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Securities code: 6098
June 21, 2016

To All Shareholders:

Masumi Minegishi
President and
Representative Director
Recruit Holdings Co., Ltd.
8-4-17 Ginza, Chuo-ku,
Tokyo Japan

NOTICE OF THE RESOLUTIONS AT THE 56TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We hereby inform you of the reports presented and resolutions approved at the 56th Ordinary General Meeting of Shareholders of Recruit Holdings Co., Ltd. (hereinafter referred to as the “Company”) held today as follows:

- Matters reported:**
1. The Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 56th Fiscal Year (April 1, 2015 to March 31, 2016)
 2. The Non-consolidated Financial Statements for the 56th Fiscal Year (April 1, 2015 to March 31, 2016)
- The contents of the above were reported.

Matters resolved:

First proposal: Election of Six (6) Board Directors

The proposal was approved and passed in its original form. Six (6) candidates, Messrs. Masumi Minegishi, Shogo Ikeuchi, Shigeru Kusahara, Keiichi Sagawa, Shigeo Ohyagi and Yasushi Shingai were elected as Board Directors and they assumed their offices.

Second proposal: Election of Two (2) Audit & Supervisory Board Members and One (1) Substitute Audit & Supervisory Board Member

The proposal was approved and passed in its original form. Ms. Yukiko Nagashima and Mr. Yasuaki Nishiura were elected as Audit & Supervisory Board Members and they assumed their offices, and Ms. Asa Shinkawa was elected as Substitute Audit & Supervisory Board Member.

Third proposal: Granting of Retirement Benefits to Retiring Audit & Supervisory Board Member and Final Payment of Retirement Benefits in Conjunction with Abolition of Retirement Benefit Plan for Officers

The proposal was approved and passed in its original form. The Company shall pay the retired Audit & Supervisory Board Member Mr. Koichi Shima a reasonable amount of retirement benefits in accordance with the Company’s internal rules, and the determination as to the specific amount, timing and method of payment shall be left to the decision of the Audit & Supervisory Board.

The Company shall also pay four Board Directors, Messrs. Masumi Minegishi, Shogo Ikeuchi, Shigeru Kusahara and Keiichi Sagawa and an Audit & Supervisory Board Member, Mr. Akihito Fujiwara a reasonable amount of retirement benefits in accordance with the Company’s internal rules. This payment shall be made at the time of the respective retirement of each Board Director and Audit & Supervisory Board Member, and the determination as to the specific amount and method of payment shall be left to the discretion of the Board of Directors and the Audit & Supervisory Board, respectively.

Fourth proposal: Decision on Amounts and Details of Performance-based Stock Incentive Plan for Board Directors, etc.

The proposal was approved and passed in its original form. The Company decided to introduce a stock incentive plan as a method of compensation for Board Directors (excluding External Board Directors), Corporate Executive Officers and Corporate Professional Officers. Through the introduction of this plan, the Company shall establish a trust each fiscal year targeted at three consecutive fiscal years, contribute fund to the trust up to a maximum of ¥2.5 billion in total in each target period, and grant or pay through the trust the Company's shares, etc. The maximum total number of shares will be 740,600 shares.

[Notice]

◎ Structure of Board Directors and Audit & Supervisory Board Members

Following the conclusion of this Ordinary General Meeting of Shareholders the Representative Director was appointed and took office.

As a result, the current structure of Board Directors and the Audit & Supervisory Board Members as of June 21, 2016, is as follows.

President and Representative Director	Masumi Minegishi
Board Directors	Shogo Ikeuchi
	Shigeru Kusahara
	Keiichi Sagawa
	Shigeo Ohyagi (external)
	Yasushi Shingai (external)
Audit & Supervisory Board Members	Yukiko Nagashima (standing)
	Akihito Fujiwara (standing)
	Hiroki Inoue (external)
	Yasuaki Nishiura (external)

- ◎ From the perspective of reducing the environmental burden, the Company currently does not plan to issue printed materials such as a "Shareholders' Report" and a "Report on Business Results." With respect to information such as an overview of the business results of the 56th Fiscal Year and initiatives in the 57th Fiscal Year, the materials used in the explanations in the meeting of shareholders are provided on the Company's website (URL: <http://www.recruit.jp/ir/>). Please refer to those materials.