

January 14, 2015

To whom it may concern:

Company name: Recruit Holdings Co., Ltd.
Representative: Masumi Minegishi, President and CEO,
& Representative Director
(Securities code: 6098, TSE First Section)
Contact: Keiichi Sagawa, Senior Corporate
Executive Officer, Board of Director
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Notification of the Conclusion of an Agreement for the 100% Acquisition of Australian HR Services Provider, Chandler Macleod

Recruit Holdings Co., Ltd. (the “Company”) announces that it has agreed today to commence procedures for the acquisition of 100% of outstanding shares of Chandler Macleod Group Limited (“Chandler Macleod”), an Australian HR services provider that is listed on the Australian Securities Exchange and provides a range of HR services in Australia, through an Australian subsidiary of the Company (the “Acquisition”).

The shares held by all shareholders of Chandler Macleod will be acquired with cash in accordance with the Scheme of Arrangement (“SOA”) procedures pursuant to Australia’s Corporations Act, a method for acquiring 100% of the shares of an Australian listed company. Today, the Company and Chandler Macleod entered into a Scheme Implementation Deed (“SID”), which stipulates the terms of the agreement concerning the proposal for the acquisition of all shares (the “Proposal for the Acquisition”).

Since it is required to obtain approval of the Proposal for the Acquisition at Chandler Macleod’s meeting of shareholders (approval by more than 50 per cent by number of Chandler Macleod shareholders present and voting (in person or by proxy) and by at least 75 per cent of the votes cast on the resolution) as well as by the Australian court to carry out the procedures, a 100% acquisition of Chandler Macleod’s shares through SOA may become impossible and the Acquisition may not take place if such requirements are not fulfilled.

1. Purpose of the acquisition

The Company aims to achieve stable and sustained growth by enhancing existing domestic businesses as well as promoting the establishment and expansion of a global business platform.

In the staffing business, based on the experience gained through the acquisition in 2010 of The CSI Companies, Inc., a U.S. staffing company, a management method was established and applied in subsequent acquisitions, including STAFFMARK HOLDINGS, INC., a U.S. staffing provider, as well as ADVANTAGE RESOURCING AMERICA, INC. and Advantage Resourcing Europe B.V., staffing companies that operate in the United States and Europe, respectively, in 2011. In order to further accelerate and expand these efforts, we have proposed the Acquisition of Chandler Macleod.

Chandler Macleod is a major HR services company with consolidated group net sales of AUD 1,413,197 thousand and consolidated EBITDA of AUD 38,154 thousand for the fiscal year ended June 2014. In the future, we intend to seek further improvement of profitability and productivity by combining our know-how in the staffing business that we have obtained in Japan and the United States, etc., and Chandler Macleod’s experience in the HR services business as well as its customer base in Australia and other countries.

Upon the acquisition, the shares of Chandler Macleod will be acquired through our wholly owned Australian subsidiary (RGF Staffing Melbourne two Pty Ltd).

A part of the funds raised at the IPO of the Company will be applied to the payment of the acquisition cost.

2. Background

The Company's long term vision is to become the world's leading HR media and staffing business by 2020 and operate the world's leading matching platform in all business domains that the Recruit Group operates in by 2030, including the marketing media business.

To achieve this, we are seeking to grow our business platforms organically and inorganically both in Japan and abroad through acquisitions, using the steady flow of cash generated by our existing domestic businesses. This acquisition is one of such efforts in the staffing business.

3. Scheme and schedule of the Acquisition

The Acquisition will be carried out through an SOA pursuant to the Australia's Corporations Act. The acquisition of 100% of shares including shares held by shareholders who opposed to the Proposal for the Acquisition or who did not participate in the resolution will be enabled by meeting conditions such as obtaining approval of the Proposal for the Acquisition at Chandler Macleod's general meeting of shareholders (approval by more than 50 per cent by number of Chandler Macleod shareholders present and voting (in person or by proxy) and by at least 75 per cent of the votes cast on the resolution), as well as by the court and necessary regulatory authorities (includes approval by Australia's Foreign Investment Review Board). The details of the SOA, namely the consideration per share, preconditions, procedures, representation and warranty, schedule, etc., are stipulated in the SID.

The expected schedule at present is as follows, with the share acquisition expected to be carried out in mid-April if it proceeds as scheduled.

Procedure	Expected timing
First hearing by the court	Late February
Dispatching scheme booklet	Late February
General meeting of shareholders	Late March
Second hearing by the court	Late March
SOA record date	Early April
SOA exercise date	Mid-April
Payment of SOA consideration	Mid-April

4. Summary of the subsidiary acquiring the shares (RGF Staffing Melbourne two Pty Ltd)

(1) Company name:	RGF Staffing Melbourne two Pty Ltd
(2) Location:	67 Greenhill Road, Wayville, SA, 5034
(3) Name and title of representative:	Hitoshi Motohara, Chairman
(4) Line of business:	Business management of staffing companies
(5) Capital:	AUD 10,000

5. Summary of the new subsidiary (Chandler Macleod Group Limited) (as of June 30, 2014)

(1) Company name:	Chandler Macleod Group Limited
(2) Location:	Level 18, 363 George Street, Sydney, NSW, 2000
(3) Name and title of representative:	Cameron Judson, Managing Director and CEO
(4) Line of business:	Business management of HR services companies
(5) Capital:	AUD 182,272 thousand
(6) Established:	June 1, 1959

(7) Major shareholder and shareholding ratio:	John Charles Plummer / Gold Tiger Investment Pty Ltd 13.40% Lazard Carnegie Wylie 12.36% Mr. Victor John Plummer 10.40% National Nominees Limited 9.17% Corom Pty Ltd 5.33% J P Morgan Nominees Australia Limited 5.02% HSBC Custody Nominees (Australia) Limited 4.09% (as of August 31, 2014)		
(8) Relationship between Chandler Macleod and the Company:	Capital relationship	There is no capital relationship that should be stated. In addition, there is no significant capital relationship between persons or companies affiliated with the Company, and persons or companies affiliated with Chandler Macleod.	
	Personnel relationship	There is no personnel relationship that should be stated. In addition, there is no significant personnel relationship between persons or companies affiliated with the Company, and persons or companies affiliated with Chandler Macleod.	
	Business relationship	There is no business relationship that should be stated. In addition, there is no significant business relationship between persons or companies affiliated with the Company, and persons or companies affiliated with Chandler Macleod.	
(9) Chandler Macleod's consolidated operating results and consolidated financial conditions of the past three years:			
Accounting period	FY ended June 2012	FY ended June 2013	FY ended June 2014
Consolidated net assets	AUD 158,268 thousand	AUD 156,466 thousand	AUD 190,121 thousand
Consolidated total assets	AUD 361,776 thousand	AUD 376,458 thousand	AUD 389,967 thousand
Consolidated net assets per share	AUD 0.3560	AUD 0.3470	AUD 0.3576
Consolidated net sales	AUD 1,548,940 thousand	AUD 1,503,909 thousand	AUD 1,413,197 thousand
Consolidated EBITDA	AUD 40,935 thousand	AUD 38,090 thousand	AUD 38,154 thousand
Consolidated net income	AUD 16,057 thousand	AUD 10,708 thousand	AUD 13,469 thousand
Consolidated net income per share	AUD 0.0365	AUD 0.0239	AUD 0.0274
Dividends per share	AUD 0.0280	AUD 0.0320	AUD 0.0320

Note: Chandler Macleod is listed on the Australian Securities Exchange.

6. Summary of the counterparties of the Acquisition

As stated in the above 3, since Chandler Macleod is a listed company on the Australian Securities Exchange, the Acquisition is planned to be carried out through an SOA, which is a procedure under the Australian Corporations Act for acquisition of companies listed on the Australian Securities Exchange. When the SOA is implemented as planned, the Company will acquire the all shares from all shareholders of Chandler Macleod.

7. Number of shares to be acquired, acquisition cost and shares owned before and after the acquisition

(1) Number of shares owned before the acquisition	0 shares (number of voting rights: 0; holding rate: 0.00%)
(2) Number of shares to be acquired:	547,985,086 shares (number of voting rights: 547,985,086)
(3) Acquisition cost:	Ordinary shares of Chandler Macleod: AUD 290.4 million (approx. JPY 28.3 billion) Advisory costs, etc. (estimate): JPY 0.6 billion Total (estimate): JPY 28.9 billion
(4) Number of shares owned after the acquisition:	547,985,086 shares (number of voting rights: 547,985,086; holding rate: 100.00%)

Note: 1. The number of shares to be acquired includes reserved shares of 16,906,614 shares.

2. The number of shares to be acquired and the number of shares owned after the acquisition are based on the number of shares as of June 30, 2014.

3. The acquisition cost represents the total amount that is offered to be paid to Chandler Macleod's shareholders as SOA considerations (i.e. AUD 0.530 for each Chandler Macleod ordinary share) under the SID executed today. Apart from the said acquisition cost, the Board of Directors of Chandler Macleod plans to propose dividends of AUD 0.017 per share as dividends for the first half until December 2014.

4. The total acquisition cost (estimate) represents the sum of the consideration of Chandler Macleod's ordinary shares converted at JPY 97.43 per AUD and the estimated advisory costs, etc.

8. Schedule

(1) Date of decision:	January 14, 2015
(2) Conclusion of contract:	January 14, 2015
(3) Date of share acquisition:	Mid-April 2015 (plan)

9. Future outlook

The impact of the Acquisition on consolidated results of the Company for FY2014 is expected to be minimal. The impact on the business outlook for the next fiscal year and onward is currently being reviewed.

10. Additional Information

The Company is being advised by its corporate adviser, Greenhill & Co. Australia Pty Limited

SHAREHOLDER AND ANALYST ENQUIRIES

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