

[Translation]

December 7, 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)
Contact: Kaori Nakajima, Department
Director, Office of Corporate
Communications
Tel: 03 (6830) 3855

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 Company hereby announces that the tender offer (the “Tender Offer”) commenced on October 3, 2017 for the Company’s outstanding common shares (including the Company’s common shares to be delivered upon the 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 those common shares, collectively, the “Company’s Common Shares”) by BCPE Madison Cayman, L.P. (the “Offeror”) and the Stock Acquisition Rights was completed as of December 6, 2017.

The Company also announces the parent companies, the other affiliated company, and the largest shareholder which is a major shareholder of the Company will change on December 13, 2017 (scheduled) as a result of the Tender Offer.

1. Result of the Tender Offer

The Company received from the Offeror today a report on the result of the Tender Offer as announced in the “Notice Regarding the Result of the Tender Offer for Shares of Asatsu-DK Inc. (Securities Code 9747)”

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The total number of tendered shares in the Tender Offer was more than the minimum number of shares to be purchased, so the Tender Offer was successfully completed.

2. Change to the Parent Companies, the Other Affiliated Company, and the Largest Shareholder which is a Major Shareholder

(1) Scheduled Date of the Change

December 13, 2017 (commencement date of the settlement of the Tender Offer)

(2) Background of the Change

The Offeror announced on October 2, 2017 that the Tender Offer will be conducted, and the Company resolved at its board of directors meeting held on that day to express an opinion endorsing the Tender Offer and to recommend that the shareholders of the Company accept the Tender Offer. The Tender Offer was conducted from October 3, 2017 until December 6, 2017, and the Company received a report from the Offeror that 36,233,119 shares of the Company's Common Shares have been tendered in the Tender Offer and that all of those shares will be obtained by the Offeror.

As a result, when the settlement of the Tender Offer is conducted, on December 13, 2017 (the day of commencement of the settlement of the Tender Offer), the number of voting rights held by the Offeror will exceed a majority of the voting rights of all shareholders, etc. of the Company, so the Offeror will become the parent company and the largest shareholder which is a major shareholder of the Company. Consequently, BCPE Madison GP, LLC and Bain Capital Investors, LLC, which are the parent companies of the Offeror, will come to indirectly hold the Company's Common Shares through the Offeror, and will therefore become the parent companies of the Company.

Further, the Company has been informed by the Offeror that WPP International Holding B.V. ("WPP"), the largest shareholder which is a major shareholder of the Company have tendered in the Tender Offer all of the Company's Common Shares it holds, and as a result, when the settlement of the Tender Offer is conducted, as of December 13, 2017 WPP will no longer be the largest shareholder which is a major shareholder of the Company. Also, WPP plc, which is the other affiliated company of the Company, will no longer be the other affiliated company of the Company.

(3) Summary of the Shareholders subject to the Change

(i) Summary of the Shareholder that will become the Parent Company, and the Largest Shareholder which is a Major Shareholder

(1) Name	BCPE Madison Cayman, L.P.
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(2)	Location	PO Box 309, Ugland House, KY1-1104, Grand Cayman, Cayman Islands
(3)	Basis of incorporation	The Offeror is a limited partnership, formed and registered under the laws of the Cayman Islands.
(4)	Purpose of incorporation	The Offeror was primarily incorporated for the purpose of investing in the Company.
(5)	Incorporation date	July 27, 2017
(6)	Total amount of contribution	0 yen
(7)	Contributors, contribution ratio, and outline of contributors	BCPE Madison Holdings Cayman, L.P. 100% The Tender Offeror's limited partner.
(8)	Outline of operating partner	Name BCPE Madison GP, LLC
		Location PO Box 309, Ugland House, KY1-1104, Grand Cayman, Cayman Islands
		Name and position of representative (Partner) Bain Capital Investors, LLC (Representative) Managing Director: John Connaughton
		Business Investment
		Total amount of contribution 0 yen
(9)	Outline of domestic agent	Name Anderson Mori & Tomotsune Satoshi Inoue, Attorney-at-Law
		Location Akasaka K-Tower, 2-7, Motoakasaka 1-Chome, Minato-ku, Tokyo
(10)	Relationship between the Company and the Offeror	
	Capital relationship	N/A
	Personal relationship	N/A
	Business relationship	N/A

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	Situation with related parties	N/A
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(ii) Summary of the Person that will become the Parent Company

(1)	Name	BCPE Madison GP, LLC
(2)	Location	PO Box 309, Ugland House, KY1-1104, Grand Cayman, Cayman Islands
(3)	Name and position of representative	(Partner) Bain Capital Investors, LLC (Representative) Managing Director: John Connaughton
(4)	Business	Investment
(5)	Total amount of contribution	0 yen
(6)	Date of establishment	September 13, 2017
(7)	Net assets	N/A (note)
(8)	Total assets	N/A (note)
(9)	Major Shareholder and shareholding ratio	Bain Capital Investors, LLC: 100%
(10)	Relationship between the Company and the Offeror	
	Capital relationship	N/A
	Personal relationship	N/A
	Business relationship	N/A
	Situation with related parties	N/A

Note: The Company has received an explanation from BCPE Madison GP, LLC that under the laws and regulations or practices of Delaware, which is the jurisdiction where it was established, it is not necessary to prepare documents equivalent to financial statements under the provisions of the Companies Act.

(iii) Summary of the Person that will become the Parent Company

(1)	Name	Bain Capital Investors, LLC
(2)	Location	200 Clarendon Street, Boston, MA 02116, USA
(3)	Name and position of	Managing Director

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	representative	John Connaughton
(4)	Business	Investment
(5)	Total amount of contribution	0 yen
(6)	Date of establishment	May 11, 2000
(7)	Net assets	N/A (note)
(8)	Total assets	N/A (note)
(9)	Major Shareholder and shareholding ratio	N/A
(10)	Relationship between the Company and the Offeror	
	Capital relationship	N/A
	Personal relationship	N/A
	Business relationship	N/A
	Situation with related parties	N/A

Note: The Company has received an explanation from Bain Capital Investors, LLC that under the laws and regulations or practices of Delaware, which is the jurisdiction where it was established, it is not necessary to prepare documents equivalent to financial statements under the provisions of the Companies Act.

(iv) Summary of the Shareholder that will cease to be the Other Affiliated Company

(1)	Name	WPP plc
(2)	Location	27 Farm Street, London W1J 5RJ, UK
(3)	Name and position of representative	Chief Executive Officer Sir Martin Sorrell
(4)	Business	Advertising business

(v) Summary of the Shareholder that will cease to be the Largest Shareholder which is a Major Shareholder

(1)	Name	WPP International Holding B.V.
(2)	Location	Laan op Zuid 167, 3072 DB Rotterdam, the Netherlands
(3)	Name and position of representative	Managing Director A. van Heulen-Mulder
(4)	Business	Share holding

[Translation]

(4) Number and Ratio of Voting Rights Held by those Shareholders before and after the Change

(i) BCPE Madison Cayman, L.P.

	Attributes	Number of Voting Rights (Voting Rights Holding Ratio)			Rank among Major Shareholders
		Directly held voting rights	Total held voting rights	Total	
Before the change	—	—	—	—	—
After the change	Parent company, largest shareholder which is a major shareholder	362,331 voting rights (87.53%)	—	362,331 voting rights (87.53%)	First

(ii) BCPE Madison GP, LLC

	Attributes	Number of Voting Rights (Voting Rights Holding Ratio)			Rank among Major Shareholders
		Directly held voting rights	Total held voting rights	Total	
Before the change	—	—	—	—	—
After the change	Parent company (indirectly holding shares of the Company)	—	362,331 voting rights (87.53%)	362,331 voting rights (87.53%)	—

(iii) Bain Capital Investors, LLC

	Attributes	Number of Voting Rights (Voting Rights Holding Ratio)			Rank among Major Shareholders
		Directly held voting rights	Total held voting rights	Total	
Before the change	—	—	—	—	—
After the change	Parent company (indirectly)	—	362,331 voting rights	362,331 voting rights	—

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	holding shares of the Company)		(87.53%)	(87.53%)	
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(iv) WPP plc

	Attributes	Number of Voting Rights (Voting Rights Holding Ratio)			Rank among Major Shareholders
		Directly held voting rights	Total held voting rights	Total	
Before the change	Other affiliated company	—	103,311 voting rights (24.96%)	103,311 voting rights (24.96%)	—
After the change	—	—	—	—	—

(v) WPP International Holding B.V.

	Attributes	Number of Voting Rights (Voting Rights Holding Ratio)			Rank among Major Shareholders
		Directly held voting rights	Total held voting rights	Total	
Before the change	Largest shareholder which is a major shareholder	103,311 voting rights (24.96%)	—	103,311 voting rights (24.96%)	First
After the change	—	—	—	—	—

Note: “Voting rights holding ratio” before and after the change means the ratio (rounded to the second decimal place) to the number of voting rights (413,953 voting rights) pertaining to the total issued shares as of September 30, 2017 described in the Third Quarterly Securities Report (63rd term) submitted by the Company on November 21, 2017 (41,755,400 shares) minus the number of treasury shares owned by the Company as of September 30, 2017 (360,005 shares) as specified in the “Summary of Consolidated Financial Statements for the Third Quarter of the term ending December 2017 [Japanese GAAP]” submitted by the Company on November 13, 2017 (resulting in 41,395,395 shares), the same applies hereinafter.

(5) Whether there is a Change to a Non-Listed Parent Company that is subject to Disclosure

Given that BCPE Madison GP, LLC will become a non-listed parent company of the Company as a result of the change, it is expected that BCPE Madison GP, LLC will be subject to disclosure.

[Translation]

According to BCPE Madison GP, LLC, pursuant the laws and regulations of the jurisdiction where it was established, it has not prepared financial statements.

3. Future Outlook

As explained above, although 36,233,119 shares of the Company's Common Shares were tendered in the Tender Offer, the Offeror could not acquire all of the Company's Common Shares through the Tender Offer, so it is expected that the Offeror will acquire all of the Company's Common Shares (excluding treasury shares owned by the Company and the Company's Common Shares owned by the Offeror) in accordance with the procedures set out in "(4) Policy regarding reorganization, etc., following completion of the Tender Offer (so-called "two-step acquisition")" in "3. Details and basis of, and reasons for, the opinion regarding the Tender Offer" in the Company's press release dated October 2, 2017 titled "Notice Regarding Opinion on Tender Offer for Shares of the Company by Bain Capital."

As a result, it is expected that the Company's Common Shares will be delisted through prescribed procedures in accordance with the stock delisting criteria established by the Tokyo Stock Exchange, Inc. ("TSE"). After delisting, the Company's Common Shares can no longer be traded on the TSE.

Further, as announced in the Company's press release dated October 2, 2017 titled "Notice Regarding Revision of Dividend Forecast," a resolution was passed at the board of directors meeting held on October 2, 2017 to revise the Company's dividend forecast announced on February 14, 2017 and not to distribute year-end dividends for the fiscal year ending December 2017, conditional on the completion of the Tender Offer. Given that, as explained above, that condition has been satisfied upon the successful completion of the Tender Offer, it is expected the Company will not distribute year-end dividends with a record date of December 31, 2017, as stated in the "Notice Regarding Revision of Dividend Forecast" dated October 2, 2017. For details of the revision to the dividend forecast, see the "Notice Regarding Revision of Dividend Forecast" dated October 2, 2017.

The Company also received an explanation from the Offeror that Bain Capital Private Equity, L.P. and its group executed a Letter Agreement dated November 21, 2017 with WPP plc and its group companies (collectively, the "WPP Group"), under which it is agreed that on the commencement date of the settlement of the Tender Offer, the petition for arbitration and the petition for an order for provisional disposition filed by the WPP Group against the Company will be withdrawn and all existing agreements between the WPP Group and the Company regarding the capital and business alliance will terminate (for details see the Company's press release dated November 21, 2017 titled "Agreement for Tender by the WPP Group to the Tender Offer of Shares of the Company and Termination of Alliance"). If any fact related to those points that is to be disclosed arises in the future, we will promptly disclose that fact.

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