

*This is an English translation of the Japanese original. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.*

(Securities Code: 2181)  
June 17, 2016

To all shareholders

Masamichi Mizuta,  
President and Representative Director,  
**Temp Holdings Co., Ltd.**  
1-1, Yoyogi 2-chome, Shibuya-ku, Tokyo, Japan

## **NOTICE OF RESOLUTIONS AT THE 8th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We would like to thank you for your continued sincere support.

This is to notify you that the reports were presented and resolutions were approved at the 8th Ordinary General Meeting of Shareholders as per the details listed below.

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|-----------------------|--|
| <b>Items reported</b> | <b>1. The Business Report, the Consolidated Financial Statements and the Reports by Accounting Auditors and the Audit &amp; Supervisory Board on the audit results of the Consolidated Financial Statements, for the 8th term (from April 1, 2015 to March 31, 2016).</b><br>The contents of the above were reported.  |
|                       | <b>2. The Non-Consolidated Financial Statements for the 8th term (from April 1, 2015 to March 31, 2016).</b><br>The contents of the above were reported.   |
| <b>Items resolved</b> |  |
| <b>Agenda 1:</b>      | <b>Appropriation of Surplus</b><br>The agenda was approved as proposed.<br>The year-end dividend was set at 7 yen per share.   |
| <b>Agenda 2:</b>      | <b>Partial Amendments to the Articles of Incorporation</b><br>The agenda was approved as proposed.   |
| <b>Agenda 3:</b>      | <b>Election of Six (6) Directors who are not Audit and Supervisory Committee Members</b><br>The agenda was approved as proposed. Six (6) candidates, Masamichi Mizuta, Hirotohi Takahashi, Takao Wada, Toshihiro Ozawa, Kiyoshi Seki, and Carl T. Camden were elected as Directors who are not Audit and Supervisory Committee Members and they assumed their offices.<br>In addition, Carl T. Camden is an External Director. |

**Agenda 4: Election of Four (4) Directors who are Audit and Supervisory Committee Members**

The agenda was approved as proposed.

Four (4) candidates, Hiroshi Shimazaki, Ryosuke Tamakoshi, Naoshige Shindo, and Naohiro Nishiguchi were elected as Directors who are Audit and Supervisory Committee Members and they assumed their offices.

In addition, Ryosuke Tamakoshi, Naoshige Shindo, and Naohiro Nishiguchi are External Directors.

The Company has designated Naoshige Shindo and Naohiro Nishiguchi as independent directors and reported such designation to the Tokyo Stock Exchange.

**Agenda 5: Determination of Remuneration of Directors who are not Audit and Supervisory Committee Members**

The agenda was approved as proposed.

The amount of remuneration for Directors who are not Audit and Supervisory Committee Members was set at no more than 500 million yen annually (of which, the remuneration for External Directors is to be no more than 30 million yen annually, excluding the employee salaries of Directors who serve concurrently as employees).

**Agenda 6: Determination of Remuneration of Directors who are Audit and Supervisory Committee Members**

The agenda was approved as proposed.

The amount of remuneration for Directors who are Audit and Supervisory Committee Members was set at no more than 100 million yen annually.

**(Reference)**

The management system of the Company decided at the meeting of the Board of Directors held after the close of this General Meeting of Shareholders is as follows:

Position and business in charge, etc. in the Company	Name
President, Chief Executive Officer, and Representative Director	Masamichi Mizuta
Deputy President, Chief Operating Officer, and Director Corporate Development & Strategy and Human Resources	Hirotooshi Takahashi
Senior Executive Vice President, Chief Revenue Officer, and Director Temporary Staffing/BPO Segment	Takao Wada
Executive Vice President, Chief Information Officer, and Director IT and Administration	Toshihiro Ozawa
Executive Vice President, Chief Financial Officer, and Director	Kiyoshi Seki
External Director	Carl T. Camden
Director (Member of Audit and Supervisory Committee)	Hiroshi Shimazaki
External Director (Member of Audit and Supervisory Committee)	Ryosuke Tamakoshi
External Director (Member of Audit and Supervisory Committee)	Naoshige Shindo
External Director (Member of Audit and Supervisory Committee)	Naohiro Nishiguchi
Executive Officer and Chief Legal Officer	Daisuke Hayashi
Executive Officer, ITO Segment	Toshihito Nagai
Executive Officer, Engineering Segment	Mikio Miyamura
Executive Officer, Recruiting Segment	Taro Mineo
Executive Officer, BPO Business, Temporary Staffing/BPO Segment	Toshiyuki Takakura
Executive Officer, Marketing, Temporary Staffing/BPO Segment	Shinji Masaki
Executive Officer, Panasonic Excel Staff Group, Temporary Staffing/BPO Segment	Kazunari Kimura
Executive Officer, Overseas Business	Takayuki Yamazaki

### **Payment of the Year-end Dividends for the 8th Term**

The year-end dividends for the 8th term will be paid by means of the enclosed “Year-end Dividends Warrant.” Please collect your dividend at a nearby office of Japan Post Bank or a post office during the payment period (from June 20, 2016 to July 29, 2016).

For those shareholders who have designated a dividend transfer account, please find enclosed the “Statement of Year-end Dividends” and “Notification of Confirmation of the Dividend Transfer Account.”