



December 13, 2017

To whom it may concern:

Company name: ASATSU-DK INC.  
Representative: Shinichi Ueno, Representative  
Director, President & Group CEO  
(Code: 9747, Listed on First  
Section of Tokyo Stock Exchange)  
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**Agreement on Termination of the Capital and Business Alliance with the WPP Group and  
Withdrawal of the Petition for Arbitration and the Petition for an Order for Provisional  
Disposition by the WPP Group**

The Company today executed with WPP plc and its group companies (collectively, the “**WPP Group**”) a written agreement (the “**Agreement**”) regarding matters including the termination of the capital and business alliance with the WPP Group (the “**Capital and Business Alliance**”) and the withdrawal of the petition for arbitration (the “**Petition for Arbitration**”) and the petition for an order for provisional disposition (the “**Petition for an Order for Provisional Disposition**”) filed against the Company by WPP 2008 Limited, WPP 2005 Limited, and WPP International Holding B.V. (collectively, the “**Petitioners**”). We also give notice that the Petitioners informed us that they have advised the Japan Commercial Arbitration Association not to proceed with the arbitration proceedings related to the Petition for Arbitration and they have withdrawn the Petition for an Order for Provisional Disposition.

**1. Termination of the Capital and Business Alliance**

As stated in the press release dated October 2, 2017 titled “Notice of Termination of Capital and Business Alliance with WPP Group,” the Company passed a resolution regarding the termination of the Capital and Business Alliance at the board of directors meeting held on October 2, 2017 and gave notice to the WPP Group terminating the Co-operation and Alliance Agreement executed between the Company and the WPP Group dated August 3, 1998 (as amended, the “CAA,” and that notice, the “Company’s Termination Notice”).

In response, as already announced, the WPP Group asserted, among other things, that the

Company's Termination Notice was invalid and filed the Petition for Arbitration and the Petition for an Order for Provisional Disposition. However, on November 21, 2017, the WPP Group entered into a letter agreement (the "Letter Agreement") with Bain Capital Private Equity, L.P. and its group ("**Bain Capital**") that provides that if the tender offer for shares and stock acquisition rights of the Company conducted by BCPE Madison Cayman, L.P. from October 3, 2017 (the "**Tender Offer**") is successfully completed, the WPP Group will withdraw the Petition for Arbitration and the Petition for an Order for Provisional Disposition, and all existing agreements between the WPP Group and the Company regarding the Capital and Business Alliance will terminate on the settlement commencement date of the Tender Offer.

As stated in the Company's press release dated December 7, 2017 titled "Notice Regarding the Result of the Tender Offer for Shares of the Company by BCPE Madison Cayman, L.P. and Change to the Parent Companies, the Other Affiliated Company, and the Largest Shareholder which is a Major Shareholder," the Tender Offer was successfully completed, and therefore the Company executed the Agreement with the WPP Group today, which is the settlement commencement date, and has agreed that as of today the existing agreements between the WPP Group and the Company regarding the Capital and Business Alliance including the CAA and the Stock Purchase Agreement dated August 3, 1998 will terminate. Based on that agreement, the Capital and Business Alliance has terminated as of today.

Further, as already announced, the termination of the Capital and Business Alliance does not rule out the future possibility of collaboration with the WPP Group and we are open to continue or newly commence individual collaboration opportunities that are judged to be mutually beneficial to both the Company and the WPP Group.

Please see the press release dated October 2, 2017 titled "Notice of Termination of Capital and Business Alliance with WPP Group" for the reasoning for and other details of the termination of the Capital and Business Alliance.

## **2. Withdrawal of the Petition for Arbitration and the Petition for an Order for Provisional Disposition**

The Company and the WPP Group agree in the Agreement that today the Petitioners will advise the Japan Commercial Arbitration Association not to proceed with the arbitration proceedings related to the Petition for Arbitration and will withdraw the Petition for an Order for Provisional Disposition.

Based on the Agreement, the Petitioners have today advised the Japan Commercial Arbitration

Association not to proceed with the arbitration proceedings related to the Petition for Arbitration and filed a document with the Tokyo District Court stating that they withdraw the Petition for an Order for Provisional Disposition. As a result, the proceedings related to the Petition for Arbitration and the Petition for an Order for Provisional Disposition will terminate.

The following is an outline of the Petitioners.

Petitioner 1

Name: WPP 2008 Limited  
Location: 27 Farm Street, W1J 5RJ, London, England  
Representative: Stephen Winters

Petitioner 2

Name: WPP 2005 Limited  
Location: 27 Farm Street, W1J 5RJ, London, England  
Representative: Stephen Winters

Petitioner 3

Name: WPP International Holding B.V.  
Location: Laan op Zuid 167, 3072 DB Rotterdam, the Netherlands  
Representative: A. Van Heulen-Mulder

The termination of the proceedings related to the Petition for an Order for Provisional Disposition and the Petition for Arbitration will not affect the financial projections of the Company.

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