[Translation]

October 10, 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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FAQ Regarding Tender Offer for Shares of the Company

The Company made the resolution at the board of directors meeting held on October 2, 2017 as announced on the same day in the Company's press releases titled "Notice Regarding Opinion on Tender Offer for Shares of the Company by Bain Capital," "Notice of Termination of Capital and Business Alliance with WPP Group," and "Notice Regarding Revision of Dividend Forecast."

Since then, there have been a number of news reports in relation to the Company's resolution above, and the Company has been subject to questions and inquiries, including those from shareholders of the Company.

The Company's views regarding the content of the resolution are as detailed in each of the above press releases published on October 2, 2017. However, the Company hereby releases the FAQ as attached to fairly provide all relevant parties with accurate information in light of the recent news reports and other commentaries.

End

FAQ Regarding Tender Offer for Shares of the Company

No.	Question	Response
	Regarding the Tender Offer	
1.	Is the Tender Offer a Management Buyout (also known as an MBO)?	The Tender Offer is not an MBO. The Company's directors and management team have no agreement with Bain Capital, including agreements regarding treatment, appointment, employment, and remuneration. The Company's directors came to the current decision as a result of sincerely considering the Company's and the Company shareholders' best interests in the harsh management environment that currently surrounds the Company.
2.	What is the reason for the series of transactions, including the Tender Offer?	The Company has determined that, for purpose of achieving bold reforms for the transition to a "Consumer Activation Company," it is essential: (i) to terminate the capital and business alliance with the WPP Group and transition to an "open-network" group that collaborates with various business partners in accordance with the characteristics of each business and (ii) to accelerate the reforms through the simplification of the decision-making process by way of privatization, make the most of Bain Capital's accumulated know-how on business improvement of its domestic and international investment portfolio, and promptly implement bold reforms with Bain Capital's support for human resources and management systems. To achieve the above initiative, the Company concluded that it is the best choice for the Company and its shareholders to avoid the temporary disadvantage to general shareholders, such as a deterioration in performance, and to provide the Company's shareholders with the opportunity to sell the Company's shares of common stock at a price with a reasonable premium, by means of the Tender Offer as part of a privatization. With that, the Company supported the Tender Offer by Bain Capital, and decided to

No.	Question	Response
		recommend that the shareholders tender their shares. ❖ See Item 7 below for the reason for terminating the capital and business alliance with WPP Group.
3.	Why was Bain Capital selected as a new partner?	In the course of promoting the consideration of new partner candidates in the transition to a "Consumer Activation Company," the Company sounded out several business companies and financial investors, but Bain Capital was the only candidate that made a specific proposal which contributes to improving the Company's corporate value. Following are additional reasons that Bain Capital was considered the most suitable partner for the Company. - Abundant investment records and experiences with 450 or more investments worldwide - Excellent business strategy planning and execution assistance for business improvements of invested firms through its management consulting methods - Global company having relationships with portfolio companies worldwide - Actual achievements in Japan to expand businesses of invested companies, such as Macromill, Inc. and BELLSYSTEM24, Inc. that offer services to corporate clients, not only by providing capital or financial support, but also by supporting business operation at a local level, and thereby steadily executing growth strategies, and leading numerous measures for value improvement to success - Bain Capital is a private equity fund with ample experiences, and no limitation is expected due to the business field of Bain Capital, on the Company's collaboration with various business partners dependent on the nature of business activities when transforming into an "open-network" group. In addition, the Company and Bain Capital also repeatedly continued to discuss the specific details of the

No.	Question	Response
		Company's managerial issues, business trends, and business strategies for each major business of the Company and examined how to promote steady management reform after the transaction under this matter. In addition, the Company decided that it shares the same vision with Bain Capital concerning the Company's intended direction of growth, and that Bain Capital would be the best partner to promote management reforms to achieve the Company's sustainable growth. ❖ See pages 10 through 12 of "Notice Regarding Opinion on Tender Offer for Shares of the Company by Bain Capital" (the "TOB Press Release") dated October 2, 2017.
4.	Can you give more information on the appropriateness of the acquisition price under the Tender Offer?	The Company obtained a valuation report and fairness opinion from Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. ("Mitsubishi UFJ Morgan Stanley"), an independent financial advisor and third party valuator, and the Tender Offer Price exceeds the upper range of the results of valuation using the market share price analysis, comparable companies analysis, and DCF analysis in the valuation report obtained from Mitsubishi UFJ Morgan Stanley. The Company also obtained a valuation report and fairness opinion from YAMADA Business Consulting Co., Ltd., which was independently appointed by the outside director council, consisting only of the Company's independent outside directors (the "Outside Director Council"), and has no interest in the Tender Offer, and the Tender Offer Price in that valuation report also exceeds the upper range of the results of valuation using the market share price analysis, and is near the upper range of the results of valuation using the DCF analysis. Further, in order to ensure the fairness of the price, when determining the Tender Offer Price, the

No.	Question	Response
		Company negotiated the price with Bain Capital a number of times, which the Outside Director Council, established for the purpose of protecting the Company's shareholders' interest, substantially participated in. The Tender Offer Price was achieved as a result of those negotiations and meaningfully increased through negotiations on multiple occasions. In a simple market price comparison, the Tender Offer Price represents a premium of (i) 15.1% on the closing price on September 29, 2017, the immediately preceding business day of the day on which the Tender Offer was publicly announced, (ii) 20.7% on the simple average of the closing prices for the past one month (before and including the immediately preceding business day of the day on which the Tender Offer was publicly announced, the same hereinafter), (iii) 24.3% on the simple average of the closing prices for the past three months, and (iv) 26.5% on the simple average of the closing prices for the past six months. Furthermore, JPY 2,153, which is the adjusted equity value per share (calculated by subtracting the value per share of after-tax value of WPP Shares owned by the Company and excess cash and cash equivalents from the Tender Offer Price), represents a premium of (i) 28.7% on the adjusted equity value per share based on the closing price on September 29, 2017, the immediately preceding business day of the day on which the Tender Offer was publicly announced, (ii) 41.1% on the adjusted equity value per share based on the simple average of the closing prices for the past one month, (iii) 49.8% on the adjusted equity value per share based on the simple average of the closing price for the past three months, and (iv) 55.2% on the adjusted equity value per share based on the simple average of the closing price for the past six months.

No.	Question	Response
		❖ See pages 15 through 25 of the TOB Press Release.
5.	How did you consider the fairness of the acquisition price when deciding on the Tender Offer?	Having implemented the procedures taking into account the fairness of the consideration, the Company approved the Tender Offer, including the Tender Offer Price and the other terms and conditions, and recommends all shareholders to tender their shares. Specifically, the following matters have been presented. (1) Examination by the Outside Director Council, consisting of the Company's independent outside directors (sincere discussion at over 19 meetings in total) and submission of opinion (opinion report) by the Outside Director Council (2) Acquisition of valuation report and fairness opinion from YAMADA Business Consulting Co., Ltd., financial advisor and third party appraiser engaged independently by the Outside Director Council (3) Meaningful increase in the proposed price for the Tender Offer achieved through negotiations on multiple occasions conducted with the substantial involvement of the Outside Director Council (4) Acquisition of valuation report and fairness opinion from third party appraisal firm independent from the Company (5) Advice from an external law firm (6) Approval by disinterested directors ❖ See pages 15 through 19 of the TOB Press Release.
6.	What is the Company's opinion regarding the Tender Offer?	The Company resolved at its board of directors meeting held on October 2, 2017 to express an opinion endorsing the Tender Offer and to recommend that the Company's shareholders tender their shares to the

No.	Question	Response
		Tender Offer. Accordingly, the Company would like its shareholders to consider tendering their shares to the Tender Offer.
	Termination of Alliance with WPP Group	
7.	Why is it necessary to terminate the capital and business alliance with WPP Group?	The capital and business alliance between the Company and the WPP Group initially provided a certain level of results in terms of the establishment of the corporate governance structure and the effective investment of funds. However, a concrete plan for a collaboration that contributes to the Company's and the WPP Group's interests has not subsequently been attained, and business synergy that expands mutual interests through collaboration initially intended has not been realized. Furthermore, the value of the WPP shares held by the Company under the capital and business alliance with the WPP Group (the "WPP Shares") is excessive in comparison to the scale of the balance sheet required for the Company's business operations, and the resulting low return on equity (ROE) and capital structure have become problematic. Further, differences have been realized in the Company's and the WPP Group's views on rapid changes in the current advertising industry with regard to the business model that the Company should strive to achieve and the business partners and investment areas necessary to achieve that model, and the Company has become aware of the situation in which it is difficult to make swift and flexible decisions that are able to endure a changing business environment. Under these circumstances, the Company conducted cautious internal discussions, and came to determine

No.	Question	Response
		that terminating the capital and business alliance with the WPP Group, and then transitioning to an "open-network" group that collaborates with a variety of business partners to suit the characteristics of each business is necessary. ❖ See pages 1 through 3 of "Notice of Termination of Capital and Business Alliance with WPP Group" (the "Alliance Termination Press Release") dated October 2, 2017.
8.	It is indicated in news reports that WPP asserts that the termination of the alliance agreement is invalid. Is valid termination possible under the agreement with WPP Group? In addition, what kind of agreement is there regarding the procedures to sell the Company's shares held by the WPP Group upon the termination?	In response to the Company's press releases dated October 2, 2017, the WPP Group claimed to the Company that the Company does not have the right to unilaterally terminate the Co-operation and Alliance Agreement dated August 3, 1998 and entered into between the Company and the WPP Group (as amended; the "CAA") and denied the validity of the Company's termination notice under the CAA. However, the CAA provides that either party may terminate the CAA at any time by giving not less than 12 months written notice. The Company gave notice on October 2, 2017 in accordance with that provision, seeking to terminate the CAA. We believe that the CAA will subsequently terminate 12 months after the termination notice in accordance with the provision in the CAA. The Company gave the termination notice after careful consideration of the validity of the termination notice under the CAA based not only on the opinion of the attorney-at-law who was involved in the preparation of the CAA at the time of executing the CAA, but also the opinion of several major law firms (which are experts in Japanese law, the governing law of the CAA). Accordingly, the Company understands that a valid termination notice was given in accordance with the CAA.

No.	Question	Response
		Further, upon the above termination notice, the Company also sent notice requesting sale of the shares of common stock in the Company owned by the WPP Group (the "Company Share Disposal Notice") in accordance with the Stock Purchase Agreement dated August 3, 1998 and entered into with the WPP Group as part of the capital and business alliance (as amended; the "SPA"). Following is a general outline of the Company Share Disposal Notice prescribed in the SPA. (1) For 180 days following the giving of the Company Share Disposal Notice from the Company to the WPP Group (the "Discussion Period"), the Company and/or a nominee designated by the Company have the right to redeem or purchase the shares of common stock in the Company owned by the WPP Group at such time and at such price approved by the WPP Group (2) If the WPP Group has not approved the sale of the shares of common stock in the Company that it holds by the time the Discussion Period has passed, then for the next following 185 days, the Company and/or a nominee designated by the Company have the right to redeem or purchase any or all of such shares of common stock in the Company at the average closing price of shares of common stock in the Company on the Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange") over the period of thirty continuous business days terminating two business days immediately prior to the date of such redemption or purchase (3) If the WPP Group has not sold the shares of common stock in the Company that it holds to the Company and/or to a nominee designated by the Company by the time 365 days have passed following the giving of the Company Share Disposal Notice, WPP Group will promptly sell any shares of common stock in the Company that it holds through a sale or sales on the Tokyo Stock Exchange to the members of the general public

No.	Question	Response
		The Company will request the WPP Group to perform its contractual obligation to sell the Company shares owned by the WPP Group in accordance with the above provisions pursuant to the Company Share Disposal Notice. Specifically, the Company intends to engage in discussion with the WPP Group to reach an agreement on the sale of the shares of common stock in the Company owned by the WPP Group in accordance with (1) above, but if an agreement is not reached during the Discussion Period, the Company plans to request the WPP Group to sell the shares to Bain Capital or its affiliate companies in accordance with (2) above or to sell the shares on the market in accordance with (3) above. ❖ See pages 4 through 5 of the Alliance Termination Press Release.
9.	Why are you selling the WPP shares held by ADK in connection with the termination of alliance with WPP? Have you considered ADK's tax burden associated with the sale of the WPP shares at that time?	As explained in the Alliance Termination Press Release, the value of the WPP shares held by the Company is excessive in comparison to the scale of the balance sheet required for the Company's business operations, and the resulting low return on equity (ROE) and capital structure have become problematic for the Company. The Company therefore plans to sell the WPP shares it holds in connection with the termination of the Capital and Business Alliance. After careful consideration based on advice from a tax advisor, from the point of view of tax efficiency and compliance with tax laws and regulations so as to protect shareholder's interests with respect to the sale of the WPP shares, the Company has judged that it is inevitable that taxes such as corporation tax will be imposed on the gain on sales realized under the current tax laws in the case of the disposition of the WPP shares upon the termination of the Capital and Business Alliance, and it has made the decision on this matter based on a comprehensive judgment after taking that tax burden into account.

No.	Question	Response
	Revision of Divided Forecast	
10.	Why is the revised dividend forecast for the year end JPY 0?	The Company considers the return of profits to the shareholders to be one of the key tasks of the management and, based on this concept, the Company has actively endeavored to return profits through such means as setting the standard for the annual total dividend payout ratio as 50% of the consolidated net income for the year. However, if the Company distributes year-end dividends with a record date of December 31, 2017, which falls after the payments for the Tender Offer have been settled, there is a possibility that the economic outcomes would be different between the shareholders who accepted the Tender Offer and those who did not. Therefore, in order to ensure fairness for all shareholders, the Company decided on a policy of year-end dividends of JPY 0 yen, on the condition that the Tender Offer is completed. ❖ See pages 1 through 2 of "Notice Regarding Revision of Dividend Forecast" dated October 2, 2017.