

Announcement of Secondary Offering of Shares

TOKYO, JAPAN (August 28, 2019) – Recruit Holdings Co., Ltd. (TSE: 6098) (the “Company”) announced today that its Board of Directors resolved today to conduct a secondary offering (the “Offering”) of 121,500,000 shares of common stock of the Company (approximately 7.16% of total shares outstanding as of August 28, 2019) assuming the over-allotment options are fully exercised.

The Company decided to conduct the Offering in order to provide an opportunity for thirteen of its shareholders to reduce their holdings in a coordinated manner, similar to the secondary offering of the Company’s common stock in 2016.

The Company recently confirmed that a number of its shareholders intend to reduce their long-term holdings of the Company’s common stock. The Company further recognizes that there has been concern in the capital markets regarding the impact on its stock price from potential uncoordinated sales of its shares by its shareholders. The Offering is aimed at facilitating the sale of shares in a manner that addresses this concern. In addition, the Company aims to further expand its shareholder base globally among investors who agree with and support the Company’s long-term strategies through the Offering.

The Company’s Board of Directors also resolved today to implement a share repurchase program of up to 80.0 billion yen or up to 30,000,000 shares of the Company’s common stock to commence immediately following the settlement date for the Offering with the aim of enhancing shareholder returns. For related information, please refer to the Company’s announcement titled “Announcement of Share Repurchases” released today.

1. Secondary offering of shares

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| (1) | Class and number of shares to be offered | 116,745,900 shares of common stock of the Company (combined total of (i) to (iii) below) |
| | | (i) 31,695,900 shares of common stock of the Company to be offered in an underwritten offering in Japan only. |
| | | (ii) 73,956,400 shares of common stock of the Company to be offered in private placements in reliance upon exemptions from registration under the U.S. Securities Act of 1933, as amended, outside of Japan by the international managers. |
| | | (iii) Up to an additional 11,093,600 shares of common stock of the Company subject to the over-allotment option to be granted to the international managers. |

The combined total of (i) to (iii) above is 116,745,900 shares. (Note that over-allotments in the Japanese offering will be as described under “2. Over-allotments in the Japanese Offering.”) The relative sizes of the Japanese offering and the international offering are indicative and will be finalized on the Pricing Date (as defined below) for the offering in light of market demand and other conditions.

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| (2) | Selling shareholders and the number of shares offered | (i) In the public offering in Japan described in (1) (i) above |
| | | MITSUI & CO., LTD.: 15,000,000 shares |
| | | TOPPAN PRINTING CO., LTD.: 4,653,400 shares |
| | | NTT DATA Corporation: 2,677,500 shares |
| | | Daio Paper Corporation: 2,500,000 shares |
| | | CAC Holdings Corporation: 2,000,000 shares |
| | | TIS Inc.: 2,000,000 shares |
| | | Mizuho Bank, Ltd.: 955,000 shares |
| | | Sumitomo Mitsui Banking Corporation: 955,000 shares |
| | | MUFG Bank, Ltd.: 955,000 shares |

- (ii) In the private placements described in (1) (ii) above
 - TOPPAN PRINTING CO., LTD.: 22,346,600 shares
 - Dai Nippon Printing Co., Ltd.: 18,000,000 shares
 - DENTSU INC.: 9,450,000 shares
 - HAKUHODO DY HOLDINGS INCORPORATED: 5,400,000 shares
 - Nomura Research Institute, Ltd.: 5,000,000 shares
 - Mizuho Bank, Ltd.: 4,586,600 shares
 - Sumitomo Mitsui Banking Corporation: 4,586,600 shares
 - MUFG Bank, Ltd.: 4,586,600 shares
 - (iii) Shares subject to the international over-allotment option described in (1) (iii) above
 - TOPPAN PRINTING CO., LTD.: 3,000,000 shares
 - Mizuho Bank, Ltd.: 2,031,200 shares
 - Sumitomo Mitsui Banking Corporation: 2,031,200 shares
 - MUFG Bank, Ltd.: 2,031,200 shares
 - Nomura Research Institute, Ltd.: 2,000,000 shares
- (3) Method of offering

The Japanese and international offerings will be made simultaneously.

 - (i) Japanese offering

The Japanese offering will be an offering in Japan (the “Japanese offering”), whereby the shares in the Japanese offering by way of purchase and subscription by the underwriters will wholly be underwritten on the basis of joint purchase and subscription in the total amount by the Japanese underwriters.
 - (ii) International offering

The international offering will be an offering in the international markets (in the United States, however, is the offering will be restricted to qualified institutional investors in accordance with the Rule 144A under the U.S. Securities Act of 1933)(the “international offering”), whereby the shares in the international offering will wholly be purchased by the international managers. The sellers listed in (2) (iii) above will grant to the international managers the rights to acquire additional shares of common stock of the Company.
- (4) Offer price

The offer price will be determined in accordance with the applicable regulations of the Japan Securities Dealers Association, based, in consideration of market demand and other conditions, on the preliminary pricing terms calculated by multiplying by a factor between 0.90 and 1.00, the closing price of the shares of common stock of the Company in regular trading on the Tokyo Stock Exchange Inc. (and rounding down to the nearest one yen), on certain date between Tuesday, September 10, 2019 and Thursday, September 12, 2019 (the “Pricing Date”) (or by using the closing price on the business day immediately preceding the Pricing Date).
- (5) Compensation for the underwriters

The spread between the offer price and the price paid by the underwriters to the selling shareholders.
- (6) Subscription period (for the Japanese offering)

The period between the business day following the Offering Price Determination Date and the second business day following the Pricing Date.
- (7) Share unit for subscription

100 shares
- (8) Advance on subscription

The same amount as the offer price per share
- (9) Settlement date

A certain date between Wednesday, September 18, 2019 and Friday, September 20, 2019, provided that such date will be the fifth business day following the Pricing Date.
- (10) The Representative Director of the Company will solely be authorized to approve the offer price and all other matters necessary for this offering.

2. Over-allotments in the Japanese Offering (Please refer to <Reference> 2. below.)

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| (1) | Class and number of shares to be offered | 4,754,100 shares of common stock of the Company
This number represents the maximum number of shares to be offered, and the actual number of shares to be offered may decrease, or the over-allotments in the Japanese offering may not be carried out at all, subject to market demand and other conditions. The number of shares to be offered will be decided on the Pricing Date. |
| (2) | Seller | The designated Japanese underwriter |
| (3) | Method of offering | The designated Japanese underwriter will, in consideration of market demand and other conditions, over-allot shares in the Japanese offering by borrowing no more than 4,754,100 shares from one of the shareholders of the Company that is a seller in the Japanese offering. |
| (4) | Offer price | The offer price will be determined on the Pricing Date. The offer price will be the same as the offering price in the Japanese offering. |
| (5) | Subscription period | The same subscription period as in the Japanese offering. |
| (6) | Share unit for subscription | 100 shares |
| (7) | Advance on subscription | The same amount as the offer price per share. |
| (8) | Settlement date | The same settlement date as in the Japanese offering. |
| (9) | The Representative Director of the Company will solely be authorized to approve the offer price and all other matters necessary for this offering. | |

<Reference>

1. Purpose of the secondary offering of shares

As described above, the Company has decided to conduct the Offering in order to facilitate the sale of the Company's common stock in a coordinated manner and further expand its shareholder base globally.

2. Concerning the over-allotment in the Japanese Offering.

The designated Japanese underwriter will be granted by the option to acquire additional shares of common stock of the Company from a certain shareholder of the Company (the "Green Shoe Option"), not exceeding the total potential size of the over-allotments in the Japanese offering, with an exercise period beginning on the settlement date of the Japanese offering, and ending on Thursday, September 26, 2019.

In lieu of exercising all or part of the Green Shoe Option, the designated Japanese underwriter may also return shares borrowed ("borrowed shares") as described above through the purchase of shares of common stock of the Company on the Tokyo Stock Exchange Inc. (a "syndicate covering transaction") during the period beginning on the day following the last day of the subscription period for the Japanese offering and ending on Tuesday, September 24, 2019 (the "syndicate covering transaction period"). The shares of common stock of the Company acquired through a syndicate covering transaction by the designated Japanese underwriter will wholly be used for the purpose of returning the borrowed shares. Meanwhile, during the syndicate covering transaction period, the designated Japanese underwriter may not conduct any syndicate covering transactions or may terminate a syndicate covering transaction before the number of shares purchased reaches the number of shares subject to the over-allotments in the Japanese offering.

The designated Japanese underwriter may also conduct stabilizing transactions in connection with the Japanese offering the over-allotments in the Japanese offering, in which case the shares of common



stock of the Company acquired through such stabilizing transactions may wholly or partially be used for the purpose of returning the borrowed shares.

Any remaining borrowed shares after shares have been returned with shares acquired through syndicate covering transactions and the stabilizing transactions will be returned by the designated Japanese underwriter through its exercise of the Green Shoe Option.

The decision on whether or not the over-allotments in the Japanese offering are made, along with the number of shares over-allotted, will be made on the Pricing Date. In the event that over-allotments in the Japanese offering are not made, no shares will be borrowed by the designated Japanese underwriter, no Green Shoe Option will be granted and no syndicate covering transactions at the Tokyo Stock Exchange Inc. will be executed.

The designated Japanese underwriter will carry out the aforementioned transactions in consultation with the joint lead managers of the Japanese offering.

3. Lock-up

With regard to the global offering, the selling shareholders in the Japanese offering and the international offering, TOPPAN PRINTING CO., LTD., Dai Nippon Printing Co., Ltd., MITSUI & CO., LTD., DENTSU INC., Mizuho Bank, Ltd., Sumitomo Mitsui Banking Corporation, MUFG Bank, Ltd., Nomura Research Institute, Ltd., HAKUHODO DY HOLDINGS INCORPORATED, NTT DATA Corporation, CAC Holdings Corporation and TIS Inc., as well as the Company's shareholders (including the holder of American depositary shares representing the Company's common stock) TOKYO BROADCASTING SYSTEM TELEVISION, INC., Nippon Television Network Corporation, Tosho Printing Company, Limited, an association of Recruit Group executive shareholders, Shogo Ikeuchi, Keiichi Sagawa, Akihito Fujiwara, Yukiko Nagashima (the officially registered name of Ms. Yukiko Nagashima is Yukiko Watanabe), Hisayuki Idekoba, Rony Kahan, Masumi Minegishi, Hiroaki Ogata, Ayano Senaha and Junichi Arai, have agreed with the joint global coordinators that the former will not conduct sales, etc. of shares in the Company, (excluding certain cases including the Japanese and the international offerings, sales or transfers to the trust assets of a specific share investment trust, sales or transfers conducted through a trust account, sales or transfers conducted through a special account, sales or transfers conducted through a specified money trust, and sales or transfers of the shares of common stock of the Company held as collateral, or deposited by the provider of collateral), during the period beginning on the Pricing Date, and ending on the 180th day from the settlement date of the global offering (the "lock-up period"), without written prior consent of the joint global coordinators for the offering.

On the other hand, the Company has agreed with the joint global coordinators that it will, without written prior consent of the joint global coordinators, not carry out certain transactions including the issuance of shares in the Company, the issuance of securities that can be converted into or exchanged with shares in the Company, and the issuance of securities that represent the rights to acquire or receive shares of the Company (excluding such transactions associated with stock splits, etc.), during the lock-up period.

In either of the aforementioned cases, the joint global coordinators have the authority to wholly or partially waive the aforementioned agreements at their own discretion, even during the lock-up period.

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<https://recruit-holdings.com/ir/>

Note: This press release is not an offer to sell or a solicitation of any offer to buy the securities of Recruit Holdings Co., Ltd. in the United States or elsewhere. The securities referenced in this press release have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"). The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities will not be publicly offered or sold in the United States.