

October 2, 2017
Shinichi Ueno
President and Group CEO
ASATSU-DK INC.
Securities code: 9747

ADK supports tender offer by Bain Capital to privatize the business and accelerate future growth

Monday, October 2, 2017 – ADK (9747:TSE, Registered name; ASATSU-DK INC., President & Group CEO; Shinichi Ueno, Head Office; Minato-ku, Tokyo) today announced its support of a tender offer launched by Bain Capital, that if successful will lead to a privatization and delisting of ADK from the Tokyo Stock Exchange (TSE).

This announcement is the result of a full strategic review of the business, concluding that privatization represents the best option for the company to position itself for sustainable future growth.

Bain Capital has offered to acquire the common shares of ADK at a price of ¥3,660 per share, which represents a premium 15.1% to the closing price of ¥3,180 on September 29, 2017. Completion of the transaction is subject to a minimum of 20,785,200 (50.1%) of the Company's common shares being tendered. The tender offer is scheduled to expire on Wednesday, November 15, 2017.

Privatization of the business will result in a financial and strategic partnership with Bain Capital, and in the dissolution of ADK's partnership with WPP Group, established in 1998. This alliance yielded positive results in the early years, primarily helping to enhance corporate governance as well as effective financial resources management, but has since played less of a strategic role in the company's ongoing development, and has not materially contributed to the profits of the business.

We have seen significant changes in the advertising and communications landscape in recent years. More than ever we realize the need to accelerate ADK's

transformation into a nimble and dynamic mixed media business. In line with ADK's VISION 2020, the mid-term business plan announced in 2013, the objective is to transform the business to one that is digital first, and promotes greater engagement with the consumer.

As ADK moves into its next phase of growth, it recognizes the value potential presented by a partnership with Bain Capital, a globally-renowned alternative investment firm. Bain Capital's deep market knowledge, extensive local and global networks and expertise in driving operational improvement strategies have made it a valued partner for Japanese companies. This partnership will equip ADK with the financial flexibility and strategic expertise it needs to invest in core areas of growth, particularly digital, content and its overseas business.

President and Group CEO, Shinichi Ueno says "In collaboration with Bain Capital, we will set a course towards bold structural reforms and growth strategies that will help us to enhance our competitiveness and to expand our market share, both in Japan and overseas. Furthermore, this new partnership will open access to a broader network of strategic partners, enabling ADK to build on its success in markets across Asia and elsewhere in the world. We are confident that this transaction is in the best interests of all our stakeholders."

For more details, please see "Notice of Termination of Capital and Business Alliance with WPP Group" and "Notice Regarding Opinion on Tender Offer for Shares of the Company by Bain Capital" announced today.

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