



December 22, 2021

For Immediate Release

Company name: SEPTENI HOLDINGS CO., LTD.

Representative: Representative Director, Group President and Chief Executive Officer

Koki Sato

(JASDAQ code: 4293)

### **Information Regarding Controlling Shareholders, etc.**

SEPTENI HOLDINGS Co., LTD. hereby announces information regarding controlling shareholders, etc., with regard to Any Other Associated Company, Dentsu Group Inc.

#### 1. Name of the Parent Company, Controlling Shareholder (excluding Parent Company) and Other Related Companies or Their Parent Companies

(As of September 30, 2021)

Category	Name	Percentage of Voting Rights (%)	Financial Instruments Exchange, etc., on which Shares are Listed
Any other associated company	Dentsu Group Inc.	20.98	First Section of Tokyo Stock Exchange, Inc.

#### 2. Position of the Company in the Corporate Group of Any Other Associated Company and Relationship between the Company and Any Other Associated Company, etc.

Dentsu Group Inc. (“Dentsu Group”) is any other associated company which has 20.98% of the Company’s voting rights, and the Company is an equity-method affiliate of Dentsu Group, after the tender offer for the Company in 2018.

Along with that, Dentsu Group and the Company concluded a capital and business alliance agreement on October 28, 2021. Under the agreement, Dentsu Group will become the parent company with 52.01% of the voting rights of the Company after the share exchange and the assumption of a third-party allotment of the Company’s shares (“Transaction.”) It does not intend to delist the Company’s shares but intends to continue to maintain the listing of the shares on the Tokyo Stock Exchange JASDAQ, Inc. (Standard) after the Transaction. In addition to respecting the Company’s autonomy, Dentsu Group shall act in a manner that does not violate the delisting standards stipulated in the rules and regulations of the Tokyo Stock Exchange and cooperate with the Company to the

extent reasonable in order to maintain the listing of the common stock of the Company on the Tokyo Stock Exchange.

In pursuing this capital and business alliance, the Company and Dentsu Group believe that it is desirable to firmly maintain the independence of the management of both companies as listed companies and to maintain the existing businesses of both groups and the brands related to the existing businesses as in the past in order to increase corporate values of both groups. Accordingly, both companies have come to the belief that it is the best choice for both companies to continue to maintain an independent management system as a listed company, and the Company recognizes that the independence of its management is ensured.

### 3. Matters Regarding Transactions with Controlling Shareholders, etc.

(unit: thousand yen)

Category	Name	Transaction Content	FY2020 (From October 1, 2019 to September 30, 2020)		FY2021 (From October 1, 2020 to September 30, 2021)	
			Transaction Amount*1	Unsettled Positions	Transaction Amount*1	Unsettled Positions
Any Other Associated Company	Dentsu Group Inc.*2	Sales of advertisement	472,440	21,785	—	—
Subsidiary of Any Other Associated Company	Dentsu Inc.	Sales of advertisement	1,527,325	662,946	8,987,931	3,454,226
Subsidiary of Any Other Associated Company	Dentsu Digital Inc.	Sales of advertisement	1,787,800	412,752	1,787,895	276,621
Subsidiary of Any Other Associated Company	CARTA COMMUNICATIONS Inc.	Purchase of advertisement	—	—	517,798	490,717

\*1 The transaction amount is net sales or cost of sales, which refers to the total amount of transaction.

\*2 Dentsu Group Inc. changed its company name from Dentsu Inc. on January 1, 2020.

\*3 The transactions with Any Other Associated Company and Subsidiary of Any Other Associated Companies above are determined after negotiations considering market price and business content.

4. Status of Implementation of the Policy Concerning Measures to Protect Minority Shareholders in Transactions with Controlling Shareholders

Not applicable.

■Inquiries

Corporate Planning Department, IR division

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\*Please contact us by e-mail for any inquiries as the employees work from home in the current situation of COVID-19 as of December 22, 2021.