

October 31, 2018

Company: DENTSU INC.
President & CEO,
Representative: Representative Toshihiro Yamamoto
Director

(Code No. 4324 Tokyo Stock Exchange, 1st Section)

**Change in the Classification of Cyber Communications Inc. from a Subsidiary to a
Second-Tier Subsidiary in Conjunction with a Share Exchange between Cyber
Communications Inc. and VOYAGE GROUP, INC.**

Cyber Communications Inc. (“CCI”), a wholly-owned subsidiary of Dentsu Inc. (the “Company”), and VOYAGE GROUP, INC. (“VOYAGE GROUP”), at their respective Boards of Directors meetings held on this day, approved resolutions to carry out a share exchange (the “Share Exchange”) having VOYAGE GROUP as the share exchange wholly-owning parent company and CCI as the share exchange wholly-owned subsidiary, on January 1, 2019 (tentative) (“Integration Date”) as the effective date, and executed a share exchange agreement (“Share Exchange Agreement”) between themselves. In conjunction with the Share Exchange, CCI’s classification will change from a subsidiary of the Company to a second-tier subsidiary of the Company, and the Company hereby gives notice as set forth below.

1. Overview of the Share Exchange

As set forth in the notice regarding the “Management Integration between VOYAGE GROUP, INC. and Cyber Communications Inc.” released on this day, the Company, CCI and VOYAGE GROUP, at their respective Boards of Directors meetings held on this day, with the objective of having CCI and VOYAGE GROUP form a close alliance in the online advertising business to maximize their enterprise value, approved resolutions for CCI and VOYAGE GROUP to carry out a management integration that is based on a spirit of equal partnership (“Management Integration”) on the Integration Date. As part of this Management Integration, the Share Exchange will be carried out, under which, on the Integration Date, the Company, as the wholly-owning parent company of CCI, will newly acquire 13,441,506 common shares of VOYAGE GROUP (on the Integration Date, its trade name is expected to change, and VOYAGE GROUP after changing its trade name is hereinafter referred to as the “NewCo”), and the ratio of the common shares of the NewCo (current VOYAGE GROUP) held by the

Company will reach 53.07% of the total issued shares (25,331,852 shares) of the NewCo; accordingly, the NewCo will become a consolidated subsidiary of the Company, and CCI will become a wholly-owned subsidiary of the NewCo. As a result, as of the Integration Date, CCI will cease to be a subsidiary of the Company and instead will be a second-tier subsidiary of the Company.

2. Overview of Cyber Communications Inc. Changing from Subsidiary to Second-Tier Subsidiary

| | | | |
|-----|--|---|---|
| (1) | Name | Cyber Communications Inc. | |
| (2) | Address | 1-13-1 Tsukiji, Chuo-ku, Tokyo 104-0045 | |
| (3) | Representative Name and Title | President and Representative Director Akio Niizawa | |
| (4) | Nature of Business | Online advertising and the related business set forth below <ul style="list-style-type: none"> • Advertisement proposals, planning, production and operation • Advertising space purchases and sales | |
| (5) | Capital | 490 million yen (as of the end of September 2018) | |
| (6) | Date of Establishment | June 5, 1996 | |
| (7) | Large shareholder and ownership percentage | DENTSU INC. 100.00% (as of the end of September 2018) | |
| (8) | Relationships with the Company | Capital | The Company owns 516,981 shares (100.0%) of CCI (as of October 31, 2018) |
| | | Personnel | The Company has seconded some employees to CCI, of which four are appointed as directors and two as company auditors. CCI has seconded some employees to the Company. |
| | | Transactional | CCI provides online advertising products and services to the Company. |
| | | Related party | As the parent company holding CCI shares, the Company falls under the category of a related party. |

| (9) Cyber Communications Inc.'s Financial Results and Financial Positions for the Past Three Years | | | |
|--|-----------------------------|-----------------------------|-----------------------------|
| Fiscal Year | Year ended December 2015 | Year ended December 2016 | Year ended December 2017 |
| Net Assets | 7,379 | 7,857 | 9,940 |
| Total Assets | 21,614 | 26,064 | 30,469 |
| Net Assets Per Share (JPY) | 14,300 | 15,111 | 19,117 |
| Sales | 66,807 | 97,661 | 92,944 |
| Operating Profit | 2,068 | 2,917 | 2,534 |
| Ordinary Profit | 2,069 | 2,918 | 2,573 |
| Net Profit | 1,536 | 1,994 | 1,734 |
| Net Profit Per Share (JPY) | 2,976 | 3,857 | 3,354 |
| Dividend Per Share (JPY) | 1,486.48 | 1,462.27 | 3,354.76 |

(Unit: million JPY, excluding the lines indicated with JPY)

(Note 1) The fiscal year ended December 2015 of CCI was nine months from April 1, 2015 to December 31 of the same year.

3. Schedule

| | |
|---|------------------------------------|
| Board of Directors meetings for approving execution of the Share Exchange Agreement (VOYAGE GROUP and CCI) | October 31, 2018 |
| Execution of the Share Exchange Agreement (VOYAGE GROUP and CCI) | |
| 20 th Ordinary Shareholders Meeting for approving the Share Exchange Agreement and change of its trade name (VOYAGE GROUP) | Early December 2018 (tentative) |
| Extraordinary Shareholders Meeting for approving the Share Exchange Agreement (CCI) | |
| Effective date of the Share Exchange (VOYAGE GROUP and CCI) | January 1, 2019 (tentative) |

4. Outlook

The outlook for the Company's earnings after the Management Integration that includes the change of CCI classification from a subsidiary to a second-tier subsidiary of the Company will be announced as soon as it becomes clear.

Reference:

Dentsu's Consolidated Financial Forecasts for the Fiscal Year ending December 31, 2018 (announced on August 9, 2018) and the Consolidated Financial Results for the Fiscal Year ended December 31, 2017

Millions of Yen

| | Revenue | Operating profit | Net profit | Net Profit attributable to owners of the parent |
|---------------------|-----------|------------------|------------|---|
| Forecasts of FY2018 | 1,006,900 | 112,900 | 85,900 | 79,500 |
| Results of FY2017 | 928,841 | 137,392 | 113,142 | 105,478 |

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