

FOR IMMEDIATE RELEASE  
July 22, 2013

## **Dentsu Announces Determination of Issue Price, Disposal Price, Selling Price and Other Matters**

Dentsu Inc. (Tokyo: 4324; ISIN: JP3551520004; President & CEO: Tadashi Ishii; Head Office: Tokyo; Capital: 58,967.1 million yen, hereinafter "Dentsu") announced today that it has determined the issue price, the disposal price, the selling price and other matters in relation to the issuance of new shares, the disposal of treasury shares and the secondary offering of shares of Dentsu, which were resolved at a meeting of the Board of Directors held on July 3, 2013. The details of these determinations are as stated below.

1. Issuance of new shares through a public offering in Japan, etc.

(1) Class and Number of Shares to be Offered	8,000,000 shares of common stock of Dentsu Inc., which is the sum of (i) and (ii) below. (i) 6,000,000 new shares to be underwritten and purchased by the Japanese underwriters in the Japanese Public Offering. (ii) A maximum of 2,000,000 shares, which shall be subject to the option to be granted to the international managers in the International Offering for the purchase of additional shares to cover over-allotments.
(2) Issue Price (Offer Price) *1	<u>JPY 3,191 per share</u>
(3) Total Amount of Issue Price *2	<u>JPY 25,528,000,000</u>
(4) Amount to be Paid *1	<u>JPY 3,059.40 per share</u>
(5) Total Amount to be Paid *2	<u>JPY 24,475,200,000</u>
(6) Amount of Stated Capital and Additional Paid-in Capital to be Increased *2	<u>Amount of Stated Capital to be Increased</u> <u>JPY 12,237,600,000</u> <u>Amount of Additional Paid-in Capital to be Increased</u> <u>JPY 12,237,600,000</u>
(7) Subscription Period (in Japan)	<u>From Tuesday, July 23, 2013 to Wednesday, July 24, 2013</u>

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of publicly announcing that Dentsu Inc. has resolved matters relating to (i) an issuance of new shares, (ii) a disposal of treasury shares and (iii) a secondary offering of shares and it is not for the purpose of soliciting investment, etc. inside or outside Japan. In addition, this press release is not an offer to sell, or solicitation of an offer to buy, securities in the United States. The securities referred to in this press release have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be sold or offered in the United States absent registration or an applicable exemption from such registration requirement. The securities referred to in this press release will not be publicly offered or sold in the United States.

(8) Payment Date Monday, July 29, 2013

Notes:

\*1 The underwriters will underwrite and purchase at the amount to be paid and offer at the issue price (offer price).

\*2 Based on the assumption that the option set forth in (1) (ii) above will be exercised in full by the international managers.

2. Disposal of treasury shares through a public offering in Japan, etc.

(1) Class and Number of Shares to be Offered	29,000,000 shares of common stock of Dentsu Inc., which is the sum of (i) and (ii) below. (i) 15,000,000 treasury shares to be underwritten and purchased by the Japanese underwriters in the Japanese Public Offering. (ii) 14,000,000 treasury shares to be underwritten and purchased by the international managers in the International Offering.
(2) Disposal Price (Offer Price) *1	<u>JPY 3,191 per share</u>
(3) Total Amount of Disposal Price	<u>JPY 92,539,000,000</u>
(4) Amount to be Paid *1	<u>JPY 3,059.40 per share</u>
(5) Total Amount to be Paid	<u>JPY 88,722,600,000</u>
(6) Subscription Period (in Japan)	<u>From Tuesday, July 23, 2013 to Wednesday, July 24, 2013</u>
(7) Payment Date	<u>Monday, July 29, 2013</u>

Note:

\*1 The underwriters will underwrite and purchase at the amount to be paid and offer at the disposal price (offer price).

3. Secondary offering of shares of Dentsu Inc. (secondary offering to cover over-allotments)

(1) Class and Number of Shares to be Sold	<u>3,000,000 shares of common stock of Dentsu Inc.</u>
(2) Selling Price	<u>JPY 3,191 per share</u>
(3) Total Amount of the Selling Price	<u>JPY 9,573,000,000</u>
(4) Subscription Period	<u>From Tuesday, July 23, 2013 to Wednesday, July 24, 2013</u>

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(5) Delivery Date Tuesday, July 30, 2013

4. Issuance of new shares by way of third-party allotment

(1) Class and Number of Shares to be Offered 3,000,000 shares of common stock of Dentsu Inc.

(2) Amount to be Paid JPY 3,059.40 per share

(3) Total Amount to be Paid (Up to) JPY 9,178,200,000

(4) Amount of Stated Capital and Additional Paid-in Capital to be Increased Amount of Stated Capital to be Increased  
(Up to) JPY 4,589,100,000  
Amount of Additional Paid-in Capital to be Increased  
(Up to) JPY 4,589,100,000

(5) Subscription Period (Subscription Date) Monday, August 26, 2013

(6) Payment Date Tuesday, August 27, 2013

<Reference>

1. Calculation of the issue price, the disposal price and the selling price

(1) Base Date for Calculation and Price on the Base Date Monday, July 22, 2013 JPY 3,290

(2) Discount Rate 3.01%

2. Syndicate cover transaction period

From Thursday, July 25, 2013 to Tuesday, August 20, 2013

3. Use of proceeds

The aggregate net proceeds from the Japanese Public Offering, the International Offering and the issuance of new shares by way of third-party allotment, which are estimated to be a maximum of JPY 121,886,000,000, will be used by the end of September 2013 to repay a part of 200 billion yen of short-term debt borrowed in connection with the acquisition of Aegis Group plc.

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## **About the Dentsu Group**

Led by Dentsu Inc. (TOKYO:4324)(ISIN:JP3551520004), the world's largest advertising agency brand with a history of 112 years, the Dentsu Group offers a comprehensive range of client-centric communications and media services in 110 countries across five continents. Its Japan-wide network and London-based global operating unit Dentsu Aegis Network Ltd., which oversees the operations of Aegis Media, a leading global media and digital communications specialist, as well as those of the Dentsu Network, which manages all of Dentsu's other global business operations outside Japan, together employ more than 37,000 dedicated professionals. The Group is also active in the production and marketing of sports and entertainment content on a global scale.

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Contact: Shusaku Kannan  
Senior Manager, Corporate Communications Division  
Telephone: (813) 6216-8042  
E-mail: s.kannan@dentsu.co.jp

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