

*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.*

## **Cover page**

Document to be filed:	Extraordinary Report
Filed with:	Director-General of the Kanto Local Finance Bureau
Filing date:	June 23, 2023
Company name in Japanese:	パーソルホールディングス株式会社
Company name in English:	PERSOL HOLDINGS CO., LTD.
Name and title of representative:	Takao Wada, Representative Director, President and CEO
Location of head office:	2-1-1 Yoyogi, Shibuya-ku, Tokyo, Japan
Telephone number:	+81-3-3375-2220 (Main)
Contact person:	Junji Tokunaga, Executive Officer, CFO
Nearest place of contact:	2-1-1 Yoyogi, Shibuya-ku, Tokyo, Japan
Telephone number:	+81-3-3375-2220 (Main)
Administrative contact person:	Junji Tokunaga, Executive Officer, CFO
Place where the document is available for public inspection:	Tokyo Stock Exchange, Inc. 2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo, Japan

## 1. Reason for filing

Given that resolutions were passed for the agenda items proposed at the 15th Ordinary General Meeting of Shareholders held on June 20, 2023, we hereby file this Extraordinary Report pursuant to the provisions of Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Order on Disclosure of Corporate Affairs.

## 2. Content of report

### a. Date of General Meeting of Shareholders

June 20, 2023

### b. Details of the agenda items resolved

#### Agenda Item 1: Appropriation of Surplus

Year-end dividend: Forty (40) yen per share of common stock of the Company

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

The following six (6) directors were elected as directors who are not Supervisory Committee members: Masamichi Mizuta, Takao Wada, Ryosuke Tamakoshi, Masaki Yamauchi, Kazuhiro Yoshizawa and Debra A. Hazelton.

#### Agenda Item 3: Election of One (1) Director who is a Supervisory Committee Member

The following director was elected as a director who is a Supervisory Committee member: Daisuke Hayashi.

#### Agenda Item 4: Election of One (1) Substitute Director who is a Supervisory Committee Member

The following director was elected as a substitute director who is a Supervisory Committee member: Masaki Yamauchi.

#### Agenda Item 5: Revision of Amount of Compensation for External Directors who are not Supervisory Committee Members

The total amount of compensation for Directors who are not Supervisory Committee Members shall continue to be limited to 500 million yen per year, and only the amount of compensation for External Directors who are not Supervisory Committee Members shall be revised to 70 million yen per year.

#### Agenda Item 6: Partial Revision of Share-based Compensation Scheme for Directors and Officers

The Share-based Compensation Scheme will be partially revised for Directors and Officers.

#### Agenda Item 7: Partial Revision of Share-based Compensation Scheme for External Directors who are not Supervisory Committee Members

The Share-based Compensation Scheme will be partially revised for External Directors who are not Supervisory Committee Members.

#### Agenda Item 8: Partial Revision of Share-based Compensation Scheme for Directors who are Supervisory Committee Members

The Share-based Compensation Scheme will be partially revised for Directors who are Supervisory Committee Members.

- c. Number of voting rights that were exercised as the manifestation of the intention of approval, disapproval, or abstention for the agenda items for resolution; requirements for adoption thereof; and resolution results thereof.

Agenda items for resolution	Approved	Disapproved	Abstained	Requirements for approval	Resolution result (Approval ratio)
Agenda Item 1	2,235,972	3,545	0	(Note 1)	(Note 2) Approved (99.84%)
Agenda Item 2				(Note 1)	(Note 2)
Masamichi Mizuta	2,198,799	29,211	11,493		Approved (98.18%)
Takao Wada	2,186,599	48,927	3,975		Approved (97.63%)
Ryosuke Tamakoshi	1,984,717	250,810	3,975		Approved (88.62%)
Masaki Yamauchi	2,232,601	6,905	0		Approved (99.69%)
Kazuhiro Yoshizawa	2,232,618	6,888	0		Approved (99.69%)
Debra A. Hazelton	2,218,151	17,378	3,975		Approved (99.04%)
Agenda Item 3				(Note 1)	(Note 2)
Daisuke Hayashi	2,183,925	51,610	3,975		Approved (97.51%)
Agenda Item 4				(Note 1)	(Note 2)
Masaki Yamauchi	2,236,654	2,863	0		Approved (99.87%)
Agenda Item 5	2,235,759	3,656	102	(Note 1)	(Note 2) Approved (99.83%)
Agenda Item 6	2,220,824	14,899	3,792	(Note 1)	(Note 2) Approved (99.16%)
Agenda Item 7	2,201,059	38,458	0	(Note 1)	(Note 2) Approved (98.28%)
Agenda Item 8	2,027,891	211,624	0	(Note 1)	(Note 2) Approved (90.55%)

Notes: 1. Requirements for approval of each agenda item are as follow:

- For agenda items 1, 5, 6, 7 and 8, a majority of the approval votes of the shareholders who are entitled to exercise their voting rights and present at the meeting.
- For agenda items 2, 3, and 4, a majority of the approval votes of the shareholders present at the meeting where the shareholders holding one third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.

2. The approval ratio for each agenda item is calculated as follows:

The approval ratio is the proportion of the number of confirmed approval votes for the agenda items exercised by the shareholders prior to the date of the meeting or at the meeting to the number of voting rights of the shareholders present at the meeting (all the voting rights of the shareholders who exercised their rights by the date immediately before the date of the meeting or at the meeting).

- d. Reason why a portion of the number of voting rights of the shareholders present at the meeting was not included in the calculation

The requirements for adoption were satisfied by the aggregation of the number of voting rights exercised by the date immediately before the date of the meeting and the number of voting rights of some shareholders present at the meeting whose intention of approval or disapproval on each agenda item was confirmed. As a result, the resolutions were legally adopted

pursuant to the Companies Act. Therefore, the number of voting rights of other shareholders present at the meeting whose intention of approval, disapproval, or abstention was not confirmed has not been included in the calculation.

– END –