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(Securities Code: 2181)
May 31, 2019

To all shareholders

Masamichi Mizuta,
Representative Director, President and CEO
PERSOL HOLDINGS CO., LTD.
1-1, Yoyogi 2-chome, Shibuya-ku, Tokyo, Japan

NOTICE OF CONVOCATION OF THE 11th ORDINARY GENERAL MEETING OF SHAREHOLDERS

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

This is to notify you that we will be holding the 11th Ordinary General Meeting of Shareholders as per the details listed below. All shareholders are encouraged to attend the meeting.

If you are unable to attend the meeting on the day, you may exercise your voting rights in writing or via the Internet, etc. (electro-magnetic method). Please review the attached reference materials, indicate your approval or disapproval for each agenda item on the enclosed voting rights exercise form, and return the form to us or enter your approval or disapproval on the Company's designated website (<https://evote.tr.mufg.jp/>) no later than 6:00 p.m., Monday, June 24, 2019.

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| 1. Date and Time | 10:00 a.m., Tuesday, June 25, 2019 (Reception will open at 9:00 a.m.) |
| 2. Venue | “Ohgi,” 4F, South Tower, Keio Plaza Hotel Tokyo,
2-1, Nishi-Shinjuku 2-chome, Shinjuku-Ku, Tokyo |
| 3. Meeting Agenda | |
| Items to be reported | <ol style="list-style-type: none">1. The Business Report, the Consolidated Financial Statements and the Reports by Accounting Auditors and the Audit and Supervisory Committee on the audit results of the Consolidated Financial Statements, for the 11th term (from April 1, 2018 to March 31, 2019).2. The Non-Consolidated Financial Statements for the 11th term (from April 1, 2018 to March 31, 2019). |
| Items to be resolved | |
| Agenda Item 1: | Appropriation of Surplus |
| Agenda Item 2: | Election of Six (6) Directors who are not Audit and Supervisory Committee Members |
| Agenda Item 3: | Election of One (1) Director who is an Audit and Supervisory Committee Member |
| Agenda Item 4: | Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member |
| 4. Instructions for Exercising Voting Rights | Please refer to the Instructions for Exercising Voting Rights (Japanese only). |

- * If you are attending the meeting, please submit the enclosed voting rights exercise form to the reception desk upon arrival.
 - * The following items are posted on the Company's website in accordance with laws, regulations and the provisions of Article 16 of the Articles of Incorporation, and not described in this convocation notice.
 - a. Notes to consolidated financial statements
 - b. Notes to non-consolidated financial statements
- Consequently, the documents attached to this convocation notice consist of part of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Audit and Supervisory Committee in preparing their audit report and the Accounting Auditors in preparing their audit reports.
- * If any revisions are made to Reference Materials for General Meeting of Shareholders, the Business Report, Consolidated Financial Statements or Non-Consolidated Financial Statements, the revised items will be posted on the Company's website.

The Company's website: <https://www.persol-group.co.jp>

Reference Materials for General Meeting of Shareholders

Agenda Item 1: Appropriation of Surplus

Regarding the return of profits to our shareholders as a priority issue, the Company makes it a basic policy to maintain stable dividends according to the conditions of business performance, while striving to increase internal reserves and strengthening the corporate structure that enables a speedy and active expansion of business into growth fields.

Based on this basic policy, we would like to pay term-end dividends for the fiscal year under review as follows:

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount of the allocation
15 yen per share of common stock
Total amount: 3,510,386,700 yen
- (3) Effective date of distribution of surplus
June 26, 2019

Agenda Item 2: Election of Six (6) Directors who are not Audit and Supervisory Committee Members

The terms of office of the seven (7) current Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. At this juncture, the Company requests the election of six (6) Directors who are not Audit and Supervisory Committee Members.

The Company's Audit and Supervisory Committee has judged that all the candidates for Directors in this agenda item are the right people for the post of Director.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name	Position and business in charge in the Company			
1	Masamichi Mizuta	Representative Director, President and CEO	Reappointed		
2	Hirotooshi Takahashi	Director, Deputy President and COO (Group Function Control Officer, PROGRAMMED Segment Lead)	Reappointed		
3	Takao Wada	Director, Senior Executive Officer (Sales Strategy Officer, Temporary Staffing/BPO Segment Lead)	Reappointed		
4	Kiyoshi Seki	Director, Executive Officer (Chief Financial Officer)	Reappointed		
5	Ryosuke Tamakoshi	External Director	Reappointed	External	Independent
6	Peter W. Quigley	External Director	Reappointed	External	

(Reference materials for Agenda Items 2 to 4 are on page 13)

No. 1	Masamichi Mizuta (Date of birth: June 13, 1959)			Reappointed
	Brief personal record, position, business in charge in the Company			
Number of the Company's shares held: 426,327 shares (number of shares scheduled to be delivered based on share-based remuneration scheme: 6,627 shares)	Apr.	1984	Joined Recruit Co., Ltd.	
	Jul.	1988	Joined Tempstaff Co., Ltd.	
	Jun.	1995	Director of Tempstaff Co., Ltd. (General Manager, Sales Division)	
	Oct.	2008	Executive Managing Director of the Company (General Manager, Group Sales Division)	
	Aug.	2009	Executive Managing Director of the Company (General Manager, Group Growth Strategy Division)	
	Jun.	2010	Vice President & Director of the Company (General Manager, Group Growth Strategy Division)	
Number of years in office: 10 years 8 months	Jun.	2012	Vice President & Representative Director of the Company (General Manager, Group Growth Strategy Division)	
	Jun.	2013	President & Representative Director of the Company (General Manager, Group Growth Strategy Division)	
	Jul.	2014	President & Representative Director of the Company (General Manager, Group Management Division General Manager, Group Financial Division)	
Number of Board of Directors meetings attended: 13/13 (100%)	Apr.	2015	President & Representative Director of the Company	
	Jun.	2016	Representative Director, President and CEO of the Company (current position)	
	Important concurrent posts			
	None			
	Reasons for nomination as candidate for Director			
	Masamichi Mizuta has been contributing to the improvement of the Company's corporate value such as through overseeing the Group management as the President and Representative Director of the Company since June 2013, and playing a driving role in global development by leveraging his experience and insight accumulated over many years in the human resources business industry. The Company appointed him as a candidate for Director based on the conclusion that he can be expected to continue to fulfill his duties as a Director who is not an Audit and Supervisory Committee Member of the Company in light of his past record.			

Brief personal record, position, business in charge in the Company

Number of the Company's shares held: 109,477 shares (number of shares scheduled to be delivered based on share-based remuneration scheme: 5,577 shares)	Apr. 1995	Joined Intelligence, Ltd.
	Apr. 1999	Director of Intelligence, Ltd.
	Dec. 2008	Representative Director & Chief Executive Officer of Intelligence, Ltd.
	Apr. 2012	Representative Director of Intelligence Holdings, Ltd.
	Jun. 2013	Vice President & Director of the Company (General Manager, Media and Career-related Business)
	Jan. 2014	Vice President & Director of the Company (General Manager, Group Corporate Strategy Division General Manager, Media and Career-related Business)
Number of years in office: 6 years	Apr. 2014	Vice President & Director of the Company (General Manager, Group Corporate Strategy Division)
	Apr. 2015	Vice President and Executive Officer of the Company (Responsible for Recruitment Segment, Corporate Strategy, and Human Resources)
Number of Board of Directors meetings attended: 12/13 (92%)	Apr. 2016	Vice President & Director of the Company (Responsible for Corporate Strategy and Human Resources)
	Jun. 2016	Vice President, COO & Director of the Company (Responsible for Corporate Strategy and Human Resources)
	Apr. 2017	Vice President, COO & Director of the Company (Responsible for Corporate Strategy)
	Nov. 2017	Director, Deputy President and COO of the Company (Group Function Control Officer, Corporate Strategy Officer)
	Apr. 2018	Director, Deputy President and COO of the Company (Group Function Control Officer, ITO Segment Lead)
	Apr. 2019	Director, Deputy President and COO of the Company (Group Function Control Officer, PROGRAMMED Segment Lead) (current position)

Important concurrent posts

Director of PERSOL TEMPSTAFF CO., LTD.

Director of PERSOL CAREER CO., LTD.

Director of PERSOLKELLY PTE. LTD.

Director of PERSOL PROCESS & TECHNOLOGY CO., LTD.

Director of PERSOL RESEARCH & DEVELOPMENT CO., LTD.

Reasons for nomination as candidate for Director

Hirotoshi Takahashi has been contributing to the improvement of the Company's corporate value such as through self-improvement in the management as Representative Director & Chief Executive Officer of Intelligence, Ltd. from December 2008, and playing a secondary role in overseeing the Group management as Vice President and Director of the Company since June 2013 by leveraging his experience and insight accumulated over many years in the human resources business industry. The Company appointed him as a candidate for Director based on the conclusion that he can be expected to continue to fulfill his duties as a Director who is not an Audit and Supervisory Committee Member of the Company in light of his past record.

Brief personal record, position, business in charge in the Company

Number of the Company's shares held: 117,706 shares (number of shares scheduled to be delivered based on share-based remuneration scheme: 4,506 shares)	Feb. 1988	Joined Sparrow Japan
	Sep. 1991	Joined Tempstaff Co., Ltd.
	Jun. 2006	Director of Tempstaff Co., Ltd. (General Manager, Sales & Planning Division)
	Oct. 2008	Director of the Company (General Manager, Group Operations & IT Division)
	Aug. 2009	Director of the Company (General Manager, Group Operations & IT Strategy Division)
Number of years in office: 10 years 8 months	Apr. 2011	Director of the Company (General Manager, Group Outsourcing Strategy Division)
	Jan. 2014	Director of the Company (General Manager, Group Outsourcing Strategy Division General Manager, Group Human Resources Division)
Number of Board of Directors meetings attended: 13/13 (100%)	Apr. 2015	Director, Executive Officer of the Company (Responsible for Temporary Staffing Segment, BPO Segment, and Sales Strategy)
	Jun. 2016	Director, Senior Executive Officer of the Company (Sales Strategy Officer, Temporary Staffing/BPO Segment Lead) (current position) President & Representative Director of Tempstaff Co., Ltd. (current position)
	May 2019	Director of Kelly Services, Inc. (current position)

Important concurrent posts

President and Representative Director of PERSOL TEMPSTAFF CO., LTD.
Director of Kelly Services, Inc.

Reasons for nomination as candidate for Director

Takao Wada has been contributing to the enhancement of the Company's corporate value such as through engaging in the management as Director of the Company since October 2008, expanding the temporary staffing and outsourcing businesses, etc., and improving business performance by leveraging his experience and insight accumulated over many years in the temporary staffing business, which is the mainstay business of the Group. The Company appointed him as a candidate for Director based on the conclusion that he can be expected to continue to fulfill his duties as a Director who is not an Audit and Supervisory Committee Member of the Company in light of his past record.

No. 4

Kiyoshi Seki (Date of birth: December 11, 1964)

Reappointed

Brief personal record, position, business in charge in the Company

Number of the Company's shares held: 4,157 shares (number of shares scheduled to be delivered based on share-based remuneration scheme: 3,357 shares)	Apr. 1987	Joined Yamaichi Securities Co., Ltd.
	Jan. 1989	Joined Chuo Coopers and Lybrand Consulting Co., Ltd.
	Jan. 1993	Joined K&Company Inc.
	Jun. 2014	Joined KPMG Consulting Co., Ltd.
	Apr. 2015	Joined the Company Executive Officer (Responsible for Financing) Managing Director of Tempstaff Co., Ltd.
	Apr. 2016	Director and Senior Managing Executive Officer of Tempstaff Co., Ltd.
	Jun. 2016	Director, Executive Officer of the Company (Chief Financial Officer) (current position)

Important concurrent posts

Number of years in office: 3 years	Director of PERSOL TEMPSTAFF CO., LTD.
	Director of PERSOL CAREER CO., LTD.
Number of Board of Directors meetings attended: 13/13 (100%)	Director of PERSOL PROCESS & TECHNOLOGY CO., LTD.
	Director of PERSOL RESEARCH & DEVELOPMENT CO., LTD.

Reasons for nomination as candidate for Director

Kiyoshi Seki has been contributing to the improvement of the Company's corporate value, such as through proactively providing suggestions from the point of view of the Company's management since his appointment as Executive Officer of the Company in April 2015 by leveraging his experience and insight accumulated over many years in the area of finance and accounting. The Company appointed him as a candidate for Director based on the conclusion that he can be expected to continue to fulfill his duties as a Director who is not an Audit and Supervisory Committee Member of the Company in light of his past record.

Brief personal record, position, business in charge in the Company			
Number of the Company's shares held: – shares	May	1970	Joined The Sanwa Bank, Limited (now MUFG Bank, Ltd.)
	May	1997	General Manager, International Department of The Sanwa Bank, Limited
	Jun.	1997	Director of The Sanwa Bank, Limited
Number of years in office: 3 years	Jun.	1999	Managing Executive Officer of The Sanwa Bank, Limited
	Jan.	2002	Senior Managing Executive Officer of UFJ Bank Limited (now MUFG Bank, Ltd.)
Number of Board of Directors meetings attended: 13/13 (100%)	May	2002	Deputy President and Executive Officer of UFJ Bank Limited
	Jun.	2002	Deputy President, Representative Director, and Executive Officer of UFJ Bank Limited
	May	2004	Chairman and Director of UFJ Bank Limited
	Jun.	2004	President and Representative Director of UFJ Holdings, Inc. (now Mitsubishi UFJ Financial Group, Inc.)
	Oct.	2005	Chairman and Representative Director of Mitsubishi UFJ Financial Group, Inc.
	Jun.	2010	External Audit & Supervisory Board Member of the Company Senior Advisor of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (current position) (now MUFG Bank, Ltd.)
	Jul.	2011	Director of Morgan Stanley
	Jun.	2016	External Director of the Company (Member of Audit and Supervisory Committee)
	Jun.	2018	External Director of the Company (current position)
Important concurrent posts			
Senior Advisor of MUFG Bank, Ltd.			
Reasons for nomination as candidate for External Director			
Ryosuke Tamakoshi has been contributing to the improvement of the Company's corporate value, by proactively providing opinions and suggestions, etc. as External Audit and Supervisory Board Member of the Company from June 2010, then as External Director who is an Audit and Supervisory Committee Member from June 2016, and then as Director who is not an Audit and Supervisory Committee Member of the Company since June 2018, leveraging his wealth of experience and extensive global insight acquired over many years as a senior manager at financial institutions. The Company appointed him as a candidate for External Director based on the conclusion that he can be expected to continue to fulfill his duties as a Director who is not an Audit and Supervisory Committee Member of the Company in light of his past record.			

1. Ryosuke Tamakoshi is a candidate for External Director.
2. MUFG Bank, Ltd., where Ryosuke Tamakoshi holds the post of senior advisor, loans funds to and engages in other transactions with the Company. However, the role of senior advisor at the bank is not a role that is involved in the management, and he has not engaged in the execution of business for more than eight years. Therefore, Ryosuke Tamakoshi satisfies the requirements for an independent director stipulated by the Tokyo Stock Exchange and the standards of independence stipulated by the Company (Reference 3 on page 13), and if he assumes office as External Director who is not an Audit and Supervisory Committee Member, the Company intends to report his designation as an independent director.

No. 6

Peter W. Quigley (Date of birth: April 20, 1961)

Reappointed

Candidate for
External Director

Brief personal record, position, business in charge in the Company		
Number of the Company's shares held: – shares	Jun. 1986	Joined Gardner Carton
	Sep. 1989	Joined Kaye Scholer
	Jan. 1992	Joined AT&T Corp.
	May 1996	Joined Lucent Technologies, Inc.
Number of years in office: 2 years	Nov. 2002	Joined Kelly Services Inc. (Senior Director, Service Department)
	Jul. 2016	Director of Kelly Services (Singapore) Pte. Ltd.
Number of Board of Directors meetings attended: 12/13 (92%)	May 2017	Executive Vice President of Kelly Services, Inc. (current position)
	Jun. 2017	External Director of the Company (current position)
	Jan. 2019	Director of PERSOLKELLY PTE. LTD. (current position)
Important concurrent posts		
Executive Vice President of Kelly Services, Inc. Director of PERSOLKELLY PTE. LTD.		
Reasons for nomination as candidate for External Director		
Peter W. Quigley has been contributing to the improvement of the Company's corporate value by proactively providing opinions and suggestions, etc. on business development overseas, including locations where the Company has not yet ventured, as External Director since June 2017, leveraging his extensive experience and insight in the human resources business in the United States and other countries. The Company appointed him as a candidate for External Director based on the conclusion that he can be expected to continue to fulfill his duties as a Director who is not an Audit and Supervisory Committee Member of the Company in light of his past record.		
1. Peter W. Quigley is a candidate for External Director.		
2. Peter W. Quigley is Executive Vice President of Kelly Services, Inc. The Company's consolidated subsidiaries and Kelly Services, Inc. conduct the same type of operations in the temporary staffing, recruitment and related fields. The Company and Kelly Services, Inc. have signed a global sales and marketing agreement on September 9, 2010, and a joint venture agreement on April 11, 2016.		

- Notes: 1. Other than what is stated for each candidate, there is no special interest between the any of the candidates and the Company.
2. The Company has entered into agreements with Ryosuke Tamakoshi and Peter W. Quigley to limit their liability to the higher of either of 1.0 million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act. If their reappointments are approved, the Company will continue said limited liability agreement with each one of them.

Agenda Item 3: Election of One (1) Director who is an Audit and Supervisory Committee Member

The Company requests the election of one (1) Director who is an Audit and Supervisory Committee Member in addition to the current four (4) Directors who are Audit and Supervisory Committee Members in order to further strengthen appropriate decision-making by the Board of Directors and overall supervision of management.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Toshihiro Ozawa (Date of birth: April 3, 1965)			Newly appointed
Brief personal record, position, business in charge in the Company			
Number of the Company's shares held: 900 shares	Apr.	1990	Joined NTT Data Communications Systems Corporation (now NTT Data Corporation)
	Jun.	2000	Director of Nippon Outsourcing Corporation (General Manager, Operations Division)
Number of years in office: 3 years	Apr.	2005	Division Manager of Technical Solution Division of Sony Global Solutions Inc.
	Oct.	2005	Joined Sanyo Electric Co., Ltd. (General Manager, IT Systems Business Division)
Number of Board of Directors meetings attended: 13/13 (100%)	Jan.	2008	Joined Intelligence, Ltd.
	Dec.	2008	President and Representative Director of Intelligence Business Solutions, Ltd.
	Apr.	2012	Director and Senior Managing Executive Officer of Intelligence, Ltd.
	Apr.	2015	Executive Officer of the Company (Responsible for ITO Segment and Information Systems)
	Jun.	2016	Director, Executive Officer of the Company (Responsible for Group Function, Supervising Division, Information Systems and General Affairs)
	Dec.	2017	Director, Executive Officer of the Company (Chief Information Officer, PROGRAMMED Segment Lead)
	Apr.	2019	Director, Executive Officer of the Company (Chief Information Officer) (current position) External Director of Sun* Inc. (Member of Audit and Supervisory Committee) (current position)

Important concurrent post

External Director of Sun* Inc. (Member of Audit and Supervisory Committee)

Reasons for nomination as candidate for Director

Toshihiro Ozawa has been contributing to the improvement of the Company's corporate value by proactively providing suggestions, etc. from the point of view of the Company's management, leveraging his experience and insight accumulated over many years in the IT Systems business. Also, he has been contributing to the expansion and improvement of the Company's corporate value overseas through his assignment to Australia as PROGRAMMED Segment Lead from December 2017 to March 2019. The Company has appointed him as a candidate for Director who is an Audit and Supervisory Committee Member in the expectation that he will contribute to appropriate decision-making by the Board of Directors and overall supervision of management, to strengthen governance in the areas of IT and overseas business, which will be of growing importance in the future.

(Reference materials for Agenda Items 2 to 4 are on page 13.)

1. There is no special interest between Toshihiro Ozawa and the Company.
2. If appointment of Toshihiro Ozawa is approved, the Company intends to enter into an agreement with Toshihiro Ozawa to limit his liability to the higher of either of 1.0 million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act.

Agenda Item 4: Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

The Company requests the election of one (1) Substitute Director who is an Audit and Supervisory Committee Member to prepare for a situation where the number of Directors who are Audit and Supervisory Committee Members falls below the legally required number.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is as follows:

Hideo Tsukamoto (Date of birth: July 25, 1980)		Newly appointed
		Candidate for External Director
		Independent
Brief personal record, position, business in charge in the Company		
Number of the Company's shares held: – shares	Oct. 2004	Completed the Legal Training and Research Institute of the Supreme Court of Japan (term 57), registered to the Daini Tokyo Bar Association, entered Anderson Mori (now Anderson Mori & Tomotsune)
	Nov. 2010	The Ministry of Justice Civil Affairs Bureau (in charge of planning and drafting the 2014 revision to the Companies Act)
	Jan. 2013	Appointed as a partner of Anderson Mori & Tomotsune (current position)
	Apr. 2014	Part-time lecturer at The University of Tokyo Faculty of Law
	Jan. 2016	Expert member of the Case Study Committee at the Japan Audit & Supervisory Board Members Association (current position)
	Dec. 2017	Member of the Corporate Governance System (CGS) Research Society (term 2) of the Ministry of Economy, Trade and Industry (current position)
	Jun. 2018	External Audit & Supervisory Board Member at JA MITSUI LEASING, LTD. (current position)
	May 2019	Outside Director of YASKAWA Electric Corporation (Member of Audit and Supervisory Committee) (current position)
Important concurrent posts		
Partner of Anderson Mori & Tomotsune External Audit & Supervisory Board Member at JA MITSUI LEASING, LTD. Outside Director of YASKAWA Electric Corporation (Member of Audit and Supervisory Committee)		
Reasons for nomination as candidate for External Director		
Hideo Tsukamoto has a wealth of experience in corporate law as a lawyer and wide knowledge particularly on governance. Therefore, the Company has appointed him as a candidate for External Director. Although Hideo Tsukamoto does not have experience contributing to the management of a company except as an external officer, he is deemed to be able to appropriately execute the duties of an External Director who is an Audit and Supervisory Committee Member due to the reasons above.		

(Reference materials for Agenda Items 2 to 4 are on page 13.)

1. Hideo Tsukamoto is a substitute candidate for External Director.
2. There is no special interest between Hideo Tsukamoto and the Company.
3. If Hideo Tsukamoto takes office as an External Director who is an Audit and Supervisory Committee Member, the Company intends to enter into an agreement with him to limit his liability to the higher of either of 1.0 million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act.
4. Since Hideo Tsukamoto satisfies the conditions in the standards of independence stipulated by the Tokyo Stock Exchange and the standards of independence stipulated by the Company (Reference 3 on page 13), if he takes office as an External Director who is an Audit and Supervisory Committee Member, the Company intends to report his designation as independent director.

(Reference 1) Policy and process for nominating candidates for Directors

Candidates for Directors recommended by the Representative Director, President and CEO or other Directors are checked to ensure that they meet the standards for appointment prescribed in the Rules for Officers and, after advice or recommendations from the Nomination and Remuneration Committee and deliberations by the Audit and Supervisory Committee, the candidates are then examined at a meeting of the Board of Directors. With the resolution of the Board of Directors, the candidates are appointed unofficially, and their appointment is then determined by a resolution of the General Meeting of Shareholders. In addition, when a proposal for the appointment of Directors who are Audit and Supervisory Committee Members is submitted to the General Meeting of Shareholders, the prior consent of the Audit and Supervisory Committee is required. The standards for appointment prescribed in the Rules for Officers are as described below.

- (1) A person well-versed in business or the industry, or who has knowledge and insight in the necessary field
- (2) A person who is suitable to be a corporate officer, being a person of excellent character, with high ethical standards
- (3) A person able to complete the term of office

(Reference 2) Explanation on the number of shares scheduled to be delivered based on share-based remuneration scheme

The number of Company shares held by each candidate includes the number of shares (as of March 31, 2019) to be delivered at the time of retirement, under the share-based remuneration scheme (the “Scheme”) introduced by the Company.

The Scheme is composed of performance-linked medium- to long-term incentive remuneration determined in accordance with the evaluation of the level of achievement versus the financial performance indicators of the Mid-term Management Strategy and non-financial indicators (“Performance Share”) and fixed medium- to long-term incentive remuneration intended to be linked to shareholder value (“Restricted Stock”). The number of shares to be delivered to the candidates under the Scheme includes Restricted Stock in the form of a fixed number of Company shares that will be delivered to the candidates in the future. The Performance Share varies within a range of 0 to 210% and cannot be fixed at present, so it is not included in the number of shares to be delivered under the Scheme. Voting rights for shares to be delivered under the Scheme will not be exercised until such shares are delivered to the candidates. In addition, 50% of such shares will be sold in the stock market to secure the necessary funds for tax payments and the proceeds thereof will be provided to each candidate.

(Reference 3) Independence Criteria for External Directors

Please refer to page 14 for details on the Company’s independence criteria for External Directors.

(Reference 4) Changes of trade names of Group companies (those relevant to the agenda)

1. On July 1, 2017, Tempstaff Co., Ltd. changed the trade name to PERSOL TEMPSTAFF CO., LTD.
2. On July 1, 2017, Intelligence, Ltd. changed the trade name to PERSOL CAREER CO., LTD.
3. On July 1, 2017, Intelligence Business Solutions, Ltd. changed the trade name to PERSOL PROCESS & TECHNOLOGY CO., LTD.

Independence Criteria for External Directors

The Company has established Independence Criteria for External Directors as follows and deems that any External Director who does not fall under any of the following items possess independence from the Company.

1. Major business partner and lender

- (1) Major business partners of the Group whose transaction amounts with the Group in any of the past three fiscal years including the latest fiscal year exceed 2% of the Company's consolidated annual net sales for that fiscal year, or persons who perform executive roles therein;
- (2) Parties for whom the Group is a major business partner and whose transaction amounts with the Group in any of the past three fiscal years including the latest fiscal year exceed 2% of their consolidated annual net sales for that fiscal year, or persons who perform executive roles therein; or
- (3) Persons who perform executive roles in financing institutions, their parent companies or subsidiaries, from which the Group makes borrowing and the balance of borrowings at the end of any of the past three fiscal years including the latest fiscal year exceeds 2% of the Company's consolidated total assets at the end of that fiscal year.

2. Specialist who receives significant money and other property from the Group

- (1) Attorneys at law, certified public accountants, tax accountants or other consultants who, on average over the past three fiscal years including the latest fiscal year, receive more than 10 million yen in monetary and other property benefits except for executive remuneration from the Group; or
- (2) Persons belonging to law firm, accounting firm, tax accountant corporation, consulting firm or other specialized advisory firm (except for supplementary staff) which, on average over the past three fiscal years including the latest fiscal year, was paid by the Group in excess of 2% of its consolidated annual net sales.

3. Major shareholder

- (1) Major shareholders of the Company (i.e. those who possess directly or indirectly the voting rights of 10% or more of the total voting rights. The same shall apply hereinafter) at the end of the latest fiscal year, persons who perform executive roles therein, or their directors who do not perform executive roles. Persons who perform executive roles at the Company's major shareholder's subsidiary at the end of the latest fiscal year; or
- (2) Persons who perform executive roles at a party for whom the Group is a major shareholder at the end of the latest fiscal year.

4. Person who receives a large amount of donations or subsidies from the Group

- (1) Persons who annually receive more than 10 million yen of donations or subsidies from the Group in any of the past three fiscal years including the latest fiscal year; or
- (2) Persons who perform executive roles in a corporation, union or other organization which receives donations or subsidies from the Group in excess of 2% of its annual gross income in any of the past three fiscal years including the latest fiscal year.

5. Accounting auditor

- (1) Certified public accountants who are the accounting auditors of the Group, or certified public accountants who belong to an audit firm which is the accounting auditor of the Company.

6. Person who belongs to entities which are counterpart of mutual appointment of officers

- (1) Person who perform executive roles in the companies which accept directors or audit & supervisory board members (both full-time and part-time) from the Group, their parent companies or subsidiaries.

7. Person who had been applicable in the past

- (1) Persons to whom any of items 1. through 6. applied in the past three years.

8. Close relative

- (1) Spouse or relatives in second degree or less, of persons who are applicable to the above 1. through 7. or who performed executive roles in the Group (except those who are not significant (Note)) in past three years.

Note: Persons who are not significant refers to: (i) persons who are not directors or executive officers (or officers who perform executive roles at an organization that is a corporation other than a stock company or other entity) if such persons perform executive roles; and (ii) persons who are not owners or partners of a professional advisory firm (i.e., associates and employees).