dentsu

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Dentsu Announces Policy Concerning Implementation of Share Split and Adoption of Unit Share System

Dentsu Inc. (President & COO: Tatsuyoshi Takashima; Head Office: Tokyo; Capital: 58,967.1 million yen) announces that its Board of Directors has resolved, at a meeting held today, its policy concerning the implementation of a share split and adoption of the unit share system in order to eliminate fractional shares upon the transition to the book-entry transfer system for shares, which is scheduled to be implemented in January 2009, as described below. After the book-entry transfer system for shares is introduced, as a result of the share split and adoption of the unit share system, fractional shares will become shares constituting less than one unit. The details and schedule of the share split and the adoption of the unit share system will be determined based on the above-mentioned policy, at a meeting of its Board of Directors that will be held after the date of transition into the book-entry transfer system for shares is fixed.

1. Purpose

In relation to the transition to the book-entry transfer system for shares, which is scheduled to be implemented in January 2009 upon the enforcement of the "Law for Partial Amendment of the Law Concerning Book-Entry Transfer of Corporate Bonds, etc. to Streamline Settlement for Transactions of Shares, etc." (Law No. 88 of 2004) (hereinafter referred to as the "Share Settlement Streamlining Law"), the Company has deliberated the treatment of fractional shares, which will become out of scope under the above-mentioned system, and at the meeting of the Board of Directors held on September 25, 2008, the Company determined a basic policy based on which it will implement a share split and adopt the unit share system in order to eliminate fractional shares, as follows.

No substantive changes in the investment units will be caused, in the case where share split is implemented and the unit share system is adopted.

2. Share Split

(1) Method of split

As of the record date, which is two (2) days prior to the date on which the Share Settlement Streamlining Law becomes effective, the shares held by the

shareholders who are recorded or registered either on the final shareholder registry or on the beneficial shareholder registry (including the shareholders of fractional shares recorded or registered in the final registry of fractional shares) on the said record date will be split at a ratio of 100 shares to each share.

(2) Increase in the number of shares due to the split

Total number of shares issued by Dentsu prior to the split: 2,781,840 shares Total number of shares increased due to the split: 275,402,160 shares Total number of shares issued by Dentsu after the split: 278,184,000 shares Total number of shares authorized to be issued after the split: 1,100,000,000 shares

(3) Schedule for the share split

Record date: The date two (2) days prior to the effective date of the Share

Settlement Streamlining Law

Effective date: The date immediately preceding the effective date of the Share

Settlement Streamlining Law

Note: Assuming the effective date of the Share Settlement Streamlining Law is Monday, January 5, 2009, which is generally expected to be the target effective date, the record date will be Saturday, January 3, 2009, and the effective date for the share split will be Sunday, January 4, 2009. In this case, trading of the Company's shares on the Tokyo Stock Exchange will be suspended from Thursday, December 25, 2008 to Tuesday, December 30, 2008.

However, since the effective date of the Share Settlement Streamlining Law has not been stipulated, the Company will separately announce as to the detail of the share split and the adoption of the unit share system as described in Item 3. below and the schedule thereof, which will be resolved at a meeting of the Board of Directors to be held after the effective date of the said Law is fixed, based on the above-mentioned basic policy.

3. Adoption of the Unit Share System

(1) The number of shares constituting one unit of shares under the new system

On the condition that the share split will take effect as described in "2. Share Split" above, the unit share system will be adopted on the day immediately

preceding the effective date of the Share Settlement Streamlining Law and the number of shares constituting one unit of shares will be fixed at one hundred (100) shares.

(2) Schedule for adoption

Effective date: The date immediately preceding the effective date of the Share Settlement Streamlining Law

Note: Assuming that the effective date of the Share Settlement Streamlining Law is Monday, January 5, 2009, which is generally expected to be the target effective date, the effective date for adoption of the unit share system will be Sunday, January 4, 2009,

4. Others

- (1) As of the effective date of the Share Settlement Streamlining Law, the legal frame for purchasing fractional shares from the issuer by fractional shareholders will be abolished due to the abolition of the fractional share system. When the book-entry transfer system for shares becomes effective, such fractional shares will become shares constituting less than one unit as a result of the share split and adoption of the unit share system, as described in Items 2. and 3. above. Provided, however, that a proposal to amend the articles of incorporation adopting the rights of shareholders to purchase shares constituting less than one unit from the Company will be submitted to the 160th General Meeting of Shareholders, which is scheduled to be held in June 2009, and the shareholders who hold shares constituting less than one unit may not request the Company to sell to such shareholders shares for the purpose of making such shareholders' holdings, when added to the shares held by such shareholders, constitute one full unit of shares until the above mentioned proposal is approved. On the other hand, even after the book-entry transfer system for shares becomes effective, the legal frame for selling fractional shares to the issuer by fractional shareholders will continue to exist, in the form of the rights to request the issuer to purchase shares constituting less than one unit.
- (2) If a shareholder who holds fractional shares wishes to eliminate such fractional shares prior to the effective date of the Share Settlement Streamlining Law, such shareholder is advised to consider making either of a request for purchase or a demand for sale of fractional shares to the Company. Since the procedures for such requests or demands will require a certain period of time, please contact the Corporate Agency Business Division of Mitsubishi UFJ Trust and Banking Corporation, the transfer agent of the Company, at the earliest convenience. If

you make a demand for sale, the share certificates representing shares for such demand for sale will be delivered to you. Please make sure to consult the securities company in advance as to the due date of the deposit of such share certificates. Further, fractional shares will become shares constituting less than one unit as a result of the share split and adoption of share unit system. Please note that the Company does not make any recommendation as to whether the shareholders should eliminate their fractional shares prior to the effective date of the Share Settlement Streamlining Law.

(3) With respect to the forecast on dividends for the fiscal year ending March 2009, the Company initially planned to distribute dividends in the amount of 2,000 yen per share. In the event that the share split as mentioned in Item 2. above is implemented, the forecast on dividends will be revised to 20 yen per share. No substantive changes in the amount of dividends per investment unit will be caused since the amount of dividends per unit (100 shares) will be 2,000 yen as a result of the adoption of the unit share system stated in Item 3. above.

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