

[Translation]

November 2, 2017

To Whom It May Concern:

Company name: ASATSU-DK INC.

Name of Representative: Shinichi Ueno, Representative
Director, President & Group CEO
(Code: 9747, Listed on First Section of
Tokyo Stock Exchange)

Contact: Kaori Nakajima, Department Director,
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Notice Regarding Receipt of Notice of Termination of Capital and Business Alliance with WPP Group

As announced in the Company's press release dated October 2, 2017 titled "Notice of Termination of Capital and Business Alliance with WPP Group" (the "**Press Release on Termination of Alliance**"), the Company, on the same day, decided to terminate the capital and business alliance with WPP plc and its group companies (collectively, the "**WPP Group**"; that alliance, the "**Capital and Business Alliance**") and issued to the WPP Group (a) a notice to terminate the Co-operation and Alliance Agreement dated August 3, 1998 between the Company and the WPP Group (as amended; the "**CAA**") in accordance with the provisions of the CAA (that notice, the "**Company's Termination Notice**") and (b) a notice requesting the sale of shares of common stock in the Company that are held by the WPP Group (the "**Disposal Notice for Company Shares**").

The Company hereby gives notice that the Company received a notice as of November 1, 2017 from the WPP Group to the effect that the WPP Group terminates the CAA as further described below ("**WPP's Termination Notice**").

1. Details of WPP's Termination Notice

As announced in the Press Release on Termination of Alliance, the Company plans, in connection with the termination of the Capital and Business Alliance, to sell the shares it holds in WPP plc (the "**WPP Shares**"). Since it is necessary to hedge the share price fluctuation risk for WPP Shares and currency exchange risk upon conducting the future sale and to increase the foreseeability of the Company's asset value in order to provide all of the Company's shareholders with the opportunity to sell their shares in the Company through the tender offer for the Company's shares by BCPE Madison Cayman, L.P. (the "**Tender Offer**"; for details, please see the Company's press release dated October 2, 2017 titled "Notice Regarding Opinion on Tender Offer for Shares of the Company by Bain Capital")

at a price with a fair premium, the Company entered into an agreement with Morgan Stanley & Co. International plc regarding derivative transactions for the share price of WPP Shares (the “**Hedging Transaction**”) on October 2, 2017.

In WPP’s Termination Notice, the WPP Group alleges that the Hedging Transaction breaches provisions of the Stock Purchase Agreement dated August 3, 1998 between the Company and the WPP Group (as amended; the “**SPA**”) that prohibit any transfer or disposal of legal and/or beneficial interest in the WPP Shares and that, on this ground, the WPP Group thereby terminates the CAA.

In addition, in WPP’s Termination Notice, the WPP Group also alleges to the effect that it will issue another notice to terminate the CAA if the Tender Offer successfully closes and the offeror BCPE Madison Cayman, L.P. acquires no less than 50.1% of the voting rights in the Company, based on the understanding that such an event would constitute a Change of Control in the Company.

2. Company’s future measures

The Company believes that the Hedging Transaction does not constitute a breach of agreement as alleged by the WPP Group, because the Hedging Transaction does not constitute a transfer or disposal of legal or beneficial interest in the WPP Shares. In addition, as described above, the Company has already submitted the Company’s Termination Notice to the WPP Group and believes the procedures for unwinding cross-holding of shares under the CAA and SPA have already been commenced.

In light of these circumstances, it is the Company’s policy to uphold its previously announced and ongoing demand that the WPP Group perform its contractual obligation to sell shares in the Company held by the WPP Group, pursuant to the Company’s Termination Notice and the Disposal Notice for Company Shares. While it is likely that, given the aforementioned allegations of the WPP Group, the WPP Group has a differing view regarding their obligation to sell the shares in the Company, the Company will continue to deliberate future measures, including bringing legal proceedings if necessary.