

[Translation]
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To whom it may concern:

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**Agreement for Tender by the WPP Group to the Tender Offer of Shares of the Company and
Termination of Alliance**

BCPE Madison Cayman, L.P. (the “Offeror”), which is held and operated by Bain Capital Private Equity, L.P. and its group (collectively, “Bain Capital”), has today entered into an agreement to tender (the “Agreement to Tender”) with WPP International Holding B.V. (“WPP”) for WPP to tender all shares of the Company held by WPP (the ratio of those shares to the number of issued shares in the Company is 24.96%) in relation to the tender offer implemented from October 3, 2017 for the Company’s outstanding shares of common stock (including the Company’s outstanding shares of common stock issued upon exercise of the Series 2 Stock Acquisition Rights, Series 3 Stock Acquisition Rights, Series 4 Stock Acquisition Rights, Series 5 Stock Acquisition Rights, Series 6 Stock Acquisition Rights, Series 7 Stock Acquisition Rights, Series 8 Stock Acquisition Rights, Series 9 Stock Acquisition Rights, Series 10 Stock Acquisition Rights, and Series 11 Stock Acquisition Rights (collectively, the “Stock Acquisition Rights”)) and the Stock Acquisition Rights (that tender offer, the “Tender Offer”).

In addition, as announced in the Company’s press release dated November 6, 2017 titled “Notice Regarding Filing of Petition for Arbitration by WPP Group Against the Company” and the Company’s press release dated November 14, 2017 titled “Notice regarding Filing of Petition for Order for Provisional Disposition by the WPP Group,” WPP plc and its group companies (collectively, the “WPP Group”) notified the Company that the WPP Group filed a petition for arbitration against the Company (that petition, the “Arbitration Petition”) and filed a petition seeking an order for provisional disposition against the Company with the Tokyo District Court (that petition, the “Petition for Order for Provisional Disposition”), and the Company hereby announces that Bain Capital has today entered into a letter agreement with the WPP Group agreeing to withdraw the Arbitration Petition and the Petition for Order for Provisional Disposition (that letter agreement, the “Letter Agreement”). According to the Offeror, a general outline of the Agreement to Tender and

the Letter Agreement is as follows.

1. Details of the Agreement to Tender

According to the Offeror, the Offeror has entered into the Agreement to Tender on November 21, 2017 with WPP, the Company's major and principal shareholder, where WPP has agreed to tender all of the Company's common shares that WPP holds (10,331,100 shares, percentage of ownership: 24.9%) to the Tender Offer.

Under the Agreement to Tender, the conditions precedent to the tender of shares by WPP are that:

- (i) the Offeror complies with its obligations under the Agreement to Tender in all material respects;
- (ii) the Offeror's representations and warranties* under the Agreement to Tender are true and accurate in all material respects; and
- (iii) the Company's opinion recommending that shareholders tender their shares to the Tender Offer is maintained.

Under the Agreement to Tender, the Offeror bears:

- (i) an obligation not to amend the terms and conditions of the Tender Offer except (a) to extend the tender offer period as required under the Financial Instruments and Exchange Act following the submission of the amended statement of the Tender Offer Statement, (b) to increase the Tender Offer Price, (c) to amend the terms and conditions of the Tender Offer following a tender offer by a third party, (d) to amend the terms and conditions of the Tender Offer following an issuance of shares, stock acquisition rights, or other securities of the Company which dilutes the equity of the Company's shareholders, or any other change that may damage the value of the Company or its business, and (e) to amend the terms and conditions of the Tender Offer as required under laws or regulations;
- (ii) a confidentiality obligation in relation to the existence and details of the Agreement to Tender, the progress of negotiations regarding the Agreement to Tender, and information received from the counterparty in relation to the execution or performance of the Agreement to Tender; and
- (iii) an obligation not to assign, transfer, collateralize, or otherwise dispose of its rights or obligations under the Agreement to Tender.

Further, WPP is not restricted from tendering its shares to the Tender Offer at its own discretion upon waiving the above conditions precedent. In addition, WPP must not withdraw its tender of shares to the Tender Offer under the Agreement to Tender on the condition that the Offeror complies with its obligations under the Agreement to Tender in all material respects and the conditions precedent to the tender by WPP above are satisfied.

(*) According to the Offeror, under the Agreement to Tender, the Offeror provides

representations and warranties to WPP with respect to: (1) due incorporation and valid existence; (2) capacity to hold rights and capacity to act with regard to, and performance of all internal procedures required for, the execution of the Agreement to Tender; (3) legally binding nature and enforceability of the Agreement to Tender; (4) absence of violation of any laws or regulations; and (5) obtaining of permissions.

2. Details of the Letter Agreement

According to the Offeror, Bain Capital has entered into the Letter Agreement on November 21, 2017 with the WPP Group, where the WPP Group agrees to withdraw the Arbitration Petition and the Petition for Order for Provisional Disposition.

Under the Letter Agreement, Bain Capital and the WPP Group agree that:

- (a) the WPP Group shall, on the settlement commencement date of the Tender Offer if the Tender Offer is completed, (i) withdraw, and not refile, the Arbitration Petition and the Petition for Order for Provisional Disposition, and (ii) agree with the Company not to make any claims against each other regarding existing or potential claims arising from or in connection to any existing agreement between the WPP Group and the Company in relation to the capital and business alliance (the “Capital and Business Alliance”), including the Co-operation and Alliance Agreement dated August 3, 1998 (as amended; the “CAA”) and the Stock Purchase Agreement of the same date (as amended; the “SPA”), due to a matter that existed or occurred before the settlement commencement date of the Tender Offer in relation to a claim by the WPP Group in connection to the transactions contemplated for the purpose of making the Company go private;
- (b) all existing agreements between the WPP Group and the Company in relation to the Capital and Business Alliance, including the CAA and the SPA, should be terminated on the settlement commencement date of the Tender Offer, on the condition that the Tender Offer is completed;
- (c) Bain Capital and the WPP Group will discuss the possibility of a potential investment of approximately 25% by the WPP Group to a limited partnership or other investment vehicle that directly or indirectly holds the interests in the Company (the “Acquisition of Interests”) immediately after the Company becomes a wholly-owned subsidiary of the Offeror;
- (d) Bain Capital and the WPP Group shall discuss in good faith the terms and conditions of the Acquisition of Interests, but notwithstanding the above, the WPP Group shall not impact or control the Company, and the WPP Group’s right to veto shall be restricted to veto against material transactions between Bain Capital and the Company and similar rights that are considered appropriate to be held by a minority shareholder that does not have control;
- (e) Bain Capital and the WPP Group shall discuss in good faith with respect to a new cooperative

business relationship or other similar agreement in connection to the Acquisition of Interests;
and

(f) the Letter Agreement is not legally binding.

Further, the implementation, the terms and conditions, and the timing of the Acquisition of Interests have not been decided at this point in time, and it is intended that the WPP Group does not make a direct investment to the Company.

3. Future Outlook

As already announced, the Company resolved on October 2, 2017 to terminate the Capital and Business Alliance with the WPP Group in accordance with the CAA and the SPA, and to express an opinion endorsing the Tender Offer and recommending that the shareholders tender their shares to the Tender Offer.

The Company understands that, based on such resolution, the Agreement to Tender and the Letter Agreement came out as an agreement between Bain Capital and the WPP Group regarding the tender of shares in the Company held by the WPP Group to the Tender Offer and the termination of the Capital and Business Alliance. As a result, the Company makes no change to its opinion endorsing the Tender Offer and recommending that the Company's shareholders tender their shares to the Tender Offer.¹

¹ Upon the execution of the Agreement to Tender and the Letter Agreement, the description under 3(2)(iii) "(e) Setting of the minimum number of shares to be purchased constituting the majority of minority" of the Company's press release dated October 2, 2017 titled "Notice Regarding Opinion on Tender Offer for Shares of the Company by Bain Capital" no longer applies; however, the Company believes that the interests of minority shareholders of the Company are considered under the measures described in (a) through (d) and (f) of 3(2)(iii) in the said press release.