Division or Information Management Committee Secretariat.

Additionally, the Corporate Communications Division also checks items referred to principle committees of the Company and the Board of Directors, and endeavors to identify material facts, etc., by exchanging information with relevant departments by means such as weekly contact meetings with the Corporate Strategy Division, Legal Division (Information Management Committee Secretariat), and Finance & Accounting Division.

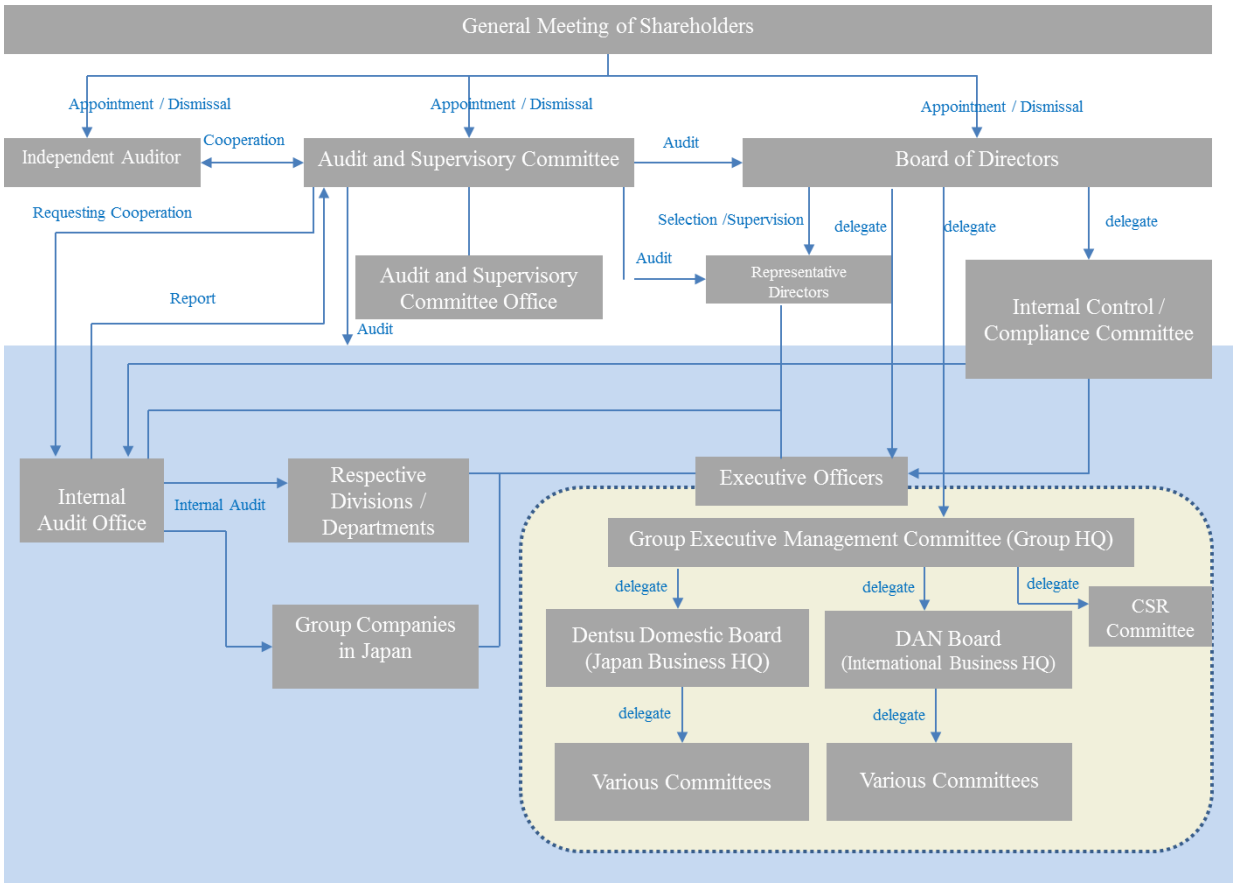
b. Disclosure of Material Facts, etc.

The Corporate Communications Division is in charge of disclosure and the Corporate Communications Department, Corporate Communications Division is in charge of announcements to news media.

The contents and timing of announcements are determined by the departments presiding over the information to be disclosed and the Corporate Communications Division. The Director in charge of disclosure makes the final decision on material facts, etc.

Announcements are made by the Corporate Communications Department to news media based on prescribed rules such as TD-NET. Additionally, distributed documents are posted on the Company's website immediately after announcement to the media.

Corporate Governance Structure



Grasping and Disclosing Company Information

