



**STANDARD
TOKYO**

March 26, 2026

For Immediate Release

Company name: SEPTENI HOLDINGS CO., LTD.
Representative: Representative Director, Group President and Chief Executive Officer
Yuichi Kouno
(TSE Standard Code: 4293)

Information Regarding Controlling Shareholders, etc.

SEPTENI HOLDINGS CO., LTD. (the “Company”) hereby announces the information regarding controlling shareholders, etc., with regard to the parent company, Dentsu Group Inc.

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

(As of December 31, 2025)

Category	Name	Percentage of voting rights (%)	Financial instruments exchange, etc., on which shares are listed
Parent Company	Dentsu Group Inc.	52.49	Prime Market of Tokyo Stock Exchange, Inc.

2. Position of the Company in the Corporate Group of the Parent Company and Relationship between the Company and the Parent Company

Dentsu Group Inc. is the parent company with 52.49% of the Company’s voting rights as of December 31, 2025, and the Company is a consolidated subsidiary of Dentsu Group Inc.

In addition, on October 28, 2021, the Company and Dentsu Group Inc. entered into a capital and business alliance agreement, and the Company has established a good relationship with the parent company under this agreement. With respect to transactions with the parent company, management support fees are determined by agreements between the parties taking into account the content of operations, and interest rates on fund transactions are determined in the same manner as in general transactions with reference to market interest rates.

The Company primarily operates within the AX (sophisticated advertising communications) domain in the Dentsu Group, conducting the Marketing Communication Segment that provides integrated marketing services centered on digital advertising sales and operations; the Direct Business Segment that supports clients by integrating offline media and digital strategies; and the Data & Solutions Segment that develops and provides data and AI-driven solutions and supports client development. While other companies within the Dentsu Group also offer digital marketing support, the Company does not have a competitive relationship with them due to the differences in our functions and areas of expertise. Instead, we maintain a collaborative relationship that generates group synergies.

With regard to personnel relationships between officers as of December 31, 2025, one of the Company’s directors concurrently serves as an executive officer of Dentsu Inc., a subsidiary of the Dentsu Group Inc. However, this director serves as a non-executive director of the Company, responsible for overseeing business execution to enhance its corporate value, and the Company believes that sufficient independence from its parent company is ensured in its business operations.

Furthermore, of the seven Directors, four are Outside Directors who also serve as Independent Officers, thus constituting a majority. The Nomination and Remuneration Advisory Committee, which was established as a voluntary advisory body to the Board of Directors, is composed solely of all Outside Directors and the Group President and Chief Executive Officer. The committee's rules stipulate that the chairperson shall be elected from

among the Outside Directors, ensuring there is no involvement by the parent company in the nomination of Independent Outside Director candidates.

Under the capital and business alliance agreement with the parent company, the parent company holds the right to propose one candidate for Director and one for Auditor. However, the agreement also stipulates that, upon receiving a proposal for candidates from Dentsu Group Inc., and prior to the Board of Directors' resolution on the agenda for the General Meeting of Shareholders regarding the election of officers, the Company shall have the Nomination and Remuneration Advisory Committee deliberate on the director candidate and obtain the consent of the Company's Board of Auditors regarding the company auditor candidate.

As a listed company with a parent company, the Company has a contractual agreement with Dentsu Group Inc. to maintain its autonomy and independence. Specifically, while the Company is required to report proposed resolutions for the General Meeting of Shareholders to Dentsu Group Inc. in advance, its day-to-day business operations are conducted based on its own independent management decisions. The Company anticipates that this autonomous management, tailored to the specific characteristics of its business, and the discipline imposed by the capital markets will enhance the quality of its management, driving sustainable growth.

3. Matters Regarding Transactions with Controlling Shareholders, etc.

(Thousand yen)

Category	Name	Transaction content	FY2024 (From January 1, 2024 to December 31, 2024)		FY2025 (From January 1, 2025 to December 31, 2025)	
			Transaction amount	Unsettled balance	Transaction amount	Unsettled balance
Subsidiary of parent company	Dentsu Inc.	Sales of advertisement (Note) 1	19,747,453	2,591,076	28,394,603	5,150,740

(Notes) 1. The transaction amount represents "net sales," which are presented in gross amounts.

2. The transactions with the subsidiary of the parent company above are determined after negotiations while considering market prices and business content.

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

Decisions concerning the Company's management are made by the Board of Directors after thorough deliberations from the perspective of protecting minority shareholders. Furthermore, whether autonomy and independence are maintained in the Company's decision-making process is monitored and supervised by Independent Outside Directors. For this reason, the Company has determined that it will not harm the interests of itself or its minority shareholders.

■Contact Information

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