

Recruit Holdings Co., Ltd.



# Notice of Annual Meeting of Shareholders 2024

Deadline for exercising voting rights by mail or via  
the Internet: 5:30 p.m. JST, June 19, 2024(Wednesday)

# LETTER TO SHAREHOLDERS

## Dear Shareholders,

I am pleased to invite you to participate in our 64th Annual Shareholders Meeting.

Looking back at the business environment over the past year, the number of job openings in the U.S. continued to decline significantly as we expected. However, the unemployment rate remained relatively stable, as the working age population in the U.S. did not increase as in the past, and consumer data in particular continued to show strong indicators. As a result, the economy did not decline to recessionary levels.

Even in this challenging environment, we implemented business strategies across the entire Group that enhanced productivity, including appropriate cost controls. As a result, we were able to achieve record high profits for the fiscal year.

Going forward, we will continue to pursue our mission: “Opportunities for Life. Faster, simpler and closer to you,” which means we will keep striving to connect individual users and business clients faster, simpler and closer than ever before.

For example, Recruit Group company Indeed, a leading global two-sided talent marketplace and the #1 job site in the world<sup>1</sup>, reached approximately 350 million monthly unique visitors<sup>2</sup>, with more than 3.5 million employers using the platform to hire<sup>3</sup>. Over the past 12 months, through Indeed, we helped more than 12 million job seekers globally get hired<sup>4</sup>.

In addition, the number of actions taken by individual users on the services provided by Matching & Solutions in Japan, such as making reservations and applying for jobs, totaled approximately 480 million<sup>5</sup>, as we helped to match many individuals and companies.

Moving forward, to continue our growth, we will advance the evolution of our business by creating new business models and the use of data and AI, while further enhancing the efficiency of our operations.

Our long-term outlook for the labor market is based on assumptions that include structural changes such as an aging workforce, changes in immigration patterns, and shifting attitudes to work-life balance, all contributing to a labor shortage that remains a challenge for many developed countries.

In such an environment, we aim to make even further contributions towards building a prosperous future through our global HR matching services, and SaaS tools for business and management support in Japan.

We believe that prioritizing strategic investments that contribute to both a sustainable society and sustainable growth for our company will serve the long-term common interests of our shareholders, resulting in mutual prosperity for all stakeholders.

In FY2023, we implemented shareholder return measures, including share repurchases totaling over 210 billion yen. Going forward, we will continue to pay stable per-share dividends and carry out shareholder return measures, such as share repurchase programs.

We are committed to promptly and effectively responding to sudden changes in the global economy and business environment and, in parallel, to diligently pursuing our management strategy with the goal of achieving long term profitable growth.

By doing this, we aim to continually increase the enterprise value of our company.

Thank you for your continued support.

May 2024



**Hisayuki Idekoba**  
Representative Director, President and CEO  
Recruit Holdings Co., Ltd.

<sup>1</sup> Source: comScore, Total Visits, March 2024

<sup>2</sup> Internal data, an average of each month's total of distinct cookie IDs visiting Indeed's site between October 2023 - March 2024

<sup>3</sup> Internal data, based on the last 12 months of activity as of March 2024

<sup>4</sup> A hire is a calculation of hired signals on Indeed and Glassdoor, from January 1 - December 31, 2023. A hired signal refers to the event when a specific job seeker is hired for a specific job on a specific date. Hired signals are counted either when an employer or job seeker explicitly communicates a hire occurred (e.g., via survey or web form) or when there is other clear evidence from Indeed and Glassdoor data that a hire occurred (e.g., from a resume or an Indeed message) and may not represent all hires facilitated by Indeed and Glassdoor.

<sup>5</sup> The total of the number of applications on Rikunabi NEXT, TOWNWORK, and RECRUIT AGENT, the number of individual users who were referred to our business clients at SUUMO Counter, the number of online reservation on Hot Pepper Beauty, the number of hotel bookings on Jalan, the number of seats reserved on Hot Pepper Gourmet, and the number of payments through AirPAY during the period from April 1, 2023 to March 31, 2024.

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The following items are not included in the documents in accordance with laws, regulations and Article 15 of the Articles of Incorporation of the Company. The information is provided as “Matters omitted in the printed Notice of Annual Meeting of Shareholders 2024.”

- “Trends in Assets and Income,” “Main Offices,” “Employees,” “Main Lenders,” “Status of Shares,” “Status of Stock Acquisition Rights,” “Independent Directors and Independent Audit and Supervisory Board Members,” “Independent Auditor,” and “Internal Controls and Their Operational Status” in the Business Report
- Consolidated Financial Statements
- Non-consolidated Financial Statements
- Audit Reports

### Forward-Looking Statements

This document contains forward-looking statements, which reflect the Company's assumptions, estimates and outlook for the future based on the Company's plans and expectations as of March 31, 2024 unless the context otherwise indicates. There can be no assurance that the relevant forward-looking statements will be achieved. Please note that significant differences between such forward-looking statements and actual results may arise due to various factors, many of which are outside the Company's control, including changes in economic conditions, changes in individual users' preferences and enterprise clients' needs, competition, changes in the legal and regulatory environment including changes in laws and regulations or guidance, interpretation, enforcement or practice relating to laws and regulations, fluctuations in foreign exchange rates, climate change or other changes in the natural environment, the occurrence of large-scale natural disasters, and other factors. Accordingly, readers are cautioned against placing undue reliance on any such forward-looking statements. The Company has no obligation to update or revise any information contained in this document based on any subsequent developments except as required by applicable law or stock exchange rules and regulations.

### Note Regarding Reference Translation

This document has been translated from the Japanese language original for reference purposes only and may not be used or disclosed for any other purpose without the Company's prior written consent. In the event of any conflict or discrepancy between this translated document and the Japanese language original, the Japanese language original shall prevail in all respects. The Company makes no representations regarding the accuracy or completeness of this translation and assumes no responsibility for any losses or damages arising from the use of this translation.

### Third-Party Information

This document includes information derived from or based on third-party sources, including information about the markets in which we operate. These statements are based on statistics and other information from third-party sources as cited herein, and the Company has not independently verified and cannot assure the accuracy or completeness of any information derived from or based on third-party sources.

### U.S. Disclaimer – Un-sponsored American Depositary Receipt (“ADR”)

The Company does not support or encourage, and has not consented to, the creation of any un-sponsored ADR facilities in respect of its securities and in any event disclaims any liability in connection with an un-sponsored ADR. The Company does not represent to any depositary institution, bank or anyone nor should any such entity rely on a belief that the Web site of the Company includes all published information in English, currently, and on an ongoing basis, required to claim an exemption under U.S. Exchange Act Rule 12g3-2(b).

## Definition of Abbreviations

In this document, the terms the “Company,” “Recruit Group,” “we,” and “our” refer to Recruit Holdings Co., Ltd. and its consolidated subsidiaries unless the context indicates otherwise. The “Holding Company” refers to Recruit Holdings Co., Ltd. (“Recruit Holdings”) on a standalone basis.

The Company’s fiscal year starts on April 1 and ends on March 31 of each year. Accordingly, “FY2023” refers to the period from April 1, 2023 to March 31, 2024. References to “FY” or “fiscal year” for prior and subsequent are to 12-month periods commencing in each case on April 1 of the year indicated and ending on March 31 of the following year.

Q1 refers to the three-month period from April 1 to June 30, Q2 refers to the three-month period from July 1 to September 30, Q3 refers to the three-month period from October 1 to December 31, and Q4 refers to the three-month period from January 1 to March 31.

For other definitions, please refer to the chart below.

Abbreviation	Definition
SBU	Strategic Business Unit
IFRS	International Financial Reporting Standards

## Definition of Financial Measures

Financial Measures	Definition
Adjusted EBITDA	Operating income + depreciation and amortization (excluding depreciation of right-of-use assets) ± other operating income/expenses
Adjusted profit	Profit attributable to owners of the parent ± adjustment items (excluding non-controlling interests) ± tax reconciliation related to certain adjustment items
Adjusted EPS	Adjusted profit / ((number of issued shares at the beginning of the period + number of issued shares at the end of the period)/2 - (number of treasury stock at the beginning of the period + number of treasury stock at the end of the period)/2)
Non-recurring income/losses	Gains or losses from disposals of shares of associates, expenses relating to company restructuring, gains or losses from the sale or impairment of property and equipment, and income and expense items that the Company believes are unusual or non-recurring in nature which do not reflect the Company’s underlying results of operations

## Changes of Company Name

The names of the companies in this document are as of March 31, 2024, unless otherwise indicated. The name of the companies that changed during FY2023 are indicated below.

Company Name (prior to the change)	Company Name (as of March 31, 2024)	Date of Change
Glassdoor, Inc.	Glassdoor LLC	September 2023
HR Tech Funding Service Limited	RGF TREASURY SERVICES LIMITED	November 2023

## Average Exchange Rate During the Period

(In yen)

	FY2022	FY2023
US dollar	135.50	144.59
Euro	140.99	156.75
Australian dollar	92.66	95.06

# NOTICE OF ANNUAL MEETING OF SHAREHOLDERS 2024

TSE code: 6098

May 31, 2024

## Dear Shareholders,

We would like to notify you of the 64th Annual Meeting of Shareholders (the “Meeting”) of Recruit Holdings for FY2023.

In convening the Meeting, the Company has electronically provided the information contained in the reference documents for the Annual Meeting of Shareholders and other materials (matters subject to electronic provision). The “Notice of Annual Meeting of Shareholders 2024,” along with the “Matters omitted in the printed Notice of Annual Meeting of Shareholders 2024” is posted on the Company’s website below. You are kindly asked to access the website to confirm the information.

Website of the Company

[https://recruit-holdings.com/en/newsroom/20240620\\_64meeting/](https://recruit-holdings.com/en/newsroom/20240620_64meeting/)



The same information is also available on the following website:

The Listed Company Search page of the Tokyo Stock Exchange’s website

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show/>

Please enter our company name or securities code (6098) and press the “Search” button, and select in the order of “Basic information” and “Documents for public inspection/PR information.”



Thank you very much for your cooperation.

Masumi Minegishi  
Representative Director and Chairperson  
Recruit Holdings Co., Ltd.  
1-9-2 Marunouchi, Chiyoda-ku,  
Tokyo, Japan



**Date and Time:** June 20, 2024 (Thursday) at 10:00 a.m. JST (Reception for attendees opens at 9:00 a.m. JST)

**Place:** B2 floor Event Hall (Reception: B2 floor), BELLESALLE Takadanobaba, Sumitomo Fudosan Shinjuku Garden Tower, 3-8-2 Okubo, Shinjuku-ku, Tokyo, Japan  
**Please note that the location of the meeting is different from last year's meeting.**

### Meeting Agenda:

**Report matters:**

1. The Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Independent Auditor and the Audit and Supervisory Board for FY2023
2. The Non-consolidated Financial Statements for FY2023

<b>Matters to be acted upon:</b>	<b>Proposal 1:</b>	Election of Eight (8) Directors of the Board
	<b>Proposal 2:</b>	Election of Three (3) Audit and Supervisory Board Members and One (1) Substitute Audit and Supervisory Board Member
	<b>Proposal 3:</b>	Revision of Maximum Amount of Compensation for Audit and Supervisory Board Members

**Instructions for Exercising Voting Rights**

1. To vote by mail, please indicate your approval or disapproval of the proposals on the enclosed Voting Form and return the Form to the Company by post to reach us by 5:30 p.m. JST on June 19, 2024 (Wednesday).
2. No indication of approval or disapproval on the Voting Form will be treated as the indication of approval.
3. To vote via the Internet, please review the "Voting via the Internet" on pages 12-13 below, and register your approval or disapproval of the proposals by 5:30 p.m. JST on June 19, 2024 (Wednesday).
4. If you vote more than once via the Internet, we will treat only the most recent vote as valid.
5. If you vote both in writing and via the Internet, we will treat only the vote submitted via the Internet as valid.

## Voting Information

- The following items are not included in the documents to be delivered to shareholders who have requested delivery of written documents in accordance with laws, regulations and the Articles of Incorporation of the Company. The information is posted on the Company's website and the Listed Company Search page of the Tokyo Stock Exchange's website as "Matters omitted in the printed Notice of Annual Meeting of Shareholders 2024." Audit and Supervisory Board members and the Independent Auditor have audited the documents subject to audit, including the following items.
  - "Trends in Assets and Income," "Main Offices," "Employees," "Main Lenders," "Status of Shares," "Status of Stock Acquisition Rights," "Independent Directors and Independent Audit and Supervisory Board Members," "Independent Auditor," and "Internal Controls and Their Operational Status" in the Business Report
  - Consolidated Financial Statements
  - Non-consolidated Financial Statements
  - Audit Reports
- When attending in person on the day of the Meeting, please present the enclosed Voting Form to the reception.
- In the case of attendance by proxy, a power of attorney is required in addition to the Voting Form. Please note the proxy must be one other shareholder having voting rights in the Company.
- If any amendments to the matters subject to electronic provision are made, a notice on the amendments, together with matters before and after the amendments, will be posted on the Company's website and the Listed Company Search page of the Tokyo Stock Exchange's website.
- **Please note that no gift will be provided for attendees at the Meeting to maintain fairness between the attendees and those shareholders who cannot attend. We appreciate your understanding on this matter.**
- **Instead of mailing the Notice of Resolutions in writing, we will publish the result of resolutions on our website ([https://recruit-holdings.com/en/newsroom/20240620\\_64meeting/](https://recruit-holdings.com/en/newsroom/20240620_64meeting/)) after the Meeting is concluded.**

## Notice on Dividends of Surplus

Based on a resolution at the Annual Meeting of Shareholders on June 26, 2014, the Company's Articles of Incorporation provides that the Board of Directors decides on the dividends of surplus, etc.

The Board of Directors authorized the payment of year-end dividends for FY2023 at its meeting on May 15, 2024, and under the provisions in the Articles of Incorporation, as follows.

Year-end dividend:	11.50 yen per share
Effective date and date of commencing payment:	June 21, 2024 (Friday)

We plan to send "Statements of Payments of Dividends" and "Confirmation of Designated Account for the Payment of Dividends" on June 20, 2024 (Thursday) for shareholders who have chosen to have dividends sent to bank accounts via direct deposit, or to have dividends allocated to securities company accounts in proportion to the number of shares held in respective accounts.

For any other shareholders not mentioned above, we plan to send "Dividend Receipts" and "Statements of Payments of Dividends" on June 20, 2024. The dividends can be collected at savings counters of nearby Japan Post Bank or post offices within the term for payment (June 21, 2024 to July 31, 2024).

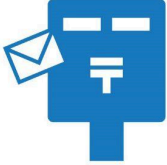
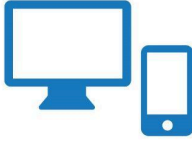

**A video explaining the issues to be addressed at the meeting will be available after the Annual Meeting of Shareholders on the Company's website.**

Please use the URL or QR code below, or search "**Recruit Shareholders Meeting**."

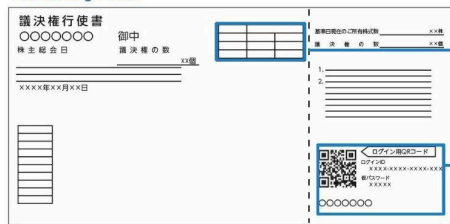
[https://recruit-holdings.com/en/newsroom/20240620\\_64meeting/](https://recruit-holdings.com/en/newsroom/20240620_64meeting/)



# Instructions for Exercising Voting Rights

Methods for Exercising Voting Rights in Advance		Attendance in Person
<p><b>1 Voting by mail (in writing)</b></p>  <p>Please indicate your approval or disapproval of the proposals on the enclosed Voting Form, and return the Form to the Company by mail to reach us by the deadline.</p> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>Deadline</b></p> <p><b>By 5:30 p.m. JST, June 19, 2024 (Wednesday)</b></p> </div>	<p><b>2 Voting via the Internet</b></p>  <p>You can exercise your voting rights via the Internet. Please see the next page for details.</p> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>Deadline</b></p> <p><b>By 5:30 p.m. JST, June 19, 2024 (Wednesday)</b></p> </div>	<p><b>3 Voting by attendance</b></p>  <p>Please present the enclosed Voting form to the reception. Please also bring this Notice of the Annual Meeting of Shareholders.</p> <p><small>* If attending in person on the day of the Meeting, you need neither to send the Voting Form nor to exercise your voting rights via the Internet.</small></p> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>Date and Time of the Meeting</b></p> <p><b>10:00 a.m. JST, June 20, 2024 (Thursday)</b></p> </div>

## The Voting Form



The image shows a Japanese voting form titled '議決権行使書' (Voting Form). It includes fields for the shareholder's name, company name, and meeting date. There are sections for indicating approval or disapproval of proposals, a QR code for internet voting, and a 2D code for internet voting. Callouts from the text on the right point to these specific areas.

### 1) Exercise of voting rights by mail (in writing)

Please indicate your approval or disapproval of each proposal here.  
Proposal 1 and 2

- [ In case of approval: Please circle "approve"
- [ In case of disapproval: Please circle "disapprove"

If you plan to vote against one or more candidates, please circle "approve" and state the candidate number(s) of the candidate(s) you plan to vote against in the parenthesis.

### 2) Exercise of voting rights via the internet

The 2D code, login ID and temporary password required for exercising voting rights via the internet are provided here.

### 3) Exercise of voting rights by attending the venue in person

Please submit the Voting Form at the venue reception.

## Method of Voting via the Internet

Voting via the Internet is only possible by accessing the website for exercising voting rights using a computer or a smartphone.

Please access the website for exercising voting rights to register your approval or disapproval.

**Deadline: By 5:30 p.m. JST, June 19, 2024 (Wednesday)**

- 1 Please access the voting rights exercise website.

Voting rights exercise website:

<https://evote.tr.mufig.jp/>

Japanese only. We recommend to use an auto translation function of your browser.

- 2 Please enter the login ID and temporary password indicated on the bottom right of the Voting Form and click "Login."

Enter the login ID and temporary password

Click "Login"

You can login to the voting rights exercise website without entering the login ID and temporary password indicated on the bottom right of the Voting Form.

- 1 Please scan the 2D code indicated on the right bottom of the Voting Form.

\* Depending on your smartphone model, you may not be able to login to the website via the 2D code.

**Please follow the instructions on the screen to register your approval or disapproval.**

▶▶▶ For further information for exercising voting rights via the Internet, please see the next page.

## **Notes on exercise of voting rights via the internet**

Please access the voting rights exercise website designated by Recruit Holdings to exercise your voting rights (<https://evote.tr.mufig.jp/>), and confirm the following points before you exercise them.

- The service will be suspended from 2:30 a.m. to 4:30 a.m. every day.
- You may be unable to exercise your voting rights using your PC or smartphone depending on your internet environment, such as when a firewall is used for the internet connection, when an antivirus software is installed, or when a proxy server is used.
- Voting via the internet will be accepted until 5:30 p.m. on Wednesday, June 19, 2024, but we kindly request you to exercise your voting rights at your earliest convenience. Please contact the help desk if you have any questions.
- A new login ID and a temporary password will be provided each time a meeting of shareholders is convened.
- Handling of voting rights exercised multiple times
  - (1) If you vote more than once via the internet, we will treat only the most recent vote as valid.
  - (2) If you vote both in writing and via the internet, we will treat only the vote submitted via the internet as valid.
- Any fees arising from accessing the voting rights exercise website (internet connection fees, telecommunication charges, etc.) shall be borne by the shareholder.

## **To Institutional Investors**

Recruit Holdings is a member of the electronic voting system platform operated by ICJ, Inc.

# REFERENCE DOCUMENTS FOR THE ANNUAL MEETING OF SHAREHOLDERS

## Proposal 1: Election of Eight (8) Directors

The terms of office will expire for all eight (8) Directors at the conclusion of the Meeting. Accordingly, the Company proposes to elect eight (8) Directors including four (4) independent Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Board Position	Director since	Gender	Attendance at Board of Directors Meeting during FY2023
1	Masumi Minegishi	Representative Director and Chairperson	2009	Male	Participated in all 10 meetings
2	Hisayuki Idekoba	Representative Director, President and CEO	2019	Male	Participated in all 10 meetings
3	Ayano Senaha	Director	2020	Female	Participated in all 10 meetings
4	Rony Kahan	Director	2018	Male	Participated in all 10 meetings
5	Naoki Izumiya	Independent Director	2018	Male	Participated in all 10 meetings
6	Hiroki Totoki	Independent Director	2018	Male	Participated in all 10 meetings
7	Keiko Honda	Independent Director	2022	Female	Participated in all 10 meetings
8	Katrina Lake	Independent Director	2023	Female	Participated in all 8 meetings*

\* Katrina Lake's "Attendance at Board of Directors Meeting during FY2023" is based on the number of meetings held after she assumed office on June 26, 2023.



### Representative Director and Chairperson

**Age:** 60

(Date of Birth: January 24th, 1964)

**Number of Company Shares held:**  
1,015,120

### Career summary:

Masumi Minegishi is Representative Director and Chairperson. He has previously served as Representative Director, President and CEO of Recruit Holdings from 2012 to 2020. He is credited with leading the Company's transformation into a global tech company. Five years after joining the Company in 1987, Mr. Minegishi was transferred to the new business development office, where he contributed to the launch of Zexy, the bridal magazine. He became Senior Vice President in 2003 and Executive Vice President in 2004. After leading the housing information business and consolidated numerous operations to build the SUUMO brand, he was appointed as a Director and Executive Vice President in 2009.

### Meeting body in charge (\*Bold: Chairperson)

**Board of Directors**, Business Strategy Meeting, Nomination and Governance Committee, Compliance Committee, Risk Management Committee, Sustainability Committee

### Term of office

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2025.

### Career summary, positions and responsibilities

*Unless otherwise stated, position refers to Recruit Holdings Co., Ltd.  
\*Current position*

June	2022	• Independent Outside Director* of ANA HOLDINGS INC. Outside Director* of Konica Minolta, Inc.
April	2021	• Representative Director* and Chairperson*
April	2019	• Vice Chairman* of KEIZAI DOYUKAI (Japan Association of Corporate Executives)
April	2012	• Representative Director, President and CEO
April	2011	• Director, Senior Executive Vice President in charge of Corporate Strategy Office, Business Development, Corporate Planning, Human Resources, and Integrated Marketing Communication(IMC)
April	2010	• Director, Executive Vice President in charge of Customer Action Platform Strategic Business Unit, Business Development, Corporate Planning, and Housing (Customer Action Platform referring to the travel, dining, beauty, education, and other lifestyle business categories)
June	2009	• Director, Executive Vice President in charge of Business Development, Corporate Planning, and Housing
April	2004	• Executive Vice President in charge of Important Strategy Control at Sales Promotion Business (formerly the Group-IMC Strategic Business Unit), Housing Division Company, and IMC Division Company
April	2003	• Senior Vice President in charge of Information & Editing Department and IMC Division Company
April	1987	• Joined the Company



### **Significant concurrent position(s)**

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- Vice Chairman of KEIZAI DOYUKAI (Japan Association of Corporate Executives)
- Outside Director of Konica Minolta, Inc.
- Independent Outside Director of ANA HOLDINGS INC.

### **Reasons for being appointed as a Director**

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Masumi Minegishi served as CEO of Recruit Holdings Co., Ltd., from 2012 to March 2021 and demonstrated strong leadership as he oversaw the business of the entire group. Mr. Minegishi has served as a Director since 2009 and we believe that he is an appropriate person to sustainably improve the enterprise value of the Company, and should continue to serve as a Director.

Mr. Minegishi's role as Representative Director and Chairperson of the Company chiefly involves carrying out supervision of management. He is not responsible for managing any particular business area, and he has limited involvement in the decision making of day-to-day operations.



**Representative Director,  
President and CEO**

**Age:** 49  
(Date of Birth: April 22nd, 1975)

**Number of Company Shares held:**  
239,860

#### Career summary:

Hisayuki "Deko" Idekoba is Representative Director, President and CEO of Recruit Holdings. He previously served as Executive Vice President, COO overseeing the company's business operations and was appointed as a Director in 2019. Mr. Idekoba has led the digital transformation of the Company's numerous businesses including Jalan, travel service and Hot Pepper Beauty, beauty salon reservation service. He was responsible for transitioning print publications and marketing into online businesses, and making online booking common in the Japan market. In his previous role as Senior Vice President, he led the acquisition of Indeed and later served as CEO and President of Indeed, transforming the Company into the leading global HR technology company it is today.

#### Meeting body in charge (\*Bold: Chairperson)

Board of Directors, **Business Strategy Meeting**,  
Nomination and Governance Committee, Compensation  
Committee, **Compliance Committee**, Risk Management  
Committee, Sustainability Committee

#### Term of office

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2025.

#### Career summary, positions and responsibilities

*Unless otherwise stated, position refers to Recruit Holdings Co., Ltd.  
\*Current position*

April	2021	• Representative Director*, President* and CEO* In charge of Corporate Planning Division, and HR Technology Business
April	2020	• Director, Senior Executive Vice President in charge of Finance and Operations (COO)
June	2019	• Director, Senior Executive Vice President in charge of Corporate Planning (CSO), Administration (CRO), and Operations (COO)
April	2019	• Senior Executive Vice President in charge of Corporate Planning (CSO), Administration (CRO), and Operations (COO); Director* of Indeed, Inc.
April	2018	• Director* of Recruit Co., Ltd.
January	2018	• Senior Executive Vice President in charge of Operations (COO); CEO* and Director* of RGF OHR USA, INC.; Chairman* and Director* of RGF Staffing B.V. (formerly Recruit Global Staffing B.V.)
April	2016	• Executive Vice President in charge of HR Technology Strategic Business Unit ("SBU") (formerly Global Online HR SBU)
October	2015	• CEO of Indeed, Inc.
October	2013	• CEO and President of Indeed, Inc.
September	2012	• Chairman of the Board of Indeed, Inc.
April	2012	• Senior Vice President in charge of R&D and Asia Job Board at Global Headquarters
April	1999	• Joined the Company

### **Significant concurrent position(s)**

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- Director of Indeed, Inc.
- CEO and Director of RGF OHR USA, INC.
- Director of Recruit Co., Ltd.
- Chairman and Director of RGF Staffing B.V.

### **Reasons for being appointed as a Director**

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Hisayuki "Deko" Idekoba has driven much of the Company's technology-based business growth as a Senior Vice President since 2012 and has successfully achieved steady growth of Indeed. Mr. Idekoba has served as a Director of the Company since 2019 and we believe that he is an appropriate person to sustainably improve the enterprise value of the Company, and should continue to serve as a Director.



**Director, Executive Vice President and COO**

**Age: 41**  
(Date of Birth: December 5th, 1982)

**Number of Company Shares held:**  
21,354

#### Meeting body in charge (\*Bold: Chairperson)

Board of Directors , Business Strategy Meeting, Nomination and Governance Committee, Compensation Committee, Compliance Committee, **Risk Management Committee**, **Sustainability Committee**

#### Career summary:

Ayano "Sena" Senaha is Director, Executive Vice President in charge of Human Resources and General Affairs Division, Finance Division, Risk Management Division, Group Governance and Sustainability Transformation in the Corporate Planning Division and COO. She has played a major role in the rapid globalization of the Company, leading and contributing to a series of post-merger integrations. Six years after joining the Company, she was transferred to newly acquired ADVANTAGE GROUP LIMITED in London in 2012. She skillfully turned around its financial performance after being appointed Managing Director in 2014. She became Chief of Staff at Indeed, Senior Vice President in 2018, and Director in 2020. She is credited with aiding the development of a corporate governance structure that neutralizes risks while enabling quick decision-making.

#### Term of office

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2025.

#### Career summary, positions and responsibilities

*Unless otherwise stated, position refers to Recruit Holdings Co., Ltd.  
\*Current position*

April	2023	• Director*, Executive Vice President* and COO* In charge of Human Resources and General Affairs Division, Finance Division, Risk Management Division, Group Governance and Sustainability Transformation in the Corporate Planning Division Director* of Recruit Co., Ltd.
July	2022	• Director* of Indeed, Inc.
April	2022	• Director* of RGF Staffing B.V. Member of the Board of Directors* of Georg Fischer Ltd.
April	2021	• Director, Executive Vice President and COO In charge of Human Resources and General Affairs Division, Finance Division, Risk Management Division, and Corporate Planning and Sustainability Transformation in the Corporate Planning Division
June	2020	• Director, Executive Vice President in charge of Corporate Planning (CSO), Human Resources and General Affairs (CHRO), and Risk Management (CRO)
April	2020	• Executive Vice President in charge of Corporate Planning (CSO), Human Resources and General Affairs (CHRO), and Risk Management (CRO)
January	2020	• Director* of Glassdoor LLC (formerly Glassdoor, Inc.)
April	2018	• Senior Vice President in charge of Corporate Planning, Corporate Communication, and Human Resources

January	2018	• Executive Manager in charge of Corporate Planning and Talent Management; Chief of Staff at Indeed, Inc.; Director* of RGF OHR USA, INC.
April	2016	• Executive Manager in charge of Talent Management
July	2015	• Executive Manager in charge of R&D Business Development
January	2014	• Managing Director of ADVANTAGE GROUP LIMITED; Managing Director of ADVANTAGE PROFESSIONAL UK LIMITED; Director of ADVANTAGE XPO LIMITED
January	2013	• Director of RGF Staffing UK Limited (formerly ADVANTAGE RESOURCING UK LIMITED); Director of ADVANTAGE XPO LIMITED
April	2006	• Joined the Company

### **Significant concurrent position(s)**

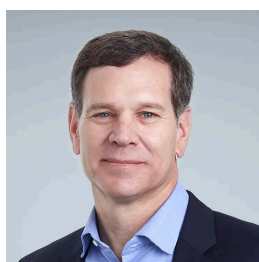
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- Director of Indeed, Inc.
- Director of RGF OHR USA, INC.
- Director of Recruit Co., Ltd.
- Director of RGF Staffing B.V.
- Member of the Board of Directors of Georg Fischer Ltd.

### **Reasons for being appointed as a candidate for Director**

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Ayano "Sena" Senaha has served as Senior Vice President since 2018. Ms. Senaha has played a major role in the rapid globalization of the Company, having led and contributed to several post-merger integrations and having developed a corporate governance structure which ensures the balance of business strategies and risk management. Ms. Senaha has served as a Director of the Company since 2020 and we believe that she is an appropriate person to sustainably improve the enterprise value of the Company, and should continue to serve as a Director.



**Director (Non-Executive)**

**Age: 56**  
*(Date of Birth: November 26th, 1967)*

**Number of Company Shares held:**  
256,150

**Career summary:**

Rony Kahan was appointed Director of Recruit Holdings in 2018. He has also served as Chairman and Director of Indeed since 2013. Rony started his career in the HR industry in 1998 by co-founding jobsinthemoney.com, which became the leading job site for finance professionals. In 2003 he sold the business, and the following year, co-founded Indeed with the mission to help people get jobs. This novel approach to the job search market caught the attention of Recruit Holdings, which acquired Indeed in 2012. Working together with the new leadership team, Mr. Kahan successfully grew Indeed into the world’s leading job search engine.

**Meeting body in charge**

*Board of Directors, Business Strategy Meeting*

**Term of office**

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2025.

**Career summary, positions and responsibilities**

*Unless otherwise stated, position refers to Recruit Holdings Co., Ltd.  
\*Current position*

June	2018	• Director*
April	2018	• Chairman and Director* of RGF OHR USA, INC.
October	2013	• Chairman and Director* of Indeed, Inc.
September	2012	• CEO of Indeed, Inc.
November	2004	• Co-founder, President, and Chairman of the Board of Indeed, Inc.
August	1998	• Co-founder of jobsinthemoney.com, Inc.

**Significant concurrent position(s)**

- Chairman and Director of Indeed, Inc.
- Chairman and Director of RGF OHR USA, INC.

**Reasons for being appointed as a candidate for Director**

Rony Kahan is a co-founder of Indeed, Inc., a consolidated subsidiary of Recruit Holdings. We are confident that his extensive track record of innovation, his deep expertise and broad connections in the HR technology industry will help us further accelerate the global expansion of our HR technology business. Mr. Kahan has served as a Director of the Company since 2018 and we believe that he is an appropriate person to sustainably improve the enterprise value of the Company, and should continue to serve as non-Executive Director.



**Independent Director  
(Non-Executive)**

**Age: 75**  
(Date of Birth: August 9th, 1948)

**Number of Company Shares held:**  
1,650

#### Career summary:

Naoki Izumiya, who is Honorary Advisor of Asahi Group Holdings, Ltd., has served as an independent Director of the Recruit Holdings' Board since 2018. Before his role as Chairman of the board, he promoted the growth of Asahi Group companies and spearheaded acquisitions including Calpis Co., Ltd. He expanded the business globally to Oceania, south east Asia and Europe. Mr. Izumiya served in various roles at Asahi Breweries, Ltd. including Senior General Manager of Strategy Planning Headquarters, General Manager of the Tokyo Branch and Public Relations before he was appointed President and Representative Director of Asahi Breweries, Ltd. in 2010.

#### Meeting body in charge (\*Bold: Chairperson)

Board of Directors, **Nomination and Governance Committee**, Compensation Committee

#### Term of office

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2025.

#### Career summary, positions and responsibilities

*\*Current position*

March	2021	• Honorary Advisor* of Asahi Group Holdings, Ltd.
March	2019	• Chairman of the Board of Asahi Group Holdings, Ltd.
June	2018	• Independent Director* of Recruit Holdings Co., Ltd., and Independent Director* of Obayashi Corporation
March	2018	• Chairman and Representative Director of Asahi Group Holdings, Ltd.
March	2016	• Chairman and Representative Director, CEO of Asahi Group Holdings, Ltd.
March	2014	• President and Representative Director, CEO of Asahi Group Holdings, Ltd.
July	2011	• President and Representative Director, COO of Asahi Group Holdings, Ltd.
March	2010	• President and Representative Director of Asahi Breweries, Ltd.
March	2009	• Senior Managing Director and Senior Managing Executive Officer of Asahi Breweries, Ltd.
March	2006	• Managing Director, Managing Executive Officer, and Senior General Manager of Sales & Marketing Headquarters for Alcoholic Beverages at Asahi Breweries, Ltd.
March	2004	• Managing Director of Asahi Breweries, Ltd.
March	2003	• Director of Asahi Breweries, Ltd.
September	2001	• Executive Officer, Deputy General Manager of Tokyo Metropolitan Headquarters, and General Manager of Tokyo Branch at Asahi Breweries, Ltd.
October	2000	• Executive Officer and Senior General Manager of Strategy Planning Headquarters at Asahi Breweries, Ltd.

March	2000	• Executive Officer and Senior General Manager of Group Management Strategy Headquarters at Asahi Breweries, Ltd.
April	1972	• Joined Asahi Breweries, Ltd.

### Significant concurrent position(s)

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- Honorary Advisor of Asahi Group Holdings, Ltd.
- Independent Director of Obayashi Corporation (Scheduled to retire in June 2024)

### Reasons for being appointed as a candidate for Director

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Naoki Izumiya has a strong background in advanced corporate communication strategy, a track record of executive development, and extensive experience enhancing enterprise value through aggressive acquisition and successful synergistic integration of overseas companies. Mr. Izumiya has served as an independent Director of Recruit Holdings since 2018. We believe that he is an appropriate person to advise the Company on overall management and supervise the execution of the business, and should continue to serve as independent Director.

The Company expects independent Directors to play the following roles in addition to supervising the management of the Company:

- To provide the Company with advice based on their management experience in corporations operating globally and/or that are publicly listed, which are necessary for the Company to further enhance its enterprise value and shareholder value in the mid- to long-term period.
- To play a leading role in matters related to selection and dismissal, evaluation and compensation of Directors and Senior Vice Presidents as a chair and/or member of the Nomination and Governance Committee and Compensation Committee.
- To oversee decision-making in cases where any potential conflict of interest exists between Directors and the Company. The Board of Directors acts as the decision-making body for matters that may cause conflicts of interest by ensuring the decision is delivered under the presence of Independent Directors as well as independent Audit and Supervisory Board members.

### Independence Criteria

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Naoki Izumiya meets both the requirements for independence stipulated by the Tokyo Stock Exchange and those of the Holding Company.

Within the past 10 years, Mr. Izumiya has served as Chairman and Representative Director of Asahi Group Holdings, Ltd., which has a business relationship with the Company.

However, such transactions account for less than 1% of the consolidated revenue of Asahi Group Holdings, Ltd. and Recruit Holdings, respectively, and are thus too small to be material.

Therefore, the Company believes that Mr. Izumiya has sufficient independence where there are no potential conflicts of interests with general shareholders.





**Independent Director  
(Non-Executive)**

**Age: 59**  
(Date of Birth: July 17th, 1964)

**Number of Company Shares held:**  
5,157

**Meeting body in charge (\*Bold: Chairperson)**

Board of Directors, Nomination and Governance Committee, **Compensation Committee**

**Career summary:**

Hiroki Totoki, who is currently Director, President, COO and CFO, Representative Corporate Executive Officer, of Sony Group Corporation, has served as an independent Director of the Recruit Holdings' Board since 2018. In previous roles at Sony Corporation, he contributed to the launch of Sony Bank, Inc., and led Sony's Business Strategy, Corporate Development, Finance, and New Business Development departments. In 2013, he became Representative Director and CFO of Sony Network Communications Inc. (formerly So-net Entertainment Corporation). In 2014, Mr. Totoki led the structural reformation of the smartphone business as President and CEO of Sony Mobile Communications Inc. In 2021, he became Director, Executive Deputy President and CFO, Representative Corporate Executive and was appointed to President, COO and CFO in 2023. He also serves as interim CEO of Sony Interactive Entertainment from 2024.

**Term of office**

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2025.

**Career summary, positions and responsibilities**

*\*Current position*

April	2024	• Interim CEO*, Sony Interactive Entertainment
April	2023	• Director*, President*, COO* and CFO*, Representative Corporate Executive Officer*, of Sony Group Corporation
April	2021	• Director, Executive Deputy President and CFO, Representative Corporate Executive Officer of Sony Group Corporation
June	2020	• Director, Executive Deputy President and CFO, Representative Corporate Executive Officer of Sony Corporation
June	2019	• Director of Sony Corporation
June	2018	• Senior Executive Vice President, CFO, and Representative Corporate Executive Officer of Sony Corporation; Independent Director* of Recruit Holdings Co., Ltd.
April	2018	• Executive Vice President, CFO, and Representative Corporate Executive Officer of Sony Corporation
June	2017	• Executive Vice President, CSO, and Corporate Executive Officer of Sony Corporation
April	2016	• Executive Vice President and Corporate Executive Officer of Sony Corporation; President and Representative Director of Sony Network Communications Inc. (formerly So-net Corporation)

November	2014	• Group Executive of Sony Corporation; President and CEO of Sony Mobile Communications Inc.
December	2013	• Senior Vice President and Corporate Executive of Sony Corporation
April	2013	• Representative Director, Corporate Executive Officer, Deputy President, and CFO of Corporate Executive Officer of Sony Network Communications, Inc. (formerly So-net Entertainment Corporation)
April	2012	• Representative Director, Corporate Executive Officer and Senior Managing Director of Sony Network Communications Inc. (formerly So-net Entertainment Corporation)
June	2005	• Director, Corporate Executive Officer and Senior Managing Director of Sony Network Communications Inc. (formerly Sony Communication Network Corporation)
February	2002	• Representative Director of Sony Bank Inc.
April	1987	• Joined Sony Corporation

### **Significant concurrent position(s)**

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- Director, President COO and CFO, Representative Corporate Executive Officer of Sony Group Corporation

### **Reasons for being appointed as a candidate for Director**

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Hiroki Totoki has deep insight, cultivated through years of managing a global company with diversified business portfolios and experience leading technology-based business development. Mr. Totoki has served as an independent Director of Recruit Holdings since 2018. We believe that he is an appropriate person to advise the Company on overall management and supervise the execution of business, and should continue to serve as independent Director.

The Company expects independent Directors to play the following roles in addition to supervising the management of the Company:

- i. To provide the Company with advice based on their management experience in corporations operating globally and/or that are publicly listed, which are necessary for the Company to further enhance its enterprise value and shareholder value in the mid- to long-term period.
- ii. To play a leading role in matters related to selection and dismissal, evaluation and compensation of Directors and Senior Vice Presidents as a chair and/or member of the Nomination and Governance Committee and Compensation Committee.
- iii. To oversee decision-making in cases where any potential conflict of interest exists between Directors and the Company. The Board of Directors acts as the decision-making body for matters that may cause conflicts of interest by ensuring the decision is delivered under the presence of independent Directors as well as independent Audit and Supervisory Board Members.

### **Independence Criteria**

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Hiroki Totoki meets both the requirements for independence stipulated by the Tokyo Stock Exchange and those of the Holding Company.

Mr. Totoki currently serves as Director, President, COO and CFO, Representative Corporate Executive Officer of Sony Group Corporation, which has a business relationship with the Company.

However, such transactions account for less than 1% of the consolidated revenue of Sony Group Corporation and Recruit Holdings, respectively, and are thus too small to be material.

Therefore, the Company believes that Mr. Totoki has sufficient independence where there are no potential conflicts of interests with general shareholders.



**Independent Director  
(Non-Executive)**

**Age: 62**  
(Date of Birth: September 27th,  
1961)

**Number of Company Shares held:**  
2,256

**Career summary:**

Keiko Honda has served as an independent Director of the Recruit Holdings' Board since 2022. She is highly experienced in corporate management, financial economics, ESG/Sustainability, and is currently an Adjunct Professor and Adjunct Senior Research Scholar on ESG investing at Columbia University School of International and Public Affairs, a position she has held since 2020. Ms. Honda began her career at Bain & Company Japan in 1984. In 1986, she joined Shearson Lehman Brothers Securities Co., Ltd., and later joined McKinsey & Company. Ms. Honda became the first female senior partner in the Asian division, where she advised on corporate strategy and M&A for 24 years since 1989. Ms. Honda was appointed Executive Vice President in 2013, and served as CEO and Executive Vice President of Multilateral Investment Guarantee Agency of the World Bank Group from 2014 to 2019.

**Meeting body in charge**

Board of Directors, Nomination and Governance  
Committee, Compensation Committee, Sustainability  
Committee

**Term of office**

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2025.

**Career summary, positions and responsibilities**

*\*Current position*

June	2022	• Independent Director* of Recruit Holdings Co., Ltd.
June	2020	• Independent Board Member* of Mitsubishi UFJ Financial Group, Inc.
March	2020	• Independent Board Member* of AGC Inc.
January	2020	• Adjunct Professor and Adjunct Senior Research Scholar* at Columbia University School of International and Public Affairs
October	2019	• Retired from Multilateral Investment Guarantee Agency (World Bank Group)
June	2014	• CEO and Executive Vice President of Multilateral Investment Guarantee Agency (World Bank Group)
July	2013	• Executive Vice President of Multilateral Investment Guarantee Agency (World Bank Group)
July	2007	• Senior Partner of McKinsey & Company, Inc. Japan
July	1999	• Partner of McKinsey & Company, Inc. Japan
July	1989	• Joined McKinsey & Company, Inc. Japan
May	1986	• Joined Shearson Lehman Brothers Securities Co., Ltd.
April	1984	• Joined Bain & Company Japan, Inc.

### Significant concurrent position(s)

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- Adjunct Professor and Adjunct Senior Research Scholar at Columbia University School of International and Public Affairs
- Independent Board Member of AGC Inc.
- Independent Board Member of Mitsubishi UFJ Financial Group, Inc.

### Reasons for being appointed as a candidate for Director

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Keiko Honda has served in key roles in both financial institutions and consulting firms at a time when they were expanding their business globally, and has a great wealth of experience and knowledge in management and finance, as well as a high level of expertise with regard to ESG/Sustainability issues. Ms. Honda has served as an independent Director of Recruit Holdings since 2022. We believe that she is an appropriate person to advise the Company on overall management and supervise the execution of business, and should continue to serve as an independent Director.

The Company expects independent Directors to play the following roles in addition to supervising the management of the Company:

- To provide the Company with advice based on their management experience in corporations operating globally and/or that are publicly listed, which are necessary for the Company to further enhance its enterprise value and shareholder value in the mid- to long-term period.
- To play a leading role in matters related to selection and dismissal, evaluation and compensation of Directors and Senior Vice Presidents as a chair and/or member of the Nomination and Governance Committee and Compensation Committee.
- To oversee decision-making in cases where any potential conflict of interest exists between Directors and the Company. The Board of Directors acts as the decision-making body for matters that may cause conflicts of interest by ensuring the decision is delivered under the presence of independent Directors as well as Independent Audit and Supervisory Board members.

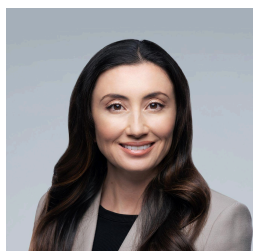
### Independence Criteria

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Keiko Honda meets both the requirements for independence stipulated by the Tokyo Stock Exchange and those of the Holding Company.

Ms. Honda has within the past 10 years served as CEO and Executive Vice President of Multilateral Investment Guarantee Agency (World Bank Group), which has no material business relationship with the Company.

Therefore, the Company believes that Ms. Honda has sufficient independence where there are no potential conflicts of interests with general shareholders.



**Independent Director  
(Non-Executive)**

**Age: 41**  
(Date of Birth: December 24th, 1982)

**Number of Company shares held:**  
0

**Career summary:**

Katrina Lake serves as an independent Director of the Recruit Holdings' Board since 2023. Ms. Lake is the Executive Chairperson of the Board of Stitch Fix, Inc., a technology platform based in the U.S. that offers personal online styling services. Ms. Lake brings a wealth of experience and extensive knowledge from serving as an independent director for companies such as Grubhub, Inc., a global food delivery service provider and Glossier, Inc., a cosmetics brand. Ms. Lake joined the EY-Parthenon (formerly The Parthenon Group) in 2005, and in 2011, after working for Leader Ventures, LLC, she founded Stitch Fix, Inc.. In 2017, Stitch Fix, Inc. was listed on NASDAQ, making her the youngest female CEO ever to be listed on the stock exchange.

**Meeting body in charge**

Board of Directors, Compensation Committee

**Term of office:**

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2025.

**Career summary, positions and responsibilities**

*\*Current position*

June	2023	• Independent Director* of Recruit Holdings Co., Ltd. Executive Chairperson* of the Board of Stitch Fix, Inc.
January	2023	• CEO and Chairperson of Stitch Fix, Inc.
August	2021	• Chairperson of Stitch Fix, Inc.
June	2018	• Independent Director* of Glossier, Inc.
December	2015	• Independent Director of Grubhub, Inc.
January	2011	• Founder and CEO of Stitch Fix, Inc.
September	2007	• Joined Leader Ventures, LLC
September	2005	• Joined EY-Parthenon (formerly The Parthenon Group, LLC)

**Significant concurrent position(s)**

• Executive Chairperson of the Board of Stitch Fix, Inc.

**Reasons for being appointed as a candidate for Director**

Katrina Lake has a wealth of experience and extensive knowledge gained both from building a technology based platform business in the U.S., and her tenure serving as CEO and Chairperson of an expanding business that is publicly traded on the U.S. stock exchange. She also has experience serving on the Board of Directors of some platform companies, including one that was publicly traded. Ms. Lake has served as an Independent Director of Recruit Holdings since 2023. We believe that she is an appropriate person who has a great wealth of knowledge and experience to advise the Company on overall management and supervise the execution of business, and should continue to serve as an independent Director.

The Company expects independent Directors to play the following roles in addition to supervising the management of the Company:

- i. To provide the Company with advice based on their management experience in corporations operating globally and/or that are publicly listed, which are necessary for the Company to further enhance its enterprise value and shareholder value in the mid- to long-term period.
- ii. To play a leading role in matters related to selection and dismissal, evaluation and compensation of Directors and Senior Vice Presidents as a chair and/or member of the Nomination and Governance Committee and Compensation Committee.
- iii. To oversee decision-making in cases where any potential conflict of interest exists between Directors and the Company. The Board of Directors acts as the decision-making body for matters that may cause conflicts of interest by ensuring the decision is delivered under the presence of Independent Directors as well as independent Audit and Supervisory Board members.

### Independence Criteria

---

Katrina Lake meets both the requirements for independence stipulated by the Tokyo Stock Exchange and those of the Holding Company.

Ms. Lake has within the past 10 years served as CEO and Chairperson of Stitch Fix, Inc., which has a business relationship with the Company. However, such transactions account for less than 1% of the consolidated revenue of Stitch Fix, Inc. and Recruit Holdings, respectively, and are thus too small to be material.

Therefore, the Company believes that Ms. Lake has sufficient independence where there are no potential conflicts of interests with general shareholders.

- \* Each candidate does not have any special interest in the Company.
- \* The above number of shares held by each candidate is as of March 31, 2024, and the shares held include a stake in the Recruit Group Officer Stock Ownership Association and a stake in American Depositary Receipt (ADR) facility (please note that the Company does not support or encourage, and has not consented to, the creation of any unsponsored ADR facilities and this information is being provided as factual reference only). Other information in the Reference Documents for the Annual Meeting of Shareholders is based on information available as of May 15, 2024.
- \* The Company has entered into a directors and officers liability insurance contract to insure all Directors. The contents of the insurance contract are as described on “Leadership” in the “BUSINESS REPORT” section. If the candidates are reappointed, they will continue to be named as the insured under the contract. The insurance contract is expected to be renewed during their term of office.
- \* The Company has entered into agreements with Rony Kahan, Naoki Izumiya, Hiroki Totoki, Keiko Honda and Katrina Lake to limit their liability under Article 423, Paragraph 1 of the Companies Act of Japan. The maximum amount of liability for damages covered in the agreement is the minimum amount required under applicable laws and regulations. If the reappointment of each of them is approved as proposed, the agreements will be continued.
- \* The Company has reported Naoki Izumiya, Hiroki Totoki, Keiko Honda and Katrina Lake to the Tokyo Stock Exchange as independent Directors as specified by the Tokyo Stock Exchange. If they are reappointed as proposed, they will continue to serve as Independent Directors.

## Proposal 2: Election of Three (3) Audit and Supervisory Board Members and One (1) Substitute Audit and Supervisory Board Member

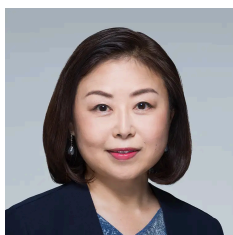
The terms of office of Audit and Supervisory Board members Ms. Yukiko Nagashima, Mr. Yoichiro Ogawa and Katsuya Natori will expire at the conclusion of the Meeting. Accordingly, the election of three (3) Audit and Supervisory Board members including two (2) independent Audit and Supervisory Board members are proposed on this occasion.

The Company proposes to elect a substitute Audit and Supervisory Board member in preparation for the case in which the number of Audit and Supervisory Board members would fall below the statutory minimum. Up until the time the elected substitute Audit and Supervisory Board member assumes the post, the Board of Directors shall be allowed to resolve to cancel the validity of the substitute Audit and Supervisory Board member's election with the consent of the Audit and Supervisory Board. The Audit and Supervisory Board has consented to the proposal.

The candidates for Audit and Supervisory Board member and substitute Audit and Supervisory Board member are as follows:

### YUKIKO NAGASHIMA (Name on family register: YUKIKO WATANABE)

*Audit and Supervisory Board Member since 2016*



#### **Standing Audit and Supervisory Board Member**

**Age:** 63

*(Date of Birth: April 4th, 1961)*

**Number of Company shares held:** 451,527

#### **Career summary:**

Yukiko "Wanko" Nagashima has served as a standing Audit and Supervisory Board Member of Recruit Holdings since 2016. She started out in Recruit Holdings' HR business and transferred to the HR department in 1995, where she led talent management initiatives. In 2002, she spearheaded the growth of Zexy bridal business. In 2006, Ms. Nagashima was appointed Senior Vice President. Two years later, she became President and Representative Director of Recruit Staffing Co., Ltd., where she promoted productivity-focused work styles and diversity and inclusion in the workforce.

#### **Meeting body in charge**

*Board of Directors, Audit and Supervisory Board, Business Strategy Meeting, Compliance Committee, Risk Management Committee*

#### **Term of office:**

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2028.

#### **Career summary and positions**

*Unless otherwise stated, position refers to Recruit Holdings Co., Ltd.  
\*Current position*

June	2021	Outside Audit and Supervisory Board Member* of Sumitomo Corporation
March	2019	Outside Director* of Japan Tobacco Inc.

April	2018	Standing Audit and Supervisory Board Member* of Recruit Co., Ltd.
June	2016	Standing Audit and Supervisory Board Member*
April	2016	Advisor
January	2008	President and Representative Director of Recruit Staffing Co., Ltd.
April	2006	Senior Vice President in charge of the Bridal Information Division
April	1985	Joined the Company

### **Significant concurrent position(s)**

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- Outside Director of Japan Tobacco Inc.
- Outside Audit and Supervisory Board Member of Sumitomo Corporation

### **Reasons for being appointed as an Audit and Supervisory Board member**

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Yukiko Nagashima has served in the management of the Company as Senior Vice President. Ms. Nagashima has a wealth of experience and knowledge in human resources, the bridal related information business and the staffing business operations. She has served as an Audit and Supervisory Board member since 2016 and we believe that she is an appropriate person to supervise the Company's overall management, and should continue to serve as Audit and Supervisory Board member.





### **Independent Audit and Supervisory Board Member**

**Age:** 68

*(Date of Birth: February 19th, 1956)*

**Number of Company shares held:** 0

### **Meeting body in charge**

*Board of Directors, Audit and Supervisory Board, Nomination and Governance Committee*

### **Career summary:**

Yoichiro Ogawa was appointed as an independent Audit and Supervisory Board Member of Recruit Holdings in 2020. He holds over 30 years of auditing, accounting, and leadership experience with Deloitte Touche Tohmatsu LLC. He served in various roles including Partner, Vice Chairman of the Board of Directors, Asia-Pacific Region Representative, and CEO of Deloitte Tohmatsu Group leading the enhancement of the brand value within Japan, and driving cooperation with countries across regions. Mr. Ogawa founded the Yoichiro Ogawa CPA Office in 2018.

### **Term of office:**

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2028.

### **Career summary and positions**

*\*Current position*

June	2021	Outside Director* of Honda Motor Co., Ltd.
June	2020	Independent Audit and Supervisory Board Member* of Recruit Holdings Co., Ltd.
November	2018	Founder* of Yoichiro Ogawa CPA Office
July	2015	CEO of Deloitte Tohmatsu Group
June	2015	Representative of the Asia-Pacific Region at Deloitte Touche Tohmatsu Limited
October	2013	Deputy CEO of Deloitte Touche Tohmatsu LLC
June	2011	Vice Chairman of the Board of Directors at Deloitte Touche Tohmatsu Limited
June	2007	Member of the Board of Directors at Deloitte Touche Tohmatsu Limited
June	1993	Partner at Deloitte Touche Tohmatsu LLC
March	1984	Certified Public Accountant
October	1980	Joined Tohmatsu & Awoki Audit Corporation (currently Deloitte Touche Tohmatsu LLC)

### **Significant concurrent position(s)**

- Chief of Yoichiro Ogawa CPA Office
- Outside Director of Honda Motor Co., Ltd.

## Reasons for being appointed as an Audit and Supervisory Board member

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Yoichiro Ogawa has international accounting expertise as a certified public accountant and has management experience, having served as CEO of a global accounting firm. Mr. Ogawa brings a neutral and objective perspective supported by deep insight and a wealth of international experience. We believe that he is an appropriate person to supervise the Company's overall management and that he should continue to serve as an independent Audit and Supervisory Board Member.

## Independence criteria

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Yoichiro Ogawa meets both the requirements for independence stipulated by the Tokyo Stock Exchange and those of the Holding Company.

Mr. Ogawa currently works as Chief of Yoichiro Ogawa CPA Office, which has no material business relationship with the Company.

In addition, he has within the past 10 years worked for Deloitte Touche Tohmatsu Limited, Deloitte Touche Tohmatsu LLC, and the Deloitte Tohmatsu Group. These companies have business relationships with the Company.

However, such transactions account for less than 1% of the sales of those companies and Recruit Holdings consolidated revenue, respectively, and are thus too small to be material.

Therefore, the Company believes that Mr. Ogawa has sufficient independence where there are no potential conflicts of interests with general shareholders.



### Independent Audit and Supervisory Board Member

**Age:** 65

(Date of Birth: May 15th, 1959)

**Number of Company shares held:** 898

### Meeting body in charge

Board of Directors, Audit and Supervisory Board, Compensation Committee

### Career summary:

Katsuya Natori was appointed as an independent Audit and Supervisory Board member of Recruit Holdings in 2020. He previously worked at several law offices and JXTG Nippon Oil & Energy Corporation before joining Apple Japan, Inc. in 1995. In 1998, he became General Counsel at Oracle Information Systems (Japan), and during the mid-2000s, he took on multiple leadership roles at IBM Japan, Ltd. Mr. Natori founded the Natori Law Office in 2012, and in 2020 became Managing Partner of ITN Partners. He has also served on the Board of Directors of Olympus Corporation and as an Outside Audit and Supervisory Board Member of Hino Motors, Ltd. Currently, he is a Supervisory Director at Global One Real Estate Investment Corporation, Outside Audit and Supervisory Board Member of circlace, Inc., and Outside Director of TOKYO ROPE MFG. CO., LTD and TOYO CONSTRUCTION CO.,LTD.

### Term of office:

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2028.

### Career summary and positions

*\*Current position*

June	2023	Outside Director* of TOYO CONSTRUCTION CO., LTD.
March	2023	Outside Audit and Supervisory Board Member* of Hino Motors, Ltd.
June	2021	Outside Director* of TOKYO ROPE MFG. CO., LTD.
December	2020	Managing Partner* of ITN Partners
June	2020	Independent Audit and Supervisory Board Member* of Recruit Holdings Co., Ltd. Outside Audit and Supervisory Board Member* of Pasona Tquila Inc. (currently circlace Inc.)
June	2019	External Director and Chairman of Audit Committee of Olympus Corporation
April	2016	Supervisory Director* of Global One Real Estate Investment Corp.
March	2015	External Director of MODEC, Inc.
April	2012	External Statutory Auditor at Olympus Corporation
February	2012	Founder of Natori Law Office
April	2010	Vice President of Global Process Services at IBM Japan, Ltd.

January	2004	General Counsel at IBM Japan, Ltd.
March	2002	General Counsel and Executive Officer at Fast Retailing Co., Ltd.
January	1998	General Counsel at Sun Microsystems K.K. (currently Oracle Information Systems (Japan) G.K.)
January	1995	General Counsel at Apple Computer Co., Ltd. (currently Apple Japan, Inc.)
July	1993	Counsel at Esso Petroleum Corporation (currently ENEOS Corporation)
July	1992	Visiting Lawyer at Wilmer, Cutler & Pickering
June	1990	Visiting Lawyer at Davis Wright Tremaine LLP
April	1986	Associate Lawyer at Masuda & Ejiri Law Office (currently Nishimura & Asahi)

### Significant concurrent position(s)

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- Managing Partner of ITN Partners
- Supervisory Director of Global One Real Estate Investment Corp.
- Outside Audit and Supervisory Board Member of circlace Inc.
- Outside Director of TOKYO ROPE MFG. CO., LTD.
- Outside Director of TOYO CONSTRUCTION CO., LTD.

### Reasons for being appointed as an Audit and Supervisory Board member

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Katsuya Natori has developed expertise as a lawyer and has international legal experience, heading the legal department at several global IT companies. Mr. Natori brings a neutral and objective perspective supported by his deep insight and a wealth of international experience. We believe that he is an appropriate person to supervise the Company's overall management and should continue to serve as an independent Audit and Supervisory Board Member.

### Independence criteria

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Katsuya Natori meets both the requirements for independence stipulated by the Tokyo Stock Exchange and those of the Holding Company.

Mr. Natori currently serves as Managing Partner of ITN Partners. These companies have no material business relationship with the Company, which has no material business relationship with the Company.

Therefore, the Company believes that Mr. Natori has sufficient independence where there are no potential conflicts of interests with general shareholders.



### **Substitute Independent Audit and Supervisory Board Member**

**Age: 49**  
(Date of Birth: December 1st, 1974)

**Number of Company Shares held:**  
0

### **Career summary:**

Miho Tanaka is a Partner of Shiba & Tanaka Law Offices (formerly Shiba Management Legal Office), Supervisory Director of marimo Regional Revitalization REIT, Inc., Outside Corporate Auditor of Solasto Corporation and External Director of Tokyo Century Corporation. Her field of expertise is in cross-border business for Japanese and international companies, mergers and acquisitions, finance transactions and corporate governance. Prior to this, she worked at TMI Associates from 2007 to 2015 as a lawyer. Ms. Tanaka started her career in 2004 when she was admitted to Dai-ni Tokyo Bar Association and joined Asahi Koma Law Office (currently Nishimura & Asahi).

### **Term of office**

From June 20, 2024 to the conclusion of the Annual Meeting of Shareholders to be held in 2025.

### **Career summary and positions**

*\*Current position*

June	2021	• External Director* of Tokyo Century Corporation
June	2020	• Outside Corporate Auditor* of Solasto Corporation
February	2016	• Supervisory Director* of marimo Regional Revitalization REIT, Inc.
July	2015	• Partner* of Shiba & Tanaka Law Offices (formerly Shiba Management Legal Office)
February	2007	• TMI Associates
October	2004	• Admitted to Dai-ni Tokyo Bar Association, Asahi Koma Law Office (currently Nishimura & Asahi)

### **Significant concurrent position(s)**

- Partner of Shiba & Tanaka Law Offices
- Supervisory Director of marimo Regional Revitalization REIT, Inc.
- Outside Corporate Auditor of Solasto Corporation
- External Director of Tokyo Century Corporation

### **Reasons for being appointed as a candidate for substitute Audit and Supervisory Board member**

Miho Tanaka has developed expertise as a lawyer for many years and despite never having been involved directly, has deep knowledge of corporate management. She would bring a neutral and objective perspective supported by her deep insight and a wealth of experience. We believe that she is an appropriate person to supervise the Company's overall management, and should serve as a substitute Audit and Supervisory Board member.

## Independence Criteria

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Miho Tanaka currently serves as Partner of Shiba & Tanaka Law Offices, which has no business relationship with the Company. Therefore, the Company believes that Ms. Tanaka has sufficient independence where there are no potential conflicts of interests with general shareholders.

- \* None of the candidates has any special interest in the Company.
- \* The above number of shares held by each candidate is as of March 31, 2024, and the shares held include a stake in the Recruit Group Officer Stock Ownership Association. Other information in the Reference Documents for the Annual Meeting of Shareholders is based on information available as of May 15, 2024.
- \* Mr. Ogawa and Mr. Natori are candidates for independent Audit and Supervisory Board members. The term of office of Mr. Ogawa and Mr. Natori as independent Audit and Supervisory Board members will be for four years at the conclusion of this Annual Meeting of Shareholders. Ms. Tanaka is a candidate for substitute independent Audit and Supervisory Board member.
- \* The Company has entered into a directors and officers liability insurance contract to insure all Audit and Supervisory Board members. The contents of the insurance contract are as described on “Leadership” in the “BUSINESS REPORT” section. If Ms. Nagashima, Mr. Ogawa and Mr. Natori are reelected as Audit and Supervisory Board members, and Ms. Tanaka is appointed as independent Audit and Supervisory Board member, they will be named as the insured under the contract. The insurance contract is expected to be renewed during their term of office.
- \* The Company has entered into agreements with Ms. Nagashima, Mr. Ogawa, and Mr. Natori to limit their liability under Article 423, Paragraph 1 of the Companies Act of Japan. The maximum amount of liability for damages covered in the agreement is the minimum amount required under applicable laws and regulations. If the reappointment of each of them is approved as proposed, the agreements will be continued. Also, if Ms. Tanaka is appointed as independent Audit and Supervisory Board member, the agreement will be made between her and the Company.
- \* Ms. Tanaka meets both the requirements for independence stipulated by the Tokyo Stock Exchange and those of the Holding Company. Ms. Tanaka currently serves as Partner of Shiba & Tanaka Law Offices, which has no business relationship with the Company. Therefore, the Company believes that Ms. Tanaka has sufficient independence where there are no potential conflicts of interests with general shareholders.
- \* The Company has reported Yoichiro Ogawa and Katsuya Natori to the Tokyo Stock Exchange as independent Directors as specified by the Tokyo Stock Exchange. If Ms. Tanaka is appointed as independent Audit and Supervisory Board member, the Company will report her to the Tokyo Stock Exchange as independent Audit and Supervisory Board member as specified by the Tokyo Stock Exchange.

## Reference Information related to Proposal 1 and 2

### Skills matrix of the Board of Directors

If Proposal 1 and 2 are approved as proposed, the composition of the Board of Directors and skills of each of the Directors and Audit and Supervisory Board members will be as follows. From the perspective of corporate management, the Nomination and Governance Committee of the Company deliberates on skills that are particularly important to achieving its medium- to long-term management strategy, and the Board of Directors resolves on them.

The Company's Directors and Audit and Supervisory Board members after this Annual Meeting of Shareholders (planned)

Skills and Expertise	Masumi Minegishi	Hisayuki Idekoba	Ayano Senaha	Rony Kahan	Naoki Izumiya	Hiroki Totoki	Keiko Honda	Katrina Lake	Yukiko Nagashima	Takashi Nishimura	Yoichiro Ogawa	Katsuya Natori
	Representative Director and Chairperson	Representative Director and President	Director	Director	Director	Director	Director	Director	Standing Audit and Supervisory Board Member	Standing Audit and Supervisory Board Member	Audit and Supervisory Board Member	Audit and Supervisory Board Member
												
Corporate Management	●	●		●	●	●	●	●	●		●	
Finance						●	●				●	
Legal/Risk Management			●								●	●
Global Business	●	●	●	●	●	●	●	●		●	●	●
Technology	●	●	●	●		●		●		●		●
HR Business	●	●	●	●					●	●		
ESG/Sustainability			●		●		●					
Transformation	●	●	●	●	●	●	●	●	●	●	●	●

**Independent** Independent Director as reported to the Tokyo Stock Exchange

## **Important Skill and Expertise and Reason for selection**

### ***Corporate Management***

The Company is listed on the Tokyo Stock Exchange Prime Market and operates a wide range of businesses, including HR Technology, Matching & Solutions, and Staffing in more than 60 countries around the world. Therefore, the Company has identified "Corporate Management" as an important skill, as its sustainable growth requires corporate management skills to manage its business portfolio in accordance with the expectations of its diverse stakeholders.

### ***Finance***

To maximize long-term corporate and shareholder value, the Company flexibly and proactively invests in new businesses, research and development, cross-border M&A, and other growth investments. The Company has identified "Finance" as an important skill, as finance strategies are critical to the realization of corporate strategy.

### ***Legal/Risk Management***

In order to ensure the continuous and stable growth of the Company, it has established a systematic risk management system and is actively engaged in risk management while complying with relevant laws and regulations. The Company has identified "Legal/Risk Management" as an important skill because it is necessary for the Board of Directors to determine and oversee effective risk management policies.

### ***Global Business***

The Company operates businesses and services in more than 60 countries and territories around the world. Therefore, the Company has identified "Global Business" as an important skill for making important management decisions.

### ***Technology***

The Company aims to further improve and accelerate the efficiency of matching by leveraging technology and data to provide the best options for individual users and to help corporate clients further improve their business efficiency. To this end, the Company has identified "Technology" as an important skill for making critical management decisions.

### ***HR Business***

The HR Matching market includes job advertising & talent sourcing tools, direct hire, retained search, internal recruitment automation, and temporary staffing. The Company is committed to making it easier and faster for people to get jobs, while reducing the cost and time to hire for employers across the HR Matching market. Our goal is to automate many of the steps in the hiring process and to improve the quality and speed of matching across all three SBUs. To this end, the Company has identified the "HR business" as an important expertise for making key management decisions on the Board of Directors.

### ***ESG/Sustainability***

The Company believes that positive impact on society and the global environment through our entire corporate activities and coexistence and co-prosperity with all stakeholders will lead to our sustainable growth, and the company has defined this as one of its management strategies. To this end, the Company has identified "ESG and Sustainability" as an important expertise for making important management-related decisions at the Board of Directors.

### ***Transformation***

Since our founding, the Company has been committed to "Opportunities for Life" and has achieved sustainable growth by repositioning its business portfolio to eliminate society's disadvantages (dissatisfaction, inconvenience, and anxiety) through the creation of new value. The Company believes that its DNA is to continue transforming itself to create new value, and the Company has identified "Transformation" as a key expertise common to all members of its Board of Directors, both internal and external.



Name	Skills
<p>Masumi Minegishi</p>	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- As Representative Director, President and CEO of the Company from 2012 to 2020, Masumi Minegishi has achieved business portfolio reorganization by aggressively investing capital in M&amp;A in the global market to transform the Company into a global technology company. In addition, he has a proven track record of evolving the governance of the Company, having taken the Company public on the Tokyo Stock Exchange in 2014.</li> <li>- He has served as an Outside Director of Konica Minolta, Inc. and an Independent Outside Director of ANA HOLDINGS Inc. since 2022.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- As Representative Director, President and CEO, he led the Company's transformation into a global company by raising the ratio of overseas sales from approximately 4% in FY2012 to approximately 45% in FY2019.</li> </ul> <p><b>Technology</b></p> <ul style="list-style-type: none"> <li>- As Senior Vice President of the Company, he led the digitalization of the magazine business in the area of sales promotion. After assuming the position of Representative Director, President and CEO, he accelerated digitalization across Japan and led the M&amp;A of a global technology company.</li> </ul> <p><b>HR Business</b></p> <ul style="list-style-type: none"> <li>- After assuming the position of Representative Director, President and CEO, he led the global expansion of the HR business through acquisitions of job matching and staffing companies such as Indeed, Inc. and Glassdoor, Inc.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- By strongly promoting the digitalization of our business, he drove the reorganization of our business portfolio. In addition, he has demonstrated and proven his ability to bring the Company to the global stage through IPOs and M&amp;As.</li> </ul>
<p>Hisayuki Idekoba</p>	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- Hisayuki Idekoba led the acquisition of Indeed Inc. in 2012, after which he led its growth as its CEO. Later, as a Director, Senior Executive Vice President of the Company, he drove the transformation of the entire group. He has served as Representative Director, President and CEO from April 2021.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- He led the Company's post-acquisition growth through cross-border M&amp;A to become a global leader in the HR matching market, and since 2018, he has strongly promoted global governance as a director of the SBU Headquarters overseeing the HR technology and staffing businesses.</li> </ul> <p><b>Technology</b></p> <ul style="list-style-type: none"> <li>- In the area of sales promotion in Japan, he promoted the digitalization of business by transforming the information magazine business using technology and the promotion of online reservations, etc. After the acquisition of Indeed, Inc., he has led the evolution of the global platform business using technology and data.</li> </ul> <p><b>HR Business</b></p> <ul style="list-style-type: none"> <li>- Aiming to create a "Getting a job with the push of a button" he has conceived and strongly led the evolution of HR matching using technology and data beyond the existing framework of the HR business industry.</li> </ul>

Name	Skills
	<p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- In Japan, he led the digital shift of the information magazine business, thereby reorganizing the business portfolio. He has since transformed the Company into a global HR matching company through cross-border M&amp;A and subsequent business growth.</li> </ul>
Ayano Senaha	<p><b>Legal/Risk Management</b></p> <ul style="list-style-type: none"> <li>- As a Senior Vice President of the Company since 2018, Ayano Senaha has promoted the establishment of a governance structure that balances business strategy and risk management, and has served as the Chairman of the Company's Risk Management Committee since 2021.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- As a Director of a UK staffing company since 2013 and Managing Director since 2014, she led the growth of the business after cross-border M&amp;A. Since 2018, as Director of the headquarters of the HR Technology business and its main subsidiaries, she has been driving the strengthening of global governance.</li> <li>- Since 2022, she has been a Member of the Board of Directors of Georg Fischer Ltd, a Swiss listed company.</li> </ul> <p><b>Technology</b></p> <ul style="list-style-type: none"> <li>- As a Director of the HR Technology headquarters and its main subsidiaries, she is responsible for the evolution of the business through the use of technology and data.</li> </ul> <p><b>HR Business</b></p> <ul style="list-style-type: none"> <li>- She was in charge of advertising sales for major companies in the HR business in Japan. As a Managing Director of a staffing company in the U.K., she achieved a significant improvement in business performance. In 2018, she became a Director of the HR technology business headquarters and main subsidiaries. She has extensive knowledge and experience in the HR business.</li> </ul> <p><b>ESG/Sustainability</b></p> <ul style="list-style-type: none"> <li>- As a Senior Vice President of the Company, she has been in charge of sustainability since 2018, and in 2021, she integrated "Commitment to Sustainability - Prosper Together" into the Company's corporate strategy as an aggressive approach to sustainability, setting quantitative targets to be achieved by 2030. The Company has been recognized as a global advanced level by institutional investors and ESG rating agencies.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- In addition to driving the evolution of our globalization and governance, she has made aggressive sustainability our group management strategy and established a group-wide promotion system to achieve our sustainable growth by positively impacting society and the global environment through our entire corporate activities.</li> </ul>
Rony Kahan	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- In 1998, Rony Kahan founded a job website for financial professionals, and sold the company in 2003. In 2004, he co-founded Indeed, Inc. and was appointed to the role of President and Chairman, and later served as CEO in 2012 and Chairman in 2013. He has experience and expertise in managing companies in various phases from start-ups to large scale businesses as well as expanding companies into new business areas.</li> </ul>

Name	Skills
	<p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- By 2012, he had grown Indeed, Inc., which he co-founded, into the #1 job site in the world that serves more than 50 countries (26 languages).</li> </ul> <p><b>Technology</b></p> <ul style="list-style-type: none"> <li>- After starting his first company in the early days of the Internet, he focused on search engine technology that was becoming popular at the time. He founded Indeed, Inc. in 2004 with the goal of creating a job search engine that automatically collects job information regardless of industry, and the company became profitable early. He has extensive knowledge and experience in technology and data-based product development and business operations.</li> </ul> <p><b>HR Business</b></p> <ul style="list-style-type: none"> <li>- He has extensive knowledge and experience in the global job matching business and pioneered the "Job seekers first" philosophy at Indeed, Inc.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- He has been innovating in the HR matching business at the dawn of the Internet and laid the foundation for the service that became the world's No. 1 job search engine based on the philosophy of "We help people get jobs." After the acquisition of Indeed, he served as Director and Chairman of the Board, furthering the evolution of Indeed, Inc.</li> </ul>
Naoki Izumiya	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- As a President and Representative Director of Asahi Breweries, Ltd. since 2010 and the first President and Representative Director, COO of Asahi Group Holdings, Ltd. since the following year, Naoki Izumiya has led large-scale M&amp;A in Japan and abroad to enhance the corporate value of the group, while evolving the governance of the company.</li> <li>- Since 2018, he has served as an Independent Director of Obayashi Corporation and the Company.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- Since his appointment as President and Representative Director of Asahi Group Holdings, Ltd. (formerly Asahi Breweries, Ltd.), he has led the company's globalization by significantly expanding its overseas sales ratio through numerous large-scale M&amp;A, particularly in Southeast Asia and Australia.</li> </ul> <p><b>ESG/Sustainability</b></p> <ul style="list-style-type: none"> <li>- He promoted initiatives on advanced sustainability themes at Asahi Breweries, Ltd. such as contributing to the creation of a low-carbon society and preserving biodiversity. He also has experience and expertise in establishing a governance structure through the establishment of the Global Sustainability Committee.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- As a President and Representative Director, he established Asahi Group Holdings, Ltd. and led the transition to a pure holding company and the evolution of the group's governance structure. He has also led the company's portfolio restructuring through domestic and international M&amp;A.</li> </ul>
Hiroki Totoki	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- After the launch of Sony Bank Inc., Totoki Hiroki became a Representative Director in 2002. Later, he served as President and CEO of Sony Mobile Communications, Inc. where he carried out structural reform of the smartphone business in 2014. In 2016, he was appointed President and Representative Director of Sony Network Communications Inc. (formerly So-net Corporation). In April 2023, he was appointed as Director, President, COO and CFO,</li> </ul>

Name	Skills
	<p>Representative Corporate Executive Officer of Sony Group Corporation. He has extensive knowledge and experience in corporate management necessary for a listed company with global operations.</p> <ul style="list-style-type: none"> <li>- He has served as an Independent Director of the Company since 2018.</li> </ul> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>- After working in the finance department and financial subsidiary of Sony Group Corporation (formerly Sony Corporation), he served as the representative of a financial business company and CFO of a group subsidiary. In 2018, he was appointed EVP CFO of Sony Group Corporation (formerly Sony Corporation), and in 2020, he was appointed Director, Executive Deputy President and CFO, Representative Corporate Executive Officer. He has extensive knowledge and experience in finance and accounting necessary to make management decisions for listed companies with global operations.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- He is responsible for leading the management and business execution of Sony Group Corporation (formerly Sony Corporation), whose overseas sales account for more than 70% of the total sales of the company. He has broad and deep knowledge and experience in global business.</li> </ul> <p><b>Technology</b></p> <ul style="list-style-type: none"> <li>- As the representative of Sony Mobile Communications Inc., he was responsible for the restructuring of the smartphone business. He has also led the company's business growth in the technology-driven field of semiconductor products such as video and audio equipment and image sensors.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- He was involved in the launch of Sony Bank Inc. and as Representative Director of the bank, led its rapid growth and laid the foundation for its continuous business expansion. He also served as CFO of Sony Group Corporation where he led the company's sustained portfolio transformation.</li> </ul>

Keiko Honda

**Corporate Management**

- Keiko Honda is a former Director of the World Bank Group's Multilateral Investment Guarantee Agency (MIGA), which provides guarantees for risks in developing countries, where she served as Executive Vice President since 2013 and CEO and Executive Vice President since 2014, leading the agency until 2019.
- She serves as an Independent Director of AGC Inc. and Outside Director of Mitsubishi UFJ Financial Group, Inc. from 2020 and Independent Director of the Company from 2022.

**Finance**

- She has led projects related to corporate finance and M&A at financial institutions and consulting firms. She is also a member of the United Nations Investments Committee since 2018, a member of the Expert Committee on Policy Evaluation of the Japanese Financial Services Agency since 2021.

**Global Business**

- In addition to her experience in global financial institutions and consulting firms, she has extensive experience in leading businesses, organizations, and people across countries and regions as the CEO and Executive Vice President of the Multilateral Investment Guarantee Agency (MIGA), an institution of the World Bank Group.

**ESG/Sustainability**

- She has extensive knowledge and expertise as an Adjunct Professor and Adjunct Senior Research Scholar at Columbia University's School of International and Public Affairs, specializing in ESG investments.

**Transformation**

- She was the first female senior partner in Asia at McKinsey & Company. She has also led an organizational transformation at the Multilateral Investment Guarantee Agency (MIGA), significantly expanding the agency's project portfolio and increasing the diversity of its leadership.

Katrina Lake

**Corporate Management**

- While pursuing a graduate degree at Harvard University, Katrina Lake founded Stitch Fix, Inc. in 2011, which is a technology-based platform business. As CEO, she led the company through its listing on the U.S. NASDAQ stock exchange in 2017, and drove business growth. She also has experience and expertise as an outside Director of several platform companies, including publicly traded companies.
- She has served as an Independent Director of the Company since 2023.

**Global Business**

- Stitch Fix, Inc. operates in both the U.S. and the U.K. She has a proven track record of achieving business growth by focusing on the optimal matching of brands and stylists in accordance with the needs of users in each region.

**Technology**

- Stitch Fix, Inc. offers a service in which AI-selected products are sorted by real, human personal stylists to provide customers with the most suitable clothes. In 2016, she was named one of the "100 Most Creative People in Business" by Fast Company magazine and appeared in Fortune magazine's "40 Under 40" in the U.S..

**Transformation**

- She has a proven track record of utilizing technology to develop and expand services with high user demand that transcend the boundaries of existing industries and business models. In November, 2017, the company went public on NASDAQ. She is recognized as the youngest woman to go public and the first woman to lead an initial public offering in the technology sector.

Yukiko  
Nagashima**Corporate Management**

- As President and Representative Director of Recruit Staffing Co., Ltd., Yukiko Nagashima has promoted a work style that emphasizes productivity and has created employment opportunities for a more diverse range of individuals.
- Since 2019, she has served as an Outside Director of Japan Tobacco Inc.

**HR Business**

- She has led the recruitment advertising and temporary staffing businesses in Japan for our group companies and has served as a board member of HR business industry associations. She has extensive knowledge and experience in the HR business.

**Transformation**

- In our group, she promoted the expansion of the business from the job information business to the sales promotion information business, and the transition from information magazines to the Internet. As an Audit and Supervisory Board member, she has a proven track record of supporting the strengthening of governance to help the Company evolve into a global company.

Name	Skills
Takashi Nishimura	<p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- In 2013, when the Company strengthened its overseas business development, Takashi Nishimura became the General Manager of the Overseas Business Management Office, and the following year he was appointed Executive Vice President of Recruit U.S.A.</li> <li>- He later served as a director of Indeed, Inc. and RGF Staffing B.V. (formerly Recruit Global Staffing B.V.), and has a proven track record of promoting the strengthening of group governance on a global scale.</li> </ul> <p><b>Technology</b></p> <ul style="list-style-type: none"> <li>- As Senior Vice President of Indeed, Inc., a subsidiary of the Company, he was in charge of developing new recruiting solutions and services, and led the product development organization with a focus on technology.</li> </ul> <p><b>HR Business</b></p> <ul style="list-style-type: none"> <li>- He has extensive knowledge and experience in the HR business, having led the recruitment advertising business in Japan, the staffing business in Japan and overseas, and the global recruiting platform business at a group company.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- He was at the forefront of the transformation of our group into a global company. As Senior Vice President of Indeed, Inc., he has a proven track record of creating synergies across SBUs by developing solutions across the HR technology and staffing businesses.</li> </ul>
Yoichiro Ogawa	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- Yoichiro Ogawa has extensive experience and knowledge in leading management as a top corporate executive, having served as Vice Chairman of the Board of Directors of Deloitte Touche Tohmatsu Limited and Representative for the Asia-Pacific region, as well as CEO of Deloitte Tohmatsu Group.</li> <li>- Since 2021, he has served as an Outside Director of Honda Motor Co., Ltd.</li> </ul> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>- After joining Deloitte Touche Tohmatsu LLC (formerly Tohmatsu &amp; Awoki Audit Corporation), he registered as a certified public accountant in 1984. After engaging in international accounting at a US accounting firm, he became a partner of the same firm. He has a wide range of knowledge and expertise in accounting and auditing.</li> </ul> <p><b>Legal/Risk Management</b></p> <ul style="list-style-type: none"> <li>- He has extensive experience in providing client services from a neutral and objective standpoint over a long period of time at audit firms, based on his deep insight into audit work and extensive international experience.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- After joining Deloitte Touche Tohmatsu LLC, (formerly Tohmatsu &amp; Awoki Audit Corporation), he provided client services in the United States. In 2015, as the representative for the Asia-Pacific region of Deloitte Touche Tohmatsu Limited, where he led cross-border collaboration across countries and regions.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- As CEO of Deloitte Tohmatsu Group, he accelerated the deployment of solutions in the technology domain and promoted the improvement of service quality and sophistication of security response across the Group. In addition, he has a proven track record of improving organizational diversity by developing leaders in the Asia-Pacific region and promoting women's activities.</li> </ul>

Name	Skills
Katsuya Natori	<p><b>Legal/Risk Management</b></p> <ul style="list-style-type: none"> <li>- Katsuya Natori was admitted to the bar in 1986 and joined Nishimura &amp; Asahi (formerly Masuda and Ejiri Law Office). After graduating from the University of Washington School of Law (LL.M.) in 1990, he gained experience in international legal affairs at several US law firms. Later, he has experience leading the legal departments of several global companies.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- He has served as General Counsel of Apple Japan, Inc. (formerly Apple Computer Co., Ltd.), General Counsel of Oracle Information Systems (Japan) G.K. (formerly Sun Microsystems K.K.), General Counsel and Executive Officer of Fast Retailing Co., Ltd., and General Counsel and Vice President of IBM Japan, Ltd. He has extensive experience in leading the management of companies with global operations.</li> </ul> <p><b>Technology</b></p> <ul style="list-style-type: none"> <li>- In addition to his experience leading the legal department of a global IT company, he also has extensive knowledge and experience in technology, including his role as the head of a technology-driven business process outsourcing business.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- He has established a role as a general counsel (GC) in Japan, using his legal expertise to control risk and optimize management. He has also served as an Outside Auditor and chairman of third-party committees for various companies based on his deep knowledge of corporate compliance and governance, and has a proven track record of facilitating the optimization of corporate operations.</li> </ul>

## Policy of Strategic Shareholdings

In principle, the Company's policy is to reduce strategic shareholdings. The decision on whether or not to hold each company's stock is made based on a comprehensive assessment of the economic value of its stock, cost of capital, strategic importance, environment, social and governance (ESG) aspects, and other factors. The Board of Directors scrutinizes these shareholdings once a year and deliberates the reduction of these holdings if they do not meet the above criteria.

As of March 31, 2024, the total amount of strategic shareholdings held by the Holding Company and Recruit Co., Ltd. was 93.9 billion yen, which is 4.7% of the consolidated total equity.

(in millions of yen)

	The Holding Company		Recruit Co., Ltd.	
	Unlisted	Listed	Unlisted	Listed
Number of issuers	3	12	3	4
Amount on the balance sheet	549	76,086	1,397	15,947



### **Proposal 3: Revision of Maximum Amount of Compensation for Audit and Supervisory Board Members**

At the 57th Annual Meeting of Shareholders held in June 2017, the Company received approval concerning the maximum monetary compensation for the Audit and Supervisory Board Members of the Company for a total amount not to exceed 10 million yen per month, which remains effective today. The Company proposes to revise this maximum monetary compensation for the Audit and Supervisory Board Members to 200 million yen per year, in consideration of the recent increases in compensation standards at other similarly-sized companies and for the purpose of providing flexibility in attaining outstanding talent going forward.

If Proposal 2 is approved and adopted, the affected persons will be the four Audit and Supervisory Board Members.

Compensation for Audit and Supervisory Board Members consists of base salary only, not tied to performance, considering the importance of their role of oversight from an independent and objective standpoint.

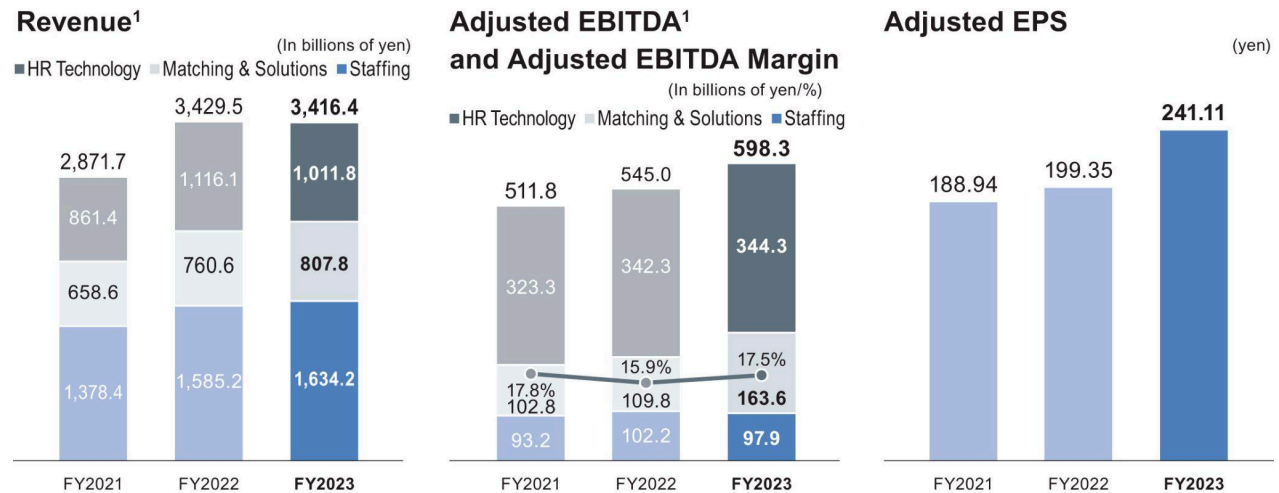
# BUSINESS REPORT

(April 1, 2023 – March 31, 2024)

## Overview of the Company

### Overview of Operations for FY2023

#### Consolidated Results of Operations for FY2023



<sup>1</sup> The sum of the three segments does not correspond with consolidated figures due to Adjustments, such as intra-group transactions.

Consolidated revenue for FY2023 was 3.41 trillion yen, a decrease of 0.4% year over year as the revenue decline in HR Technology exceeded the revenue increases in Matching & Solutions and Staffing. Excluding the positive impact of exchange rate fluctuations of 128.2 billion yen, consolidated revenue for FY2023 decreased 4.1% year over year.

Consolidated operating income for FY2023 was 402.5 billion yen, an increase of 16.9% year over year. This increase was primarily due to the cost control measures executed throughout the year including those related to advertising expenses and personnel expenses, as well as expenses recorded in the prior year related to a workforce reduction in HR Technology.

Profit before tax for FY2023 was 426.2 billion yen, an increase of 15.9% year over year.

Profit for FY2023 was 354.5 billion yen, an increase of 30.5% year over year and profit attributable to owners of the parent for FY2023 was 353.6 billion yen, an increase of 31.1% year over year due to an increase in operating income and the impact of an internal legal entity restructuring in HR Technology which resulted in a reduced effective income tax rate in FY2023.

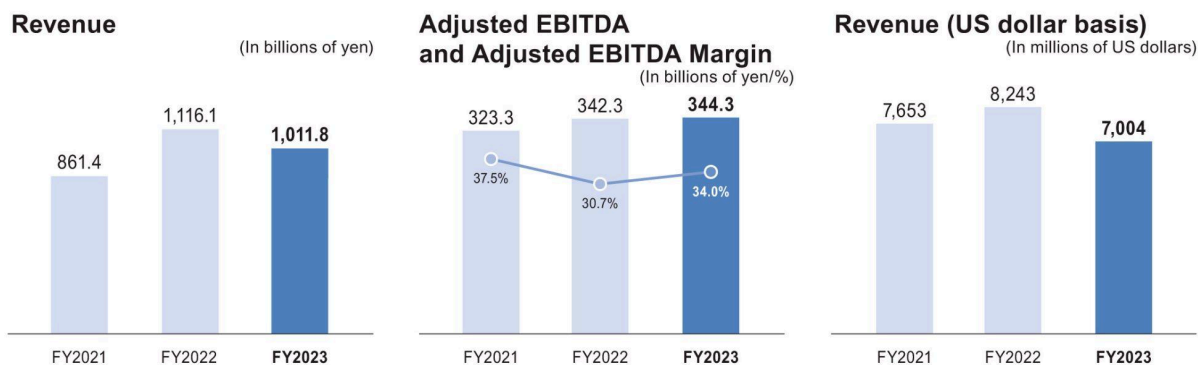
Consolidated adjusted EBITDA margin for FY2023 was 17.5%, an increase from 15.9% for the previous fiscal year, as a result of cost control measures, mainly in personnel and advertising expenses, while continuing to invest for future growth in each SBU. Adjusted EBITDA for FY2023 was 598.3 billion yen, an increase of 9.8% year over year, and adjusted EPS for FY2023 was 241.11 yen, an increase of 20.9% year over year.

Research and development expenses in FY2023 were 154.8 billion yen, consisting primarily of compensation expenses for engineering and other technical employees responsible for the development of new products and enhancement of existing products using new technologies. The majority of research and development expenses were related to HR Technology.

## Results of Operations by Segment

### HR Technology

• Global matching and hiring platform that offers advertising and other human resources matching solutions.



Revenue for FY2023 was 1.01 trillion yen, a decrease of 9.3% year over year, and on a US dollar basis, revenue decreased 15.0%. Hiring demand continued to normalize globally as the imbalance between the supply of talent and the demand for Indeed and Glassdoor's hiring products and services continued to normalize globally.

Adjusted EBITDA margin was 34.0%, an increase from 30.7% in the previous fiscal year, and adjusted EBITDA for FY2023 was 344.3 billion yen, an increase of 0.6%. The company implemented cost controls, primarily related to personnel and advertising expenses, while continuing to invest in new product and technology development for future growth.

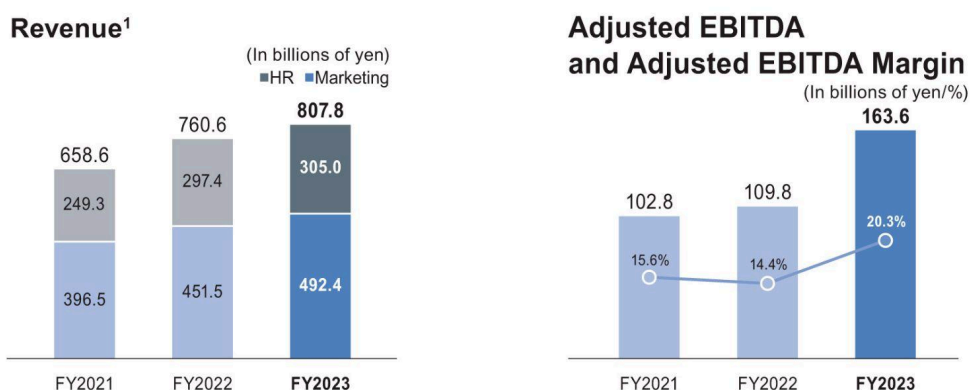
### Matching & Solutions

#### • HR Solutions:

A variety of HR services mainly in Japan through online platforms and print media for job seekers and business clients.

#### • Marketing Solutions:

Provides matching platforms in a variety of industries, such as Housing & Real Estate, Beauty, Travel, Dining, and others, to connect individual users and business clients. Offers cloud-based SaaS solutions to improve business clients' efficiency of operations.



<sup>1</sup> The sum of the segments does not correspond with consolidated figures due to Others and Eliminations, such as intra-group transactions.

Revenue for FY2023 was 807.8 billion yen, an increase of 6.2% year over year.

Revenue for HR Solutions increased 2.5%. Revenue in the job advertising service decreased, while revenue in the placement service increased.

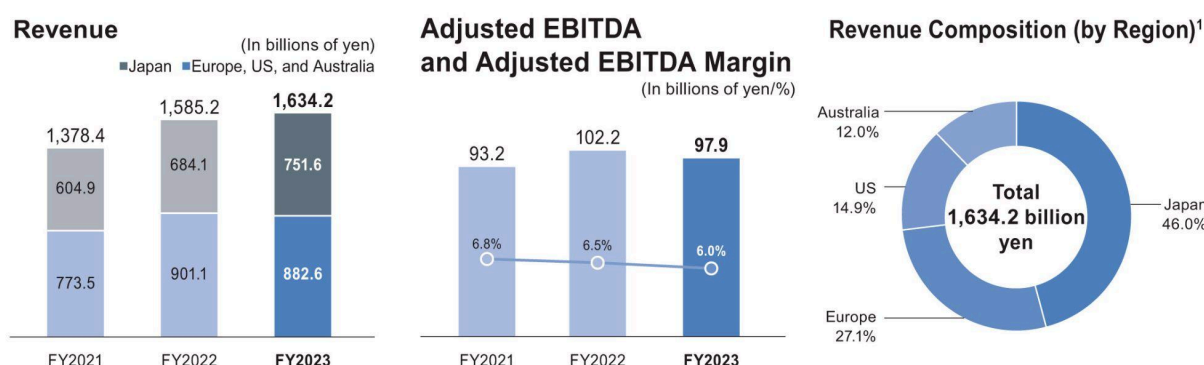
Revenue in Marketing Solutions increased 9.0%. Revenue in the total of Beauty, Travel and Dining combined with SaaS solutions including Air BusinessTools, Housing & Real Estate and Others, which includes other services in Marketing Solutions, each increased year over year.

Adjusted EBITDA margin for FY2023 was 20.3% and adjusted EBITDA for FY2023 was 163.6 billion yen, an increase of 49.0% as cost controls were implemented to improve productivity.

## Staffing

• **Japan**: Staffing services in Japan

• **Europe, US, and Australia**: Staffing services mainly in Europe, US, and Australia



<sup>1</sup> Sum of revenue from individual companies after consolidation adjustments for *Europe, US, and Australia*.

Revenue for FY2023 was 1.63 trillion yen, an increase of 3.1% year over year. Excluding the positive impact of foreign exchange rate fluctuations of 64.8 billion yen, revenue decreased 1.0% year over year.

Revenue in *Japan* increased 9.9% due to an increase in the number of temporary staff on assignment as demand for staffing services continued to grow year over year.

Revenue in *Europe, US, and Australia* decreased 2.1%. Excluding the positive impact of exchange rate fluctuations of 64.8 billion yen, revenue decreased 9.2%. Demand for staffing services continued to slow down against a backdrop of an uncertain economic outlook.

Adjusted EBITDA margin for FY2023 was 6.0%, a decrease from 6.5% for FY2022, and adjusted EBITDA for FY2023 was 97.9 billion yen, a decrease of 4.2% year over year. This was mainly due to the implementation of strategic marketing activities for future growth.

The following table presents main brands and services for each reportable segment, as of March 31, 2024.

Segment	Operations	Brands and Services
HR Technology	-	<b>Indeed</b> Online matching and hiring platform
		<b>Glassdoor</b> Online matching and hiring platform
Matching & Solutions	HR Solutions	<b>Rikunabi</b> Online matching platform for new graduates
		<b>Rikunabi NEXT</b> Online matching platform for mid-career job seekers
		<b>RECRUIT AGENT</b> Employment placement service for professionals
		<b>RECRUIT DIRECT SCOUT</b> Talent sourcing service for professionals
		<b>TOWNWORK</b> Online matching platform and print media for part-time and full-time job seekers
	Marketing Solutions	<b>SUUMO</b> Online platform, print media, and in-person consultation service for housing and real estate
		<b>Hot Pepper Beauty</b> Online platform and print media for beauty treatment
		<b>Jalan</b> Online platform and print media for travel in Japan
		<b>Hot Pepper Gourmet</b> Online platform and print media for dining
		<b>Air BusinessTools</b> Cloud-based operational and management support solutions for business clients across an expanding variety of businesses
Staffing	Japan	-
	Europe, US, and Australia	-

## Capital expenditures

The total amount of capital expenditures for FY2023 was 97.2 billion yen. This was primarily due to an increase in right-of-use assets from the renewal of lease contracts, and the development and acquisition of software.

### ***HR Technology***

For FY2023, capital expenditures of 14.2 billion yen were made primarily for the enhancement of various facilities. There were no significant disposals or sales of facilities.

### ***Matching & Solutions***

For FY2023, capital expenditures of 56.8 billion yen were made primarily for the development and acquisition of software. There were no significant disposals or sales of facilities.

### ***Staffing***

For FY2023, capital expenditures of 26.0 billion yen were made primarily due to an increase in right-of-use assets from the renewal of lease contracts and the enhancement of various facilities. There were no significant disposals or sales of facilities.

### ***Corporate***

There were no significant acquisitions, disposals or sales of facilities.

## Financing

Not applicable.

## Significant business combination, etc.

Not applicable.

## Significant Subsidiaries (as of March 31, 2024)

Segment	Company	Capital stock or Capital	Ratio of voting rights held by the Company <sup>1</sup>	Major business	
<b>HR Technology</b>					
	RGF OHR USA, INC.	10 US dollars	100.0%	HR Technology Business Headquarters	
	Indeed, Inc.	10 US dollars	100.0%	Online matching and hiring platform	
	Glassdoor LLC	1,292,440 thousand US dollars	100.0%	Online matching and hiring platform	
<b>Matching &amp; Solutions</b>					
	HR Solutions			<ul style="list-style-type: none"> <li>- Matching &amp; Solutions Business Headquarters</li> <li>- Provides online platforms and print media for job advertisements and placement services</li> </ul>	
	Marketing Solutions	Recruit Co., Ltd.	350 million yen	100.0%	<ul style="list-style-type: none"> <li>- Provides matching platforms in a variety of industries, such as Housing &amp; Real Estate, Beauty, Travel, Dining, and cloud-based SaaS solutions to improve business clients' efficiency of operations</li> </ul>
<b>Staffing</b>					
		RGF Staffing B.V.	1.5 euro	100.0%	Staffing Business Headquarters
	Japan	Recruit Staffing Co., Ltd.	300 million yen	100.0%	Provides staffing services mainly for clerical jobs in Japan
		STAFF SERVICE HOLDINGS CO., LTD.	500 million yen	100.0%	Provides staffing services mainly for clerical and manufacturing jobs in Japan
	Europe, US, and Australia	RGF Staffing France SAS	26,395 thousand euro	100.0%	Provides comprehensive staffing services in France
		RGF Staffing Germany GmbH	500 thousand euro	100.0%	Provides comprehensive staffing services in Germany
		RGF Staffing the Netherlands B.V.	1 thousand euro	100.0%	Provides comprehensive staffing services in the Netherlands
		RGF Staffing UK Limited	11,172 thousand GBP	100.0%	Provides comprehensive staffing services in the United Kingdom
		Unique NV	50,082 thousand euro	100.0%	Provides comprehensive staffing services in Belgium
		Staffmark Group, LLC	117,514 thousand US dollars	100.0%	Provides staffing services mainly for light works in the United States
		The CSI Companies, Inc.	2.0 US dollars	100.0%	Provides staffing services mainly for clerical and IT jobs in the United States
		Chandler Macleod Group Limited	191,490 thousand Australian dollars	100.0%	Provides comprehensive staffing services in Australia

<sup>1</sup> The ratio of voting rights includes indirect holding of voting rights.

## Issue to be Addressed

### Management Philosophy

Recruit Group Management Philosophy is defined by its Basic Principle, Vision, Mission and Values as follows:

The Company has developed a two-sided marketplace business model to align with its management philosophy. Through its platforms, the Company facilitates the best possible matches for the mutual benefit of both individual users and business clients.

In recent years, technological advancement has enabled the Company to improve matching efficiency, providing better matching outcomes for individual users and improving operational efficiencies for business clients.

### Target Management Key Performance Indicators (KPIs)

The Company aims to invest in new businesses, research and development, and mergers and acquisitions (M&A) in order to achieve profitable growth over the long-term, and maximize enterprise value as well as shareholder value. Therefore, the Company has set adjusted EBITDA and adjusted EPS as target management KPIs.

### Business Strategies

Recruit Group is committed to maximizing enterprise and shareholder value by quickly identifying needs and business opportunities in the global market and making swift decisions in response to the rapidly evolving business environment driven by technological advancements

Through HR Technology, HR Solutions in Matching & Solutions and Staffing in the global HR Matching market as well as through Marketing Solutions in Matching & Solutions for Japan, the Company aims not only to provide online advertising businesses, but also to be a solutions provider that utilizes technology to improve the performance and productivity of clients' businesses

In an environment of significant uncertainty, the Company is committed to making a positive impact on society and the planet, which is essential to achieving sustainable growth. The Company aims to prosper together with all stakeholders by conducting all corporate activities with a sound governance foundation. Therefore, as part of the Company's corporate strategy, the Company has set specific targets for environmental, social and governance (ESG) matters which will be monitored by the Board of Directors. The Company will advance these initiatives through ongoing dialogue with its stakeholders.

The Company's business strategies are as follows:

### **Simplify Hiring - *Make it easier and faster for people to get jobs***

The HR Matching market includes job advertising & talent sourcing tools, direct hire, retained search, internal recruitment automation, and temporary staffing. The Company is committed to making it easier and faster for people to get jobs, while reducing the cost and time to hire for employers across the HR Matching market. To achieve the goal of Simplify Hiring, all HR related businesses across Recruit Group are working together to target the entire HR matching market.

The Recruit Group is dedicated to automating many of the steps in the hiring process and to enhancing the quality and speed of matching in all HR matching markets it operates in. The Company aims to leverage the vast amount of data available in each service combined with AI and machine learning technology to simplify the hiring process and deliver greater value to job seekers and employers. The Company's long



term vision is to more quickly, effectively and fairly connect job seekers and employers at the push of a button<sup>1</sup>.

At the center of this strategy, HR Technology SBU operates a global two-sided talent marketplace that includes the world's leading matching and hiring platforms<sup>2</sup>, Indeed and Glassdoor. Every day, millions of job seekers connect with millions of employers of all sizes, from small businesses to large enterprises and staffing agencies, directly on Indeed and Glassdoor.

Job seekers can access more than 30 million jobs<sup>3</sup> that have been aggregated from public sources, posted via integrations with Applicant Tracking Systems ("ATS") or posted directly by employers to HR Technology's platforms and can access billions of company ratings, company reviews and salaries<sup>4</sup> to help them make informed job and career decisions. Job seekers are provided with a suite of tools and resources that make getting a job simple, fast and more human, including job search and recommendations, resume posting and profile creation, career advice, and scheduling and conducting video and phone interviews.

For employers, both Indeed and Glassdoor offer AI based solutions to recruit and hire qualified talent in a simpler, faster and more human way. Employers can post and advertise jobs and build their company's employment brand across both platforms, reaching a broad and diverse job seeker audience. Indeed and Glassdoor offer a range of products for employers to source, screen, interact with, and interview candidates and together they provide an efficient source of candidates through pay-for-performance and subscription pricing models.

The scale of the two-sided talent marketplace created by Indeed and Glassdoor is evidenced by the 3.5 million employers<sup>5</sup> that use Indeed each year to hire, 350 million Unique Visitors<sup>6</sup> that visit Indeed, and 55 million Unique Visitors<sup>7</sup> that visit Glassdoor each month to search for jobs, create resumes, research companies and participate in the hiring process. Through December 31, 2023 over 525 million verified job seeker profiles<sup>8</sup> have been created across HR Technology's sites.

Improving the matching process between job seekers and employers is vital to enhance the efficiency and effectiveness of the two-sided talent marketplace. This involves continuously refining the accuracy and timeliness of the information the Company uses, in conjunction with AI and machine learning technology, to provide the most suitable job recommendations and the most qualified candidate pool available. Additionally, an essential element of this effort is to increase engagement with job seekers in the Company's talent marketplace. By logging in and creating a profile, job seekers provide us with a better understanding of their skills and preferences, enabling us to offer more personalized job recommendations that are highly relevant to them. This not only provides a superior user experience but also helps job seekers find suitable opportunities more efficiently.

Furthermore, the Company also believes that it is crucial to understand the factors that drive successful and unsuccessful outcomes for job seekers and employers. The Company's talent marketplace facilitates interactions between job seekers and employers, such as messaging, calls, application submissions, interview requests and RSVPs, offers, and more. Additionally, by expanding integrations with ATSS, the Company aims to improve matching by bringing outcome data from external ATSS into the Indeed platform. By tracking these interactions in the Company's marketplace throughout the hiring process, the Company gains valuable insights into why job seekers and employers progress from one step to the next.

The Company considers the measured average number of hires per minute<sup>9</sup> to be a Key Performance Indicator (KPI) that demonstrates its success in simplifying the hiring process. The Company believes this KPI indicates a successful engagement between job seekers and employers, which represents improvements in matching and automation, as well as improvements in employer engagement that help us measure more hires. In calendar 2023, based on internal measurement, an average of 23 job seekers were hired on Indeed and Glassdoor every minute.

The Company believes that by fully utilizing the Recruit group's business client relationships, offline and online data, combined with machine learning and AI technologies, the Recruit group's matching engine can be improved significantly, helping to simplify the process for job seekers and make recruiting more efficient across all of Recruit's HR related businesses.

As an example, Indeed PLUS, a job distribution platform available throughout Japan, efficiently matches job seekers and employers by combining the power of the Company's HR Technology platform with the data and insights of its various Japan-based HR Solutions of Matching & Solutions like TOWNWORK and Rikunabi NEXT. Six boards in HR Solutions are now linked to Indeed PLUS, allowing job seekers to choose from a wider range of jobs, and employers to expect to hire the most suitable talent more quickly and efficiently, from a larger pool of candidates by reaching up to 70% of users at the major job boards in Japan.

Additionally, RECRUIT AGENT and RECRUIT DIRECT SCOUT, the placement services in the Matching & Solutions SBU, utilize the Recruit group's matching engine to streamline processes like screening resumes, which used to be done manually. By combining the matching engine with the data and knowledge from more than 60 years of operating HR businesses in the Japanese market, the Company aims to accelerate its Simplify Hiring strategy in Japan.

Additionally, the Staffing SBU is focused on leveraging the technology developed within the Recruit Group, such as its unparalleled matching engine, to provide superior experiences for both business clients and temporary workers by applying data and automation to the traditional temporary staffing business. The Company aims to improve the speed and quality of matching, and increase retention of temporary workers and automate manual processes with the ultimate goal of becoming the leading, most innovative platform in the temporary staffing market.

One example of this is the collaboration with HR Technology's app-based e-staffing marketplace, Indeed Flex, to provide access to available jobs, salary choice and schedule flexibility.

In 2023 the Company believes the HR Matching market contracted to roughly 302 billion US dollars<sup>10</sup> as labor markets, including employer and job seeker activities, adjusted and normalized.

#### HR Matching addressable markets (estimated)

(In billions of US dollars )	2022 as of May 15, 2023	2023
Job Advertising and Talent Sourcing <sup>11, 12</sup>	32	31
Direct Hire <sup>13, 14</sup>	61	58
Retained Search <sup>13, 14</sup>	42	37
Temporary Staffing <sup>15, 16</sup>	128	116
Internal Recruitment Automation <sup>17, 18</sup>	64	60
<b>Total Addressable Market ("TAM")<sup>19</sup></b>	<b>327</b>	<b>302</b>

**Job Advertising and Talent Sourcing:** The global online job advertising and talent sourcing market is estimated by the Company to have been roughly 29 billion US dollars<sup>11</sup> in terms of annual revenue in 2023. The global offline job advertising market, which the Company estimates was roughly 2 billion US dollars<sup>12</sup> in terms of annual revenue, is expected to continue to contract as a portion of the total job advertising and talent sourcing market as demand in this market flows into online channels.

**Direct Hire:** The direct hire market, where companies are paid fees for placing permanent workers at employers, is estimated by the Company to have been roughly 58 billion US dollars<sup>14</sup> in terms of annual revenue globally in 2023 and has historically been dominated by traditional relationship-based business models.

**Retained Search:** The retained search market, where companies are paid to search for employees to fill specific roles, commonly executive roles, is estimated by the Company to have been roughly 37 billion US dollars<sup>14</sup> in terms of annual revenue globally in 2023 and is similarly dominated by traditional relationship-based models.

**Temporary Staffing:** The temporary staffing market, where companies are paid to find and employ, or facilitate employment of, workers for a temporary period, is estimated by the Company to have been roughly 546 billion US dollars<sup>16</sup> in annual revenue globally in 2023. The total gross profit for all staffing companies, which is calculated by subtracting the amount of salary for temporary staff and related costs from the total revenue, is estimated by the Company to have been roughly 104 billion US dollars<sup>16</sup> in 2023. Additionally, the Company's definition of this market includes the estimated annual revenue globally in 2023 for each of the Talent Platforms<sup>20</sup>, Staffing Platforms<sup>21</sup> and Vendor/Freelancer Management Systems ("VMS/FMS")<sup>22</sup> markets, and an estimated annual spending by employers on Managed Service Provider ("MSP")<sup>23</sup> and Recruitment Process Outsourcing ("RPO")<sup>24</sup> services that can be reasonably automated and monetized by third parties (including an estimated reduction from historical spending due to cost savings achieved through automation). Given the related nature of these markets and the frequency with which service providers offer some or all of these services, the Company believes that it is appropriate to combine these markets as part of the temporary staffing market. Including these new markets, the Company estimates that the temporary staffing market was roughly 116 billion US dollars globally in 2023. The Company sees near-term opportunities to introduce technology-driven solutions that create efficiencies by automating human-driven processes involved in traditional temporary staffing services and over the long-term seeks to transform the market through these solutions. The Company intends to explore the development of new and innovative solutions in temporary staffing and apply them to new and existing businesses to capture future opportunities by leveraging data and technology.

**Internal Recruitment Automation:** The potential internal recruitment automation market, which the Company has begun to address, is estimated by the Company to have been roughly 60 billion US dollars<sup>18</sup> in 2023. The size of this market is estimated based on the historical estimated spending by employers on internal talent acquisition resources, and then estimating how much of this spending can be reasonably automated and monetized by third parties (including an estimated reduction from historical spending due to cost savings achieved through automation). Additionally, in order to comprehensively capture the automation tools that are currently used by employers in the recruitment process, the Company's definition of this market includes the estimated annual revenue globally in 2023 for Applicant Tracking Systems ("ATS")<sup>25</sup> and an estimated annual internal spending by employees on Background Checks<sup>26</sup> that can be reasonably automated and monetized by third parties.

The **Direct Hire**, **Retained Search**, and **Internal Recruitment Automation** markets have historically been characterized as business processes and methods that are highly dependent on manual processes in order to source and screen candidates, schedule interviews, and disposition candidates. The Company is currently aiming to develop highly efficient solutions for recruiters, hiring managers, and business owners at lower prices compared to the industry average, using data and automation to make getting a job and hiring an employee simpler and faster. As a result, the Company aims to further grow the number of employers it serves and increase the share of employers' recruiting budgets that it can capture.

<sup>1</sup> The Company is aware there may be legal restrictions in this area and so will endeavor that the Company's work meets those requirements.

<sup>2</sup> Source: comScore, Total Visits, March 2024

<sup>3</sup> Daily average number of jobs searchable on Indeed, worldwide, CY 2023

<sup>4</sup> Cumulative number of company ratings, company reviews and salaries submitted on Indeed (approximately 4 billion ), worldwide,

as of March 31, 2024

- <sup>5</sup> Internal data, based on the last 12 months of activity as of March 2024
- <sup>6</sup> Internal data, an average of each month's total of distinct cookie IDs visiting Indeed's site between October 2023 - March 2024
- <sup>7</sup> Internal data based on Google Analytics, an average of each month's total of distinct cookie IDs visiting Glassdoor's site between October 2023 - March 2024
- <sup>8</sup> Internal data, cumulative number of verified job seeker accounts across HR Technology's sites through December 31, 2023. Job seeker accounts that have a unique, verified email address.
- <sup>9</sup> Hires per minute is a calculation of hired signals per year on Indeed and Glassdoor, divided by minutes per year. A hired signal refers to the event when a specific job seeker is hired for a specific job on a specific date. Hired signals are counted either when an employer or job seeker explicitly communicates a hire occurred (e.g., via survey or web form) or when there is other clear evidence from Indeed and Glassdoor data that a hire occurred (e.g., from a resume or an Indeed message) and may not represent all hires facilitated by Indeed and Glassdoor.
- <sup>10</sup> Sum of the estimated size of addressable markets for the job advertising & talent sourcing tools market, the direct hire market and the retained search market in terms of annual revenue, the estimated size of the addressable market for the internal recruitment automation market in terms of the amount of current expenses of employers for internal talent acquisition resources that could be reasonably automated and monetized plus the estimated size of the addressable market for the ATS market and the Background Checks market, and the addressable markets for the temporary staffing market in terms of annual gross profit plus the estimated size of the addressable markets for the Talent Platforms, Staffing Platforms, VMS/FMS, MSP, and RPO markets, in each case based on the Company's estimates and third party market data as described in the notes below.
- <sup>11</sup> Estimated size of the global online job advertising and talent sourcing tools market calculated by adding together the revenue of HR Technology in the relevant year, the Company's estimates for revenue of competing job advertising boards in the Company's target operating markets in the relevant year based on third party reports and internal research, and the Company's estimates for annual revenue of the talent solutions business of LinkedIn in the Company's target operating markets in the relevant year based on publicly available information, sell side analyst models, and internal research.
- <sup>12</sup> Estimated size of the global offline job advertising market derived based on the proportion of online to offline spending (excluding TV, cinema and radio advertising) in the overall advertising market in the relevant year based on third party reports and the estimated size of global online job advertising and talent sourcing tools market. The numbers in this chart are the sum of the global offline job advertising market and global online job advertising and talent sourcing tools market.
- <sup>13</sup> Source for 2022: SIA, Global Staffing Market Estimates and Forecast: November 2022 Update. Placement & Search market is derived by applying 15%, which was Placement & Search's share of 2022 Global Staffing Revenue to 688 billion US dollars, which was estimated 2022 Global Staffing Revenue, derived by applying the estimated 2022 11% growth rate to the estimated 2021 market of 620 billion US dollars. Direct Hire Market is defined as a segment of Placement & Search Market, which in turn is a segment of Global Staffing Industry Market. Direct Hire Market segment was derived by applying SIA's Global Staffing Industry Market figure to country-by-country ratios of the relative proportion attributable to this segment within the total market based on proprietary third party market data. Retained Search Market is defined as the portion of Placement & Search Market not attributable to the Direct Hire Market and derived as the difference between these two segments.
- <sup>14</sup> Source for 2023: SIA, Global Staffing Market Estimates and Forecast: November 2023 Update. Placement & Search market is derived by applying 15%, which was Placement & Search's share of 2023 Global Staffing Revenue to 640 billion US dollars, which was estimated 2023 Global Staffing Revenue, derived by applying the estimated 2023 -2% growth rate to the estimated 2022 market of 654 billion US dollars (estimate updated following the May 15th 2023 Earnings Release). Direct Hire Market is defined as a segment of Placement & Search Market, which in turn is a segment of Global Staffing Industry Market. Direct Hire Market segment was derived by applying SIA's Global Staffing Industry Market figure to country-by-country ratios of the relative proportion attributable to this segment within the total market based on proprietary third party market data. Retained Search Market is defined as the portion of Placement & Search Market not attributable to the Direct Hire Market and derived as the difference between these two segments.
- <sup>15</sup> Source for 2022: derived by applying a gross profit margin of 19.85%, which was calculated based on the weighted average of the top 3 publicly traded global staffing companies in terms of revenue in 2022, to 585 billion US dollars, which was the revenue of the temporary staffing market in 2022 from SIA, Global Staffing Market Estimates and Forecast: November 2022 Update by applying the estimated 2022 11% growth rate to the restated estimated 2021 market of 527 billion US dollars.
- <sup>16</sup> Source for 2023: derived by applying a gross profit margin of 19.30%, which was calculated based on the weighted average of the top 3 publicly traded global staffing companies in terms of revenue in 2023, to 544 billion US dollars, which was the revenue of the temporary staffing market in 2023 from SIA, Global Staffing Market Estimates and Forecast: November 2023 Update by applying the estimated -2% growth rate to the updated estimated 2022 market of 555 billion US dollars.
- <sup>17</sup> Source for 2022: SIA, The Evolution of Recruiting: 2023 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2023 Update. SIA's estimates are based on the assumption that 40% of historical spending on internal talent acquisition resources could be reasonably captured by current technology and that technology would result in 28% cost savings from historical spending. In the report, SIA notes given the challenges in making global estimates with incomplete information, and in estimating potential automation and savings, SIA advises readers to think of the estimated market size as a midpoint in a range with a 20% spread. This market estimate includes the addition of the ATS market and the Background Checks market.
- <sup>18</sup> Source for 2023: SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update. SIA's estimates are based on the assumption that 41% of historical spending on internal talent acquisition resources could be reasonably captured by current technology and that

technology would result in 37% cost savings from historical spending. In the report, SIA notes given the challenges in making global estimates with incomplete information, and in estimating potential automation and savings, SIA advises readers to think of the estimated market size as a midpoint in a range with a 20% spread. This market estimate includes the addition of the ATS market and the Background Checks market.

- <sup>19</sup> As described above, the estimates of the job advertising & talent sourcing tools market, the direct hire market, the retained search market, the internal recruitment automation market and the temporary staffing market are based on internal estimates and independent market research in addition to third party market data. Accordingly, the estimates described above may differ materially from the actual size of such markets.
- <sup>20</sup> The Talent Platforms market, where companies manage marketplaces that facilitate direct contingent work arrangements that enable a legal relationship between companies and workers, is estimated by the Company to have been roughly 2 billion US dollars in 2022 and 2023 in terms of annual revenue globally based on SIA, The Evolution of Recruiting: 2023 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2023 Update and SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update, respectively.
- <sup>21</sup> The Staffing Platforms market, where companies manage marketplaces that facilitate automated match of candidates with relevant temporary assignments, is estimated by the Company to have been roughly 4 billion US dollars in 2022 and 2023 in terms of annual revenue globally based on SIA, The Evolution of Recruiting: 2023 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2023 Update and SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (customer research commissioned by Indeed): January 2024 Update, respectively.
- <sup>22</sup> The Vendor/Freelancer Management Systems (“VMS/FMS”) market, where companies provide technology used to manage a company’s contingent workforce program, is estimated by the Company to have been roughly 3 billion US dollars in 2022 and 2023 in terms of annual revenue globally based on SIA, The Evolution of Recruiting: 2023 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2023 Update and SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (customer research commissioned by Indeed): January 2024 Update, respectively.
- <sup>23</sup> The Managed Service Provider (“MSP”) market, where companies provide services associated with management of all or part of a client’s contingent workforce program through the use of automation, is estimated by the Company to have been roughly 1 billion US dollars in 2022 and 2023 in terms of annual spending by employers that can be reasonably automated and monetized by third parties based on SIA, The Evolution of Recruiting: 2023 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2023 Update and SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (customer research commissioned by Indeed): January 2024 Update, respectively.
- <sup>24</sup> The automated Recruitment Process Outsourcing (“RPO”) market, where companies perform the partial or full internal recruitment function for a third party, from sourcing to onboarding through the use of automation, is estimated by the Company to have been roughly 3 billion US dollars in 2022 and 2023 in terms of annual spending by employers that can be reasonably automated and monetized by third parties based on SIA, The Evolution of Recruiting: 2023 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2023 Update and SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (customer research commissioned by Indeed): January 2024 Update, respectively.
- <sup>25</sup> The Applicant Tracking Systems (“ATS”) market, where companies provides software and other tools to facilitate the tracking of applicants through different stages of the recruitment process, is estimated by the Company to have been roughly 2 billion US dollars in terms of annual revenue globally in 2022 and 2023 based on SIA, The Evolution of Recruiting: 2023 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2023 Update and SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update, respectively.
- <sup>26</sup> The Background Checks market, where companies use digitized methods to verify and vet applicants’ background and credentials, is estimated by the Company to have been roughly 1 billion US dollars in terms of annual internal spending by employers that can be reasonably automated and monetized by third parties in 2022 and 2023 based on SIA, The Evolution of Recruiting: 2023 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2023 Update and SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update, respectively.

### **Help Businesses Work Smarter - Improve performance and productivity for business clients in Japan**

Help Businesses Work Smarter aims to contribute to improving productivity and profitability of the Company’s business clients in Japan, mainly led by Marketing Solutions in the Matching & Solutions SBU, which provides vertical matching platforms and associated vertical-specific business support SaaS solutions, as well as business support SaaS solutions called Air BusinessTools, which work across all

verticals.

The Help Businesses Work Smarter strategy will be achieved by consolidating business clients' operations within a single ecosystem, consisting of vertical matching platforms, SaaS solutions, and the HR matching services.

In building this ecosystem, the Company has established key performance indicators (KPIs) including "the number of actions by individual users<sup>1</sup>," "the number of registered SaaS accounts<sup>2</sup>," and "the gross payment volume, GPV<sup>3</sup>."

The number of actions by individual users in FY2023 was approximately 480 million, an increase of 23.2% year over year. Actions by individual users includes the number of online reservations made on the Company's salon, restaurant, and lodging matching platforms and the total number of applications to job postings in the Company's HR matching platforms. An increase in the number of actions in Marketing Solutions may translate into revenue growth for business clients, while in HR Solutions, it leads to an increase in matching opportunities between job seekers and business clients. By utilizing action data and matching technology, the Company aims to improve the convenience of its matching platforms and increase the number of actions across the entire Matching & Solutions SBU.

As of March 31, 2024 the number of registered SaaS accounts was approximately 3.74 million, an increase of 16.9% year over year. The availability of Air BusinessTools that are not restricted to any specific field, especially AirPAY, a cashless payment service, was a primary driver of the increase in the number of accounts. AirPAY extends the Company's services to new businesses outside its existing verticals, such as retailers. In addition, the number of new business clients who use AirWORK ATS, a recruitment management system increased.

The Company estimates that roughly 4.38 million<sup>4</sup> business locations and stores in Japan are potential users of Air BusinessTools. Assuming each business location uses multiple SaaS solutions, the Company believes there is still significant opportunity to expand. An increase in the number of registered accounts represents the expansion of its customer base. The Company expects the customer base of Air BusinessTools to continue to expand as business clients replace existing manual processes with SaaS solutions.

For FY2023, GPV reached approximately 1.8 trillion yen, an increase of 43.6% year over year. Apart from the increase in the number of AirPAY registered accounts, the growth in payment volumes is also due to the online payment service offered through AirPAY. The online payment service is now available for both Hot Pepper Beauty and Hot Pepper Gourmet, following its introduction on Jalan net. This service enables individual users to make online payments for their salon bookings and restaurant reservations, which enhances payment convenience for individual users, reduces lost revenue opportunities for business clients, and increases the amount of payment transaction volume flowing through the Company's ecosystem.

GPV is important for the future expansion of fintech services, which, when linked with Marketing Solutions, the Company believes will become a new potential source of revenue in the long term. Examples of fintech services include AirCASH, a service allowing business clients to receive cash in advance based on their future revenue and AirINVOICE, an invoice management service, allowing business clients to complete payments with smartphones.

By integrating vertical matching platforms in Marketing Solutions with Air BusinessTools SaaS solutions, the Company creates opportunities to engage with business clients across many business operation services. Additionally, incorporating HR matching services into the Company's offering will complete all business operations within its ecosystem, increasing the recurring use of its various products for business clients and ultimately resulting in greater lifetime value of both individual users and business clients.

- <sup>1</sup> The total of the number of applications on Rikunabi NEXT, TOWNWORK, and RECRUIT AGENT, the number of individual users who were referred to the Company's business clients at SUUMO Counter, the number of online reservation on Hot Pepper Beauty, the number of hotel bookings on Jalan, the number of seats reserved on Hot Pepper Gourmet, and the number of payments through AirPAY during the period from April 1, 2023 to March 31, 2024.
- <sup>2</sup> Cumulative number of registered accounts of paid and unpaid SaaS solutions provided by Matching & Solutions SBU in Japan as of March 31, 2024. Registered accounts refer to the number of stores and business locations that have registered for each relevant service including both active and non-active accounts.
- <sup>3</sup> Total gross payment volume of offline payments through AirPAY terminals, including QR code payments through AirPAY QR, and online payments through AirPAY ONLINE (Since the revenue generated from the payment processing fee we collect is based on a very small percentage of total gross payment volume, changes in total gross payment volume are not necessarily proportional to changes in its total revenue).
- <sup>4</sup> The number of individual users retroactively reflects changes in counting methods due to product renewals and other factors.
- <sup>5</sup> The Company estimated the number of business locations and stores that can be potential users of SaaS solutions provided by Matching & Solutions SBU as of March 31, 2024 in Japan by identifying the total number of business locations and stores of small and medium-sized enterprises in Japan (using the definition used by Small and Medium Enterprise Agency) based on the 2021 Economic Census for Business Activity conducted by the Ministry of Internal Affairs and Communications and the Ministry of Economy, Trade and Industry. Considering the solutions (including AirWORK ATS) provided by Matching & Solutions SBU in Japan as of March 31, 2024, the Company now believes it is possible to provide its SaaS solutions to all business locations and stores of small and medium-sized businesses regardless of the industry. Accordingly, the Company decided to count all such business locations and stores as potential users of its SaaS solutions. Matching & Solutions SBU continues to target potential users among small and medium-sized businesses as defined by Small and Medium Enterprise Agency based on the current major target for potential users of SaaS solutions.

### **Prosper Together - Seek sustainable growth shared by all stakeholders**

The Company believes that it can make a positive impact on society and the global environment through its corporate activities. And by doing so, the Company can prosper together with all of its stakeholders and take an essential step toward achieving sustainable growth. As the Company announced in May 2021, the environmental, social, and governance goals have become one of the strategic pillars of its corporate strategy. The progress the Company has made toward these goals is outlined below.

#### **Environmental (E)**

The Company anticipates achieving its short-term goal of reaching carbon neutrality throughout its business activities in FY2023, as it did in the past two fiscal years.<sup>2,3</sup> The Company's long-term goal is to achieve carbon neutrality across its entire value chain by FY2030.<sup>2</sup> In order to accelerate its efforts toward this long-term goal, the Company sets a three-year reduction target.<sup>4</sup> One particular focus was to substantially reduce Scope 3 emissions,<sup>2,3</sup> which account for more than 95%<sup>5</sup> of the Company's greenhouse gas (GHG) emissions. To achieve this, the Company continues working with the partners in its value chain to refine the measurement of GHG emissions and discussing reduction plans.

In recognition of the Company's environmental actions, the Company was selected as a 2023 "A" list company for its leadership in performance on climate change and corporate disclosure transparency by the international nonprofit organization CDP.<sup>6</sup>

#### **Social (S)**

As a leader in the global two-sided talent marketplace, the Company has made two commitments to create a significant social impact, centered around its business in the area of work. Work is an indispensable foundation for people's lives, and therefore, the Company is dedicated to expanding employment opportunities for all and reducing the time to get hired.

In order to achieve the long-term goal of reducing the time it takes to get hired by half by FY2030, the Company accelerated its efforts by focusing on employers' "time to hire."<sup>7</sup> Time to hire can be measured at each step of the hiring process, up to and including the hire, by using Indeed data.

Currently, it takes an average of 55 days<sup>8</sup> to make the first hire for a job posted on the Indeed platform. An employer's hiring process includes posting a job, receiving applications from job seekers, reviewing resumes and conducting interviews. The Company uses Indeed data to understand this hiring journey and solve challenges throughout the process through product capabilities on its platform; thereby reducing time

to hire.

For example, to reduce the time it takes for a candidate who is ultimately hired to find the right job for them, it is important to improve the matching between jobs and suitable candidates, and to facilitate faster connections between them through automation where possible. Indeed's product feature called "Matched Candidates"<sup>9</sup> uses Indeed's matching AI to provide a list of qualified candidates by combining data found in resumes and the details provided in the job posting. It also allows employers to invite matched candidates to apply for a job, without having to wait for job seekers to act. As a result, out of the job seekers who responded to the invitations, more than half did so in less than 5 hours.<sup>10</sup> Based on this success, since April 2024, the Matched Candidates feature became available to a wider base of business clients by being included in subscriptions of Smart Sourcing, a product enabling faster matching and a cohesive hiring experience.

The Company will continue to reduce the time it takes to get hired by evolving its products with responsible use of technology to improve the matching of job seekers and employers, by simplifying hiring through friction reduction at every step of the job search process and through automation.

All too often, traditional hiring practices have the unfortunate potential to reinforce systemic labor market biases and barriers that cannot be solved by speed and matching improvements alone. Therefore, the Company sets a goal of helping 30 million job seekers facing barriers get hired by FY2030. The Company has been working to break down five common barriers that affect job seekers globally, such as education, disabilities, and criminal records.<sup>11</sup>

In FY2023, the Company decided to add refugee backgrounds to its list of barriers, as geopolitical tensions have increased and a growing number of individuals have been forced to leave their homelands. Indeed provided resources and held job fairs for job seekers with refugee backgrounds<sup>12</sup> in collaboration with international humanitarian aid organizations such as UNHCR<sup>13</sup> and TENT.<sup>14</sup> Some of its group companies in the Staffing business approached their corporate clients to bring on refugees and provided interpretation for interviews and translation tools to support refugee job seekers and workers.

Through these efforts, the Company is proud to have been able to help a total of approximately 6.9 million job seekers facing barriers get hired.<sup>15</sup> The Company will continue to work on reducing biases and barriers in the job market by promoting inclusive and skills-first hiring.<sup>16</sup>

The diversity of Recruit Group's employees has been the source of its value creation from the very beginning. Betting on the passion and ideas of employees has long been the Company's competitive advantage. Therefore, the Company is working to achieve approximately 50% women's representation in senior executive positions, managerial positions, and total employees within the Company by FY2030.<sup>17</sup> To accelerate the efforts, the Company has also set a three-year target.<sup>18</sup> It is working to expand the pool of management candidates by providing employees opportunities to expand their capacity and skills.

Recruit Co., Ltd, primarily operating in Japan where the gender gap is notably wide, is actively addressing this issue by implementing training programs tailored for women employees and managers.<sup>19</sup> Recruit also introduced a program that incorporates coaching methods. In this program, managers and inhouse coaches collaborate to support career building of employees, including women, by enhancing each employee's intrinsic motivation.

### **Governance (G)**

Diversity in the boardroom is also critical for high-quality decision-making, transparency, and soundness in a company's governance structure. Recruit Holdings continues to enhance the diversity of skills, experience, and backgrounds of the board members.

In particular, the Company commits to achieve approximately 50% women's representation among the members of the Board of Directors and Audit and Supervisory Board by FY2030.<sup>20</sup> To achieve the goal, the Company continues to consider candidates for the Board of Directors based on the skills and backgrounds needed to realize its medium- and long-term strategies.

The Board of Directors has set mid-term targets over a three-year period for both GHG emissions reduction and gender parity, and Recruit Holdings has linked the achievement of these targets to a percentage of the long-term incentive compensation<sup>21</sup> for the executive directors and senior vice



presidents in charge of driving and realizing the commitment.

- <sup>1</sup> In this document, the term “FY” refers to Recruit Holdings’ Fiscal Year. “FY” refers to the 12-month period commencing April 1 of the year indicated, ending on March 31 of the following year.
- <sup>2</sup> GHG emissions throughout the Company’s business activities are the sum of direct emissions from the use of fuels in owned or controlled sources and are referred to as Scope 1. Indirect emissions from the use of purchased electricity, heat, or steam in owned or controlled sources are referred to as Scope 2 GHG emissions from the value chain are referred to as Scope 3, and comprise indirect emissions other than Scopes 1 and 2. The entire value chain represents the sum of Scopes 1, 2 and 3 GHG emissions. The Company aims to achieve carbon neutrality upon completion of the following steps: measurement of GHG emissions, obtaining an accredited third-party assurance on the amount of GHG emissions, and offsetting of those emissions..
- <sup>3</sup> All GHG emission figures are approximate numbers calculated based on the GHG Protocol. Additionally, independent third-party assurances have been obtained from SOCOTEC Certification Japan for GHG emissions.
- <sup>4</sup> The GHG emission reduction target is based on the results from FY2022 to FY2024.
- <sup>5</sup> Based on the emissions of FY2022.
- <sup>6</sup> CDP is a charity-controlled non-governmental organization (NGO) established in 2000. It owns one of the world’s largest environmental databases, working with large global financial institutions to disclose the environmental impact of companies in the areas of climate change, forests and water security. In 2023, more than 400 companies were selected for the A-List out of approximately 23,000 companies that responded to environmental disclosure in the climate change sector. Of these, 111 were Japanese companies, including Recruit Holdings.
- <sup>7</sup> An employer metric defined as the days elapsed between when a job is created on Indeed and when the first hire is reported for that job. There is no change in the Company’s goal of “reducing the time it takes to get hired by half” by FY2030. The Company decided to accelerate its product advancement by identifying challenges in the process of hiring by using employer action data “Time to Hire” which can be measured on Indeed.
- <sup>8</sup> 55 days is the mean time to hire (starts from a job creation and ends with the first hire) for measured hires on Indeed in December 2023. The calculation excludes a small portion of hires (approximately 1% of the all measured data) with durations greater than 720 days, which are a result of data collection anomalies, rather than true time to hire durations.
- <sup>9</sup> The Matched Candidates feature automates sourcing. In FY2023, Matched Candidates was available to employers who sponsored a job; in FY2024, Matched Candidates will be part of the integrated Smart Sourcing product. In FY2023, Matched Candidates was available in the U.S., the U.K., and Canada (English only).
- <sup>10</sup> Data from April 2023 - March 2024, based on data from U.S., U.K., and Canada (English only) where Matched Candidates was available.
- <sup>11</sup> In the United States, approximately 79 million people out of 330 million US population have a criminal record of some sort (source: Prison Policy Initiative, 2024), and the jobless rate of job seekers with a criminal record is approximately five times higher than the U.S. average (source: Prison Policy Initiative, 2022).
- <sup>12</sup> Refugee definition from the UNHCR: individuals who fled their own country to escape conflict, violence, or persecution and have sought safety in another country.
- <sup>13</sup> UNHCR stands for United Nations High Commissioner for Refugees.
- <sup>14</sup> TENT or Tent Partnership for Refugees is a nonprofit aiming to mobilize the business community to improve the lives and livelihoods of refugees all over the world.
- <sup>15</sup> Represents number of hires made on Indeed reported from both job seeker and employer sources through the Hired Signal measurement, from May 1, 2021 - March 31, 2024 globally for job seekers who faced at least one of the following common job market barriers: education, criminal record, military experience, disability or lack of work essentials such as a computer or internet access. Job seekers with refugee backgrounds will be included in the count from FY2024.
- <sup>16</sup> A method of selecting job candidates based on their skillset at an early stage of the hiring process. Unlike the traditional selection method, which first ‘screens out’ candidates based on their academic background, skills-first hiring ‘screens in’ candidates first by evaluating their skills. The aim is to allow employers to hire people with the right skills and abilities to perform their jobs, all in a shorter period of time.
- <sup>17</sup> Senior executive positions are defined as Senior Vice Presidents and Corporate Professional Officers of Recruit Holdings and Matching & Solutions Strategic Business Unit (SBU), and CEOs of the Company’s major subsidiaries and heads of key functions in the HR Technology and Staffing SBUs. The respective percentages of women in managerial positions and total employees are calculated from Recruit Holdings, SBU Headquarters and the primary operating companies of each SBU. Managerial positions mean those that have subordinate employees.
- <sup>18</sup> The women’s representation target for employees is based on the results from April 1, 2022 to April 1, 2025.
- <sup>19</sup> This includes training programs such as “Career Cafe 28,” which is offered to women employees around the age of 28 as a place to learn to identify their strengths and build their careers ahead of time, “Career Cafe Next Step,” which also supports women employees in their 30s in demonstrating career ownership, and “Career Cafe for BOSS,” which is for managers to learn about managing diverse talents.
- <sup>20</sup> The Board of Directors members are defined as Directors and Audit and Supervisory Board members.
- <sup>21</sup> Compensation based on ESG target achievements is set as a part of board incentive plan (BIP) trust (stock) compensation. Eligibility to receive this compensation and the payout amount will depend on whether or not the three-year target is achieved.

### ***Capital Allocation Policy***

The Company's capital allocation policy has the following priorities:

- Investment in product development and marketing expense for existing businesses for future growth
- Continuous payment of stable per-share dividends
- Strategic M&A mainly focused on HR Technology in the HR Matching Market
- Share repurchases, depending on the capital markets environment and the outlook of the Company's financial position

The Company focuses on achieving capital efficiency by focusing on ROE and applying a hurdle rate exceeding the cost of capital when evaluating each investment opportunity. ROE in FY2023 was 19.5%.

## Leadership

### Directors and Audit and Supervisory Board Members (as of March 31, 2024)

Unless otherwise stated, position refers to Recruit Holdings Co., Ltd.

Board Position	Name	Responsibilities at the Company and significant concurrent positions as of March 31, 2024
Representative Director and Chairperson	Masumi Minegishi	Chairperson; Vice Chairman of KEIZAI DOYUKAI (Japan Association of Corporate Executives); Outside Director of Konica Minolta, Inc.; Independent Outside Director of ANA HOLDINGS INC.
Representative Director and President	Hisayuki Idekoba	CEO; Corporate Planning Division and HR Technology Business; Director of Indeed, Inc.; CEO and Director of RGF OHR USA, INC.; Director of Recruit Co., Ltd.; Chairman and Director of RGF Staffing B.V.
Director	Ayano Senaha	COO; Human Resources and General Affairs Division; Finance Division; Risk Management Division; Group Governance and Sustainability Transformation in the Corporate Planning Division; Director of Indeed, Inc.; Director of RGF OHR USA, INC.; Director of RGF Staffing B.V.; Member of the Board of Directors of Georg Fischer Ltd.
Director	Rony Kahan	Chairman of the Board and Director of Indeed, Inc.; Chairman of the Board and Director of RGF OHR USA, INC.
Independent Director	Naoki Izumiya	Honorary Advisor of Asahi Group Holdings, Ltd.; Independent Director of Obayashi Corporation
Independent Director	Hiroki Totoki	Director, President, COO and CFO, Representative Corporate Executive Officer of Sony Group Corporation
Independent Director	Keiko Honda	Adjunct Professor and Adjunct Senior Research Scholar at Columbia University School of International and Public Affairs; Independent Director of AGC Inc.; Outside Director of Mitsubishi UFJ Financial Group, Inc.
Independent Director	Katrina Lake	Executive Chairperson of the Board, Stitch Fix, Inc.
Standing Audit and Supervisory Board Member	Yukiko Nagashima (Name in the family register: Yukiko Watanabe)	Outside Director of Japan Tobacco Inc.; Outside Audit & Supervisory Board Member of Sumitomo Corporation
Standing Audit and Supervisory Board Member	Takashi Nishimura	
Independent Audit and Supervisory Board Member	Yoichiro Ogawa	Chief of Yoichiro Ogawa CPA Office; Outside Director of Honda Motor Co., Ltd.
Independent Audit and Supervisory Board Member	Katsuya Natori	Managing Partner of ITN Partners; Supervisory Director of Global One Real Estate Investment Corp.; Outside Audit & Supervisory Board Member of circlace

Inc.;  
Outside Director of TOKYO ROPE MFG. CO., LTD.;;  
Outside Director of TOYO CONSTRUCTION CO., LTD.

- \* Audit and Supervisory Board member Yoichiro Ogawa has extensive knowledge of finance and accounting based on his experience as CEO of Deloitte Tohmatsu Group, as well as Representative of the Asia-Pacific Region at Deloitte Touche Tohmatsu Limited.
- \* The Company has entered into an agreement with each of the non-Executive Directors, and with Audit and Supervisory Board members, to limit their liability under Article 423, Paragraph 1 of the Companies Act of Japan. The maximum amount of liability for damages covered in the agreement is the minimum amount required under applicable laws and regulations. The limitation of liability, however, applies only when the respective personnel has performed their duties in good faith and are not deemed grossly negligent.
- \* Since the Company is promoting global business development, it has entered into a directors and officers liability insurance contract principally to hire and retain outstanding executives globally, who have the knowledge, experience and professional relationships on a high level, and to enable them to execute their duties without fear of failure.

Directors, Audit and Supervisory Board members, and Senior Vice Presidents (including their inheritors) and employees of the Company including its subsidiaries (excluding those whose total assets are more than 25% of the consolidated assets of the Company, or whose securities are publicly traded on any exchanges in the U.S.), among others, are named as the insured of the contract.

The Company pays all of the insurance premiums. The insurance contract covers any losses, legal defense costs, etc. caused by the insured persons' execution of their duties, and which are claimed for during the term of insurance. However, the contract does not cover any losses caused by dishonest or improper conduct such as willful breach of duty or criminal acts.

## Compensation

### Compensation Policies for FY2023

#### Basic Compensation Policies

The compensation for Directors, Audit and Supervisory Board members and Senior Vice Presidents is determined in accordance with the following policies:

- Set Compensation levels that will be attractive to outstanding management talent globally.
- Make Compensation plans highly performance-based.
- Connect Compensation to mid- to long-term enterprise value.
- Make The Compensation decision process highly objective and transparent.

#### Compensation Levels

Compensation levels are set at a commensurate rate with peer companies, both in Japan and overseas, which are similar in both business and scale.

To set the individual compensation levels for each executive of the Company, we use data from outside database services, etc. regarding compensation levels for equivalent posts at benchmark companies.

We also take into consideration factors relating to each individual such as what the Company expects from each individual to set the most appropriate compensation levels.

This method for determining the compensation level is not only used for the executives of the Company, but is also used to determine the appropriate compensation level for those who occupy important posts in each SBU.

#### Compensation Elements

The Company's compensation for executives is composed of "Base Salary (Cash)," "Annual Incentive (Cash)," "BIP Trust Long-term Incentive (Equity)," and "Stock Option Long-term Incentive (Equity)." The goals of each type of compensation and the method for payout are explained below.

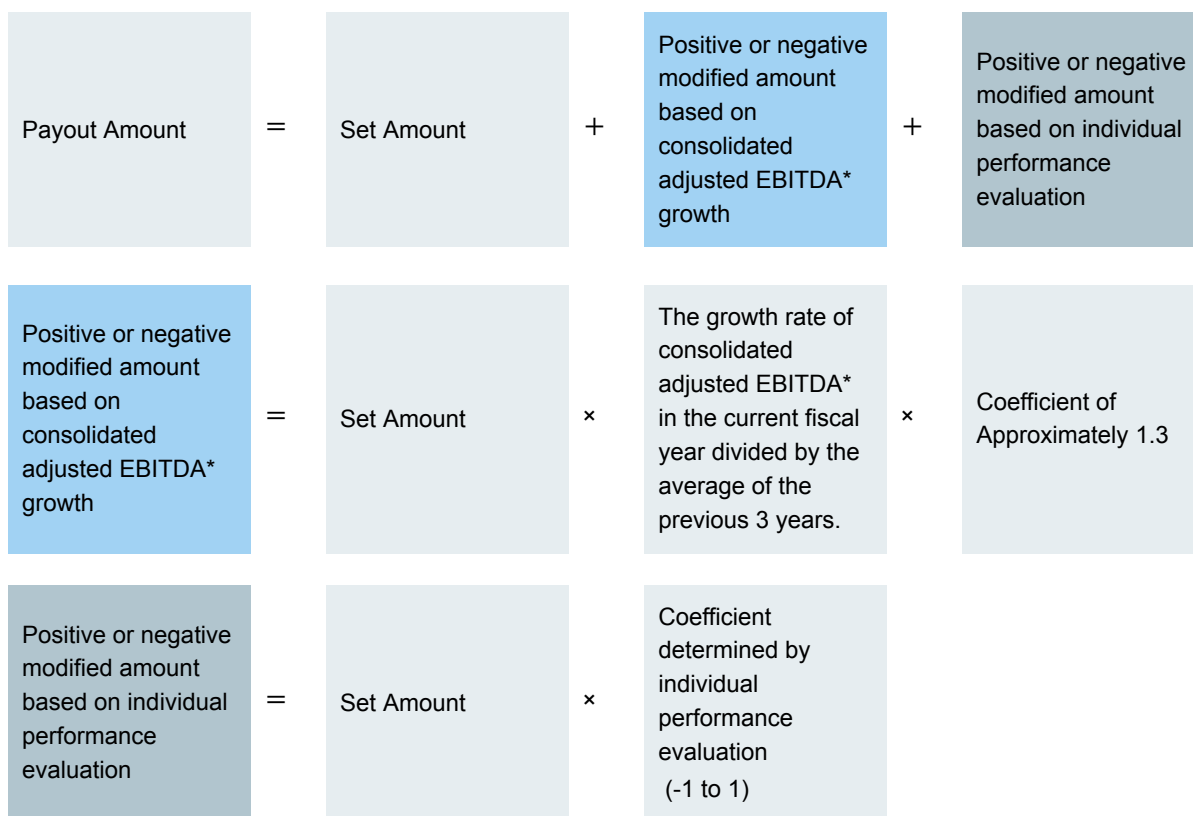
##### ***Base Salary (Cash)***

This element is aimed at securing excellent management personnel and encouraging sound job performance. The amount is set according to the individual role of each executive and is paid in monthly installments.

##### ***Annual Incentive (Cash)***

This element is meant to motivate executives to achieve their annual goals. The actual payout amount, based on a set amount according to each role, is linked to the growth rate of adjusted EBITDA, a key management performance indicator of the Company, and each individual's performance evaluation, the calculation of which is outlined below.

The payment method is payment of the set amount each month in the current fiscal year, and then payment of the additional amount in the following fiscal year, or collection of the modified amount from the executive, in the case of a negative modified amount, monthly, over the following fiscal year. The calculation for the payout of annual incentives is as expressed below.



\* The definition of adjusted EBITDA used to calculate the annual incentive payout amount for the evaluation period for FY2023 is as follows:

- Adjusted EBITDA = Operating income + depreciation and amortization (excluding depreciation of right-of-use assets) + share-based payment expenses ± other operating income/expenses

Furthermore, if the forecasted adjusted EBITDA is lower than the average of the previous 3 years, the Company may choose to determine the amount paid in the current fiscal year by deducting the anticipated negative modified amount from the set amount.

Regarding the individual performance evaluations, before the beginning of each fiscal year, the Compensation Committee sets the expected responsibilities of each role, and then the Compensation Committee reviews and evaluates performance at the end of the fiscal year.

In order to realize the Company's business strategy to "Prosper Together- Seek sustainable growth shared by all stakeholders," the Board of Directors of the Company has resolved to make a commitment to sustainability, and announced group-wide Sustainability targets in May 2021. In keeping with this commitment, we have decided to include initiatives for important Sustainability themes in the annual evaluation of each Senior Vice President, including Executive Directors, that will subsequently be reflected in their compensation.

### **Long-term Incentive: BIP Trust (Equity)**

This element is intended to motivate executives to improve the Company's enterprise value over the mid- to long-term. By giving executives the right to receive shares in the future, we encourage them to contribute to sustainably increasing enterprise value. The amount of shares of the Company equivalent to the set amount, according to the role of each individual executive, will be acquired and stored in a trust account to be delivered, in principle, upon retirement.

From FY2022, in order to encourage swift action toward realizing the Company's business strategy to "Prosper Together- Seek sustainable growth shared by all stakeholders," we decided to link part of the BIP Trust compensation for Executive Directors to the Sustainability goals. In FY2022, regarding the

three goals of Reduction of Greenhouse Gas Emissions as a measure against climate change, Ratio of Female Employees, and Ratio of Female Members of the Board of Directors for which goals are set for FY2030, we set multiple quantitative target values as mid-term targets for the three years leading up to FY2024 linking it to part of the BIP Trust. In FY2023, approximately 15% of BIP Trust awards for Executive Directors will be linked to the achievement of these target values. If a target value is not achieved, then the shares attributed to such a target value will not be vested to Executive Directors. These target values are based on deliberation by the Sustainability Committee, which includes outside experts, and then are approved by the Board of Directors.

#### ***Long-term Incentive: Stock Options (Equity)***

This element is intended to motivate executives to increase the Company's enterprise value over the mid- to long-term. By giving executives the right to earn value from their awards only when the stock price rises, we encourage them to contribute to enhance both shareholder value and enterprise value.

By allocating the amount of stock options equivalent to the set amount according to the roles of each individual executive, and allowing them to exercise the stock options after a certain period set by the Board of Directors, the recipient, by exercising the shares, may acquire the shares at the value of the allotment date closing stock price.

The stock options may be exercised within the period that commences one year from the start date of the fiscal year in which the allotment date of the stock acquisition rights occurs and ends within 10 years from the allotment date. In principle, all stock options will be exercisable after three years or more have passed from the start date of the fiscal year in which the allotment date occurs.

The Presidents/CEOs of each SBU headquarters serve as Senior Vice Presidents of the Company. By applying the above compensation design and setting mid- to long-term incentives (equity) as a large proportion of their total compensation, the Company aims to motivate them to improve business performance and increase enterprise value with a long-term perspective.

In order to encourage swift action at the front lines of the business geared toward realizing the Company's business strategy to "Prosper Together- Seek sustainable growth shared by all stakeholders," the CEOs of each SBU headquarters will also have a portion of their BIP Trust compensation linked to Sustainability goals.

For the purpose of attracting and retaining outstanding management talent globally, and in cases where personnel were recruited based on standards of markets with significantly different hiring practices and laws and regulations from those of Japan, the Company may adopt a compensation design or policy differing from the one described above.

However, only if the Compensation Committee, which is chaired by an independent Director and has a majority of independent members, determines that this exception is necessary will a differing compensation design or policy be adopted.

In such a case, with regards to the BIP Trust, the vesting of shares may occur during the recipient's tenure in office, however, with regards to the vesting timing, when the vesting of shares occurs in a single installment, the timing of vesting of shares will not occur until at least two years or more have passed from the start date of the fiscal year in which the recipient is eligible to receive grants.

When the vesting of shares occurs in multiple installments, the period of the vesting of shares will not begin until at least one year or more has passed from the start date of the fiscal year in which the recipient is eligible to receive grants, and in such a case, the average length of the period required for the vesting to be completed shall be two years or more\*.

\* For example, the following schemes may be used to meet this requirement:

- Of the shares to be granted, one-third will be vested after one year, one-third after two years, and one-third after three years (in this case the average length of the period is two years); and

- Of the shares to be granted, one-quarter will be vested after one year, one-quarter after two years, one-quarter after three years, and one-quarter after four years (in this case the average length of the period is 2.5 years).

### Ratio of Compensation Elements for FY2023

For FY2023, the following ratios of compensation elements were paid to Directors and Audit and Supervisory Board members.

In the case of Directors, excluding independent Directors, the achievement percentage of set targets will be reflected in their compensation relative to a set amount which is determined using benchmark data from outside database services, etc. Their incentive ratio, especially for long-term incentives, increases in line with an increasing role and responsibility.

Compensation for independent Directors and Audit and Supervisory Board members consists of base salary only, not tied to performance, considering the importance of their role of oversight from an independent and objective standpoint.

The below compensation elements ratios are planned for FY2023:

	Base Salary (Cash)	Annual Incentive (Cash)	Long-term Incentive (Equity)	
			BIP Trust	Stock Options
Directors, excluding independent Directors <sup>2</sup>	15%	15%	48%	22%
Independent Directors	100%	-	-	-
Audit and Supervisory Board members	100%	-	-	-



<sup>1</sup> The ratio of compensation elements above is based on a model with a target achievement rate of 100%.

<sup>2</sup> The percentage to be paid to Directors excluding independent Directors is shown as the average for the four applicable Directors.

### Governance

The Company has established a Compensation Committee as an advisory body to the Board of Directors. The Compensation Committee is chaired by an independent Director and has a majority of independent members. This committee is established for the purpose of enhancing objectivity and transparency of compensation for Directors and Senior Vice Presidents.

The compensation amount for each Director is determined by the Board of Directors, taking into account reports by the Compensation Committee. The compensation for each Audit and Supervisory Board member is determined by the Audit and Supervisory Board based on consultation among its members.



The Company appoints external compensation consultants to provide objective viewpoints and expertise in compensation practices. With their support, the Company reviews its compensation levels and compensation elements in light of external data, the economic environment, industry trends, the state of business management, and other factors.

In addition, the Company has clawback clauses that limit, or claim the return of part or all of, long-term incentive compensation if there is any malfeasance, misconduct, or any other serious violation of duties or internal rules during the term of office of a Director and Senior Vice Presidents.

The amount of individual compensation for Directors and Audit and Supervisory Board members are determined within compensation ranges approved at the Annual Meeting of Shareholders. Dates and details of resolutions are as follows.

### Compensation for Directors

Types of compensation		Resolution date	Applicable recipients	Total amount and shares	Number of applicable recipients at the time of the resolution
Base Salary Annual Incentive		June 26, 2023	Directors	Total annual amount not to exceed 1.6 billion yen (of which annual total for independent Directors not to exceed 300 million yen)	8 Directors, including 4 independent Directors
Long-term Incentive	BIP Trust	June 17, 2021	Directors, excluding independent Directors	Total annual amount not to exceed 2.0 billion yen Not to exceed 700,000 shares annually	4 Directors, excluding independent Directors
	Stock Options	June 17, 2021	Directors, excluding independent Directors	Total annual amount not to exceed 1.4 billion yen Annual number of stock options not to exceed 18,000*	4 Directors, excluding independent Directors

\* The target number of shares per one stock option is 100 shares.

### Compensation for Audit and Supervisory Board Members

Types of compensation		Resolution date	Applicable recipients	Total amount and shares	Number of applicable recipients at the time of the resolution
Base salary		June 20, 2017	Audit and Supervisory Board members	Total monthly amount not to exceed 10 million yen	4 Audit and Supervisory Board members

### Compensation Setting Process

Individual compensation amounts for each Director are determined by the Board of Directors taking into account the reports by the Compensation Committee. The compensation amount for each Audit and Supervisory Board member is determined by the Audit and Supervisory Board based on consultation among its members. The amount of individual compensation for Directors and Audit and Supervisory Board members are determined within compensation ranges approved at the Annual Meeting of Shareholders.

The Board of Directors also decides the policy for deciding the compensation of Directors and Senior Vice Presidents, and the details of the compensation structure based on discussions surrounding the calculation logic and exact calculated compensation range, in the Compensation Committee.

Individual compensation amounts for Directors other than the Representative Directors, are approved by the President, CEO who also serves as a Representative Director (Hisayuki Idekoba for FY2023) to ensure efficient Board management. The authority to approve this decision is delegated to the Representative Director, President and CEO following a resolution by the Board of Directors on the condition that the decision is made with respect to the results of the deliberation by the Compensation Committee.

## Results for Compensation

### Total Compensation Amount in FY2023

(In millions of yen, unless otherwise stated)

Executive level	Total compensation	Amount of compensation by type				Allowance for retirement benefits, etc.	Number of applicable recipients
		Cash compensation		Equity compensation			
		Base salary	Annual incentive	Long-term incentive			
				BIP Trust	Stock options		
Directors, excluding independent Directors	1,765	167	249	787	561	-	4
Independent Directors	123	123	-	-	-	-	4
Audit and Supervisory Board members, excluding independent members	82	82	-	-	-	-	2
Independent Audit and Supervisory Board members	32	32	-	-	-	-	2

\* The amounts shown above are calculated based on IFRS.

### Employees with Director Level Secondments

There are currently no employees with Director level secondments.

### Targets for Compensation Paid in FY2023

The target and result of the performance indicator related to annual cash incentives paid in FY2023 are as follows:

(In billions of yen, unless otherwise stated)

	Performance indicators	Target	Actual
Annual Incentive <sup>1</sup>	Adjusted EBITDA for FY2022	361.8 <sup>2</sup>	545.0

<sup>1</sup> In addition to the above, individual performance evaluations are reflected in annual incentives.

<sup>2</sup> For the annual incentive, since this award is linked to the adjusted EBITDA growth compared to the average adjusted EBITDA of the previous 3 years, this target value represents the average adjusted EBITDA from FY2019 to FY2021.

### **Actions of the Board of Directors and Committees in FY2023**

The Compensation Committee met two times in FY2023, and all members of the Committee were in attendance. Please refer to “Advisory Bodies to the Board of Directors: Nomination Committee and Compensation Committee” in the “Corporate Governance Overview” section in this document for further details on the matters deliberated. Of the Board of Directors meetings held in the current fiscal year, discussions were held two times on matters related to executive compensation.

When deciding the details of compensation for Directors, the Compensation Committee conducts a multifaceted examination of the proposal and reports to the Board of Directors. As the report is done in a manner that is consistent with our decision-making policy, the Board of Directors will adopt the proposal in keeping with the results of the report. We judge this process to be in keeping with our decision-making policy.

# Corporate Governance

## Corporate Governance Overview

### Basic Policy on Corporate Governance

Guided by Recruit Group Management Philosophy, the Board of Directors prioritizes corporate governance policies and practices that are designed to achieve long-term growth, increased corporate and shareholder value, and benefits for all of our stakeholders. Our stakeholders include employees, individual users and business clients, as well as our shareholders, business partners, non-profit organizations (NPOs) and non-governmental organizations (NGOs), national and other governments, and local communities.

In order to further enhance corporate value in the future, the Company believes it is important to prosper together with all stakeholders through all corporate activities with a sound governance foundation. Therefore, the Company has redefined its commitment to sustainability as well as setting ESG targets, and defines corporate governance as one of our material foundations for our corporate activities, and prioritizes related initiatives.

### Corporate Governance Overview

The Company's corporate governance structure is a "Company with an Audit and Supervisory Board" as defined under the Companies Act of Japan. In this structure, Audit and Supervisory Board members appointed by shareholders conduct audits of the execution of the duties by Directors as an independent body from the Board of Directors. This is the foundation for the Company's efforts to ensure and improve transparency, soundness, and efficiency of management.

Under this structure, the Company has appointed multiple independent Directors and independent Audit and Supervisory Board members who are highly independent. The Company also has voluntarily established committees to serve as advisory bodies to the Board of Directors, including the Nomination, Compensation, Compliance, Risk Management, and Sustainability Committees. To enhance independence, the Nomination Committee and Compensation Committee are all chaired by Independent Directors and have a majority of independent members.

Annually, the Board of Directors analyzes and assesses its own effectiveness, confirms whether deliberations are conducted properly from the perspective of various stakeholders, and carries out initiatives for improvement.

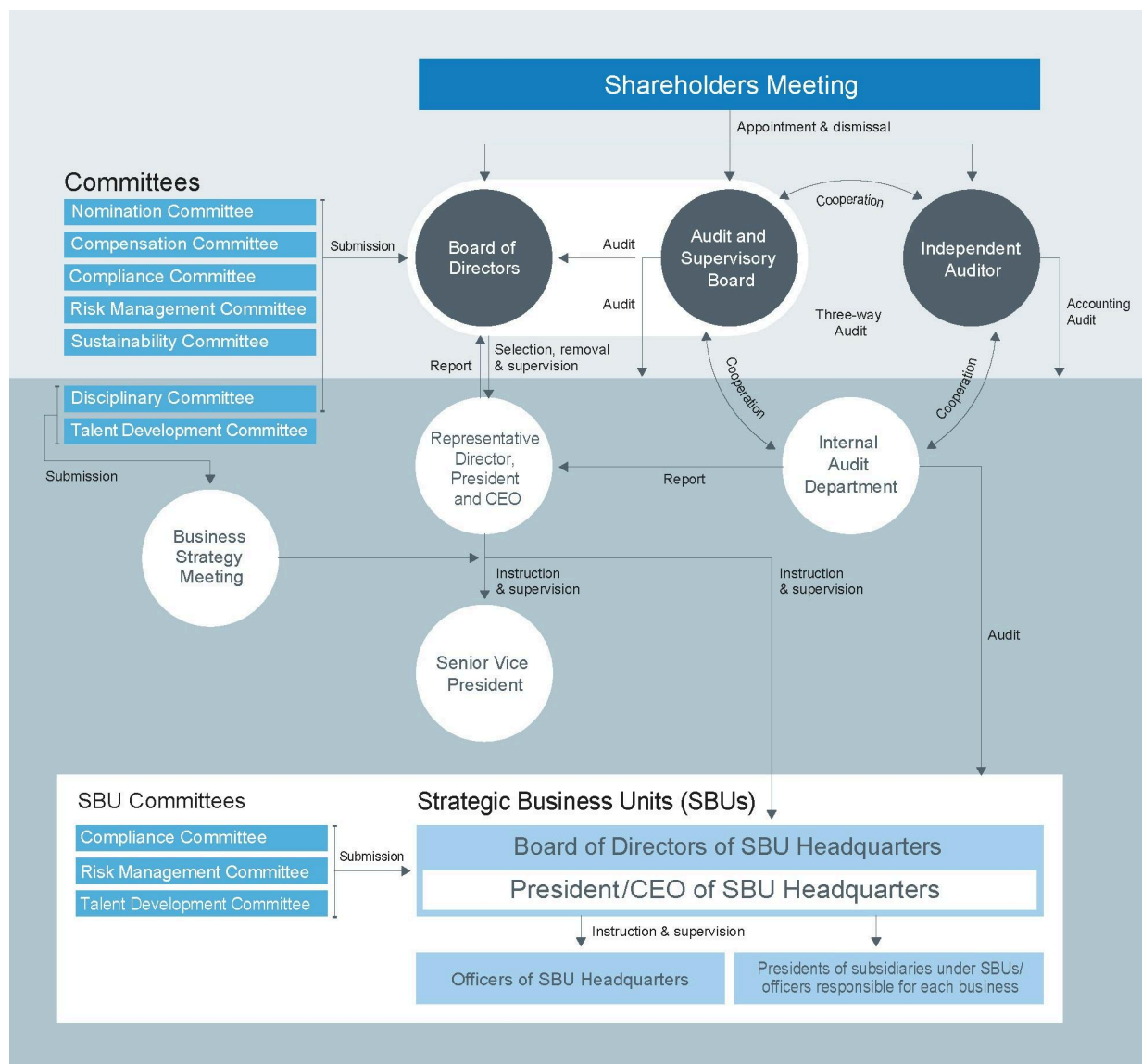
Furthermore, the Company has appointed Senior Vice Presidents, and established the Business Strategy Meeting to serve as an advisory body to the CEO, in order to enhance the Company's decision-making process and execution. The Business Strategy Meeting discusses important matters for the Company and the CEO approves the execution of such matters.

The Company has organized management units called Strategic Business Units ("SBU"). Each SBU has established a managing company, or SBU Headquarters, which manages the subsidiaries of each SBU.

After deciding basic management policies and important matters, and clarifying the scope of responsibilities, the Board of Directors delegates certain decision-making authority to the Business Strategy Meeting, SBU Headquarters, and other relevant bodies.

Through this arrangement, the Company aims to ensure that our corporate governance mechanisms are functioning sufficiently, both in terms of timely decision-making and effective internal control.

## Corporate Governance Structure



The following are the SBU Headquarters:

- HR Technology SBU : RGF OHR USA, INC.
- Matching & Solutions SBU : Recruit Co., Ltd.
- Staffing SBU : RGF Staffing B.V.

Important decisions for the SBUs are made by the Board of Directors of each SBU Headquarters. The majority of the Board of Directors of each SBU Headquarters comprises non-Executive Directors who are appointed by the Holding Company. President/CEO of SBU Headquarters concurrently serve as Senior Vice Presidents of the Holding Company.

## Board of Directors

### ***Role of the Board of Directors***

The Board of Directors seeks to increase enterprise and shareholder value in the mid-to long-term. The responsibilities of the Board of Directors include:

- Setting basic management policies to achieve the Company's strategic objectives
- Conducting oversight of operations and management
- Making decisions that could have a major impact on the Company
- Resolving matters required to be resolved by the Board of Directors as stipulated in relevant laws and regulations

Board of Directors meetings are held at least once every three months. The Board of Directors makes decisions on matters which significantly impact the Company's corporate governance and/or the Company's consolidated financial performance, such as investments above a certain threshold and key personnel matters. The Board of Directors delegates authority over other business matters to the Business Strategy Meeting and other decision-making bodies according to their appropriate level of responsibilities.

Criteria for determining organizational decision-making authority are set forth in the rules on decision-making authority. These rules are reviewed at least once per year by the Board of Directors and revised as necessary.

### ***Composition of the Board of Directors***

The Board of Directors is composed of eight Directors and four Audit and Supervisory Board members, including four Independent Directors and two Independent Audit and Supervisory Board members.

As a result of its growth, the Company today operates across many business sectors and geographic locations, engages with a broad universe of individual users and business clients, and employs people from diverse backgrounds. The Company recognizes that the Board of Directors should reflect this diversity to ensure that it sustains the high-quality discussions that drive innovation and the long-term success of the Company.

As for the size of the Board of Directors, the Company believes that the Board of Directors should have an appropriate number of members in order to foster high-quality discussions. Under the Company's Articles of Incorporation, the Board of Directors may have a maximum of eleven Directors.

In addition, we have a structure in which different persons serve as the Chairperson of the Board of Directors and the CEO. We believe that checks and balances are effective and this structure contributes to the strengthening of governance by separating the roles of the Chairperson of the Board of Directors and the CEO.

### ***Policy for Selecting Directors***

The approach to selecting candidates for the Board of Directors is to choose qualified personnel from a pool of diverse candidates who can fulfill the duties and responsibilities of the position by considering their skills, leadership and professional experience, personal background, judgment, personality, and insight, without discrimination based on attributes of gender, age, nationality or ethnicity. Current Directors who are considered for renomination are evaluated on these criteria as well as their performance on the Board and number of terms of office. These candidates are elected individually at the Annual Meeting of Shareholders.

In order to further improve the quality of management decision-making, the Company is working to increase the diversity of the Board of Directors. The Company has specifically set a target for gender, and aims to propose candidates for election to its Annual Meeting of Shareholders, to achieve an

approximately 50% ratio of women out of the total number of Directors and Audit and Supervisory Board members by FY2030. As of May 15, 2024, four of the twelve members of the Board of Directors including Audit and Supervisory Board members are women.

The Company has a policy that at least one third of the Directors are Independent Directors who maintain appropriate separation from management execution. As of May 15, 2024, there are eight Directors, of which four are reported as Independent Directors to the Tokyo Stock Exchange. Independent Directors are selected based on the above criteria as well as their management experience at corporations operating globally and/or that are publicly listed.

The Company expects Independent Directors to play the following roles in addition to supervising the management of the Company:

- To provide the Company with advice based on their management experience in corporations operating globally and/or that are publicly listed, which are necessary for the Company to further enhance its enterprise value and shareholder value in the mid-to long-term period.
- To play a leading role in matters related to selection and dismissal, compensation and evaluation of Directors and Senior Vice Presidents as a chair and/or member of the Nomination and Compensation Committees.
- To oversee decision-making in cases where any potential conflict of interest exists between Directors and the Company. The Board of Directors acts as the decision-making body for matters that may cause conflicts of interest by ensuring the decision is delivered under the presence of Independent Directors as well as independent Audit and Supervisory Board members.

In order to ensure that Independent Directors fulfill the above roles, the Company takes the following measures:

- To share and discuss the topics discussed during the Compliance Committee and Risk Management Committee with the Board of Directors for the purpose of creating an environment that allows Directors and Senior Vice Presidents to take appropriate risks when making decisions.
- To share and discuss the topics discussed during the Sustainability Committee as well as the voice of the Company's shareholders with the Board of Directors for the purpose of ensuring the discussions at the Board appropriately reflect the diverse perspectives of its stakeholders.

In addition to the above mentioned Independent Directors, the Board appoints one non-Executive Director who does not execute business operations, but who has in-depth knowledge of and experience in the Internet industry.

### ***Activities of the Board of Directors***

The Board of Directors strives to foster an atmosphere that encourages free, open, and constructive discussion and exchange of opinions. The Board of Directors expects independent Directors to raise issues, actively comment, and advise, on matters in their areas of expertise and experience.

To ensure the Board of Directors has open and constructive discussion, meetings are conducted according to the following procedures:

- Draft versions of Board of Directors meeting materials are distributed to participants at least three business days prior to meetings.
- Along with Board of Directors meeting materials, the administrators provide summaries of the agenda discussion points. The administrators make a concerted effort to deliver the summaries three business days prior to meetings. In addition, the administrators explain to the Chairperson of the Board, Independent and non-Executive Directors the agenda details in advance of the meetings.

- The annual schedule for Board of Directors meetings is decided during the previous fiscal year, and at the beginning of each fiscal year the schedule for important agenda items is confirmed.
- The frequency of meetings, matters for deliberation and time devoted to discussion are reviewed each fiscal year and adjusted as necessary, based on the performance in the prior fiscal year and strategy for subsequent fiscal years.

The Board of Directors also provides opportunities for free discussion among participants outside of regular meetings, spending about the same amount of time as in the Board of Directors meetings, in order to encourage an active exchange of opinions.

### **Concrete Agenda of the Board of Directors**

In addition to monitoring the management execution such as business performance and risks, the Board of Directors mainly discussed the following agenda during FY2023.

- Business portfolio strategy
- Sustainability strategy
- Capital policy and shareholder returns

As for the business portfolio strategy, the Board of Directors discussed the progress and promotion policy of "Simplify Hiring" and "Help Businesses Work Smarter." In addition, the Board of Directors discussed risks and countermeasures related to the execution of the strategy based on the deliberations of the Risk Management Committee. Please refer to "Business Strategies" in the "Issue to be Addressed" of "Overview of the Company" section for more details.

As for the sustainability strategy, the Board of Directors discussed on the progress and plans for sustainability activities to achieve the ESG commitments of "Prosper Together" based on the deliberations of the Sustainability Committee. Please refer to "Business Strategies" in the "Issue to be Addressed" of "Overview of the Company" section for more details.

As for the capital policy and shareholder returns, in addition to stable and continuous dividends, the Board of Directors discussed and resolved on the share buyback program after considering the capital markets environment and the outlook of the Company's financial position. Please refer to the following URLs for more details.

[https://recruit-holdings.com/en/newsroom/20230517\\_0001/](https://recruit-holdings.com/en/newsroom/20230517_0001/)

[https://recruit-holdings.com/en/newsroom/20231002\\_0001/](https://recruit-holdings.com/en/newsroom/20231002_0001/)

[https://recruit-holdings.com/en/newsroom/20231213\\_0001/](https://recruit-holdings.com/en/newsroom/20231213_0001/)

## **Audit and Supervisory Board**

### **Role of the Audit and Supervisory Board**

The Audit and Supervisory Board is responsible for the following:

- Supervising the activities and performance of each Director as well as the Board of Directors as a whole and auditing the maintenance and operational status of internal control policies, procedures, and processes, based on the audit plan.
- Evaluating the appropriateness and performance of the Independent Auditor.

All members of the Audit and Supervisory Board attend the Board of Directors meetings as part of their oversight responsibilities. In addition, one or more standing Audit and Supervisory Board members must attend the Business Strategy Meeting to enhance the oversight function.

The Audit and Supervisory Board generally meets once a month and holds extraordinary meetings as needed.



### ***Composition of the Audit and Supervisory Board***

The Audit and Supervisory Board comprises four members, including two independent members. One substitute Audit and Supervisory Board member has been elected, in order to avoid any potential non-compliance with the statutory requirement that at least half of the members of the Audit and Supervisory Board be independent members.

### ***Policy for Selecting Audit and Supervisory Board Members***

The approach to selecting candidates for the Audit and Supervisory Board is to select qualified persons with suitable experience and capabilities and with the necessary knowledge in the areas of finance, accounting, and legal affairs, to fulfill the duties and responsibilities as an Audit and Supervisory Board member. The Company has two standing Audit and Supervisory Board members who deeply understand the business of the Company, and two independent Audit and Supervisory Board members, one with expertise in legal affairs and one with expertise in finance and accounting.

All the Audit and Supervisory Board members make efforts to continuously expand their knowledge in order to fulfill their audit function in areas such as finance, accounting, and legal affairs through appropriate training courses funded by the Company. For example, the Audit and Supervisory Board members seek to deepen their understanding of the latest accounting standards and important matters for auditing by taking relevant training and seminars offered by the Japan Audit and Supervisory Board Members Association or by outside audit and assurance firms.

### **Advisory Bodies to the Board of Directors: Nomination Committee and Compensation Committee**

The Nomination Committee and Compensation Committee advise the Board of Directors. Each committee has a majority of independent members and is chaired by an independent Director in order to enhance the transparency and objectivity of the decision-making process.

These committees review and consider the nomination, evaluation, and compensation of Directors and Senior Vice Presidents in each fiscal year. Final decisions are made by resolution of the Board of Directors.

The roles of each committee are as follows:

#### ***Nomination Committee***

The matters subject to deliberation by the Nomination Committee are as follows:

- The appointment or dismissal of the CEO
- CEO succession planning
- The process for appointing or dismissing Director candidates, Senior Vice Presidents, and Corporate Professional Officers
- Director candidates and the requirements for the appointment thereof
- Governance systems such as the Company's organizational structure and the composition of the Board of Directors

Although the Nomination Committee has already been deliberating on the governance structure in the past, in light of the topic's growing social significance, we have changed the name of the committee from the Nomination Committee to the Nomination and Governance Committee, effective from FY2024, in order to clearly communicate to both internal and external stakeholders the matters subject to deliberation by said committee.

In the current fiscal year, the main topics deliberated by the Nomination Committee were as follows:

The Nomination Committee deliberated on the appointment or dismissal of the CEO by considering whether the current CEO has effectively performed their role in light of the Company's progress in

implementing its mid- to long-term strategy, business performance, and so forth. The Committee then presented a proposal to reappoint the current CEO for the following fiscal year to the Board of Directors. As for the CEO succession plan, the Committee evaluated the appropriateness and implementation progress of the development plan for potential successors, taking into account the talent requirements established based on its corporate strategy and anticipated timing of leadership transitions.

Regarding the appointment or dismissal of Director candidates, Senior Vice Presidents, and Corporate Professional Officers, the Nomination Committee discussed the best management structure, taking into account the mid- to long-term governance policy and the timing of planned CEO succession. The Committee deliberated on the adequacy of the aforementioned process from the selection of candidates to the resolutions by the Board of Directors. Additionally, the dismissal of Directors, Senior Vice Presidents and Corporate Professional Officers is considered in cases where significant damage to the Company's corporate value is recognized, such as due to violations of laws and regulations.

As for governance systems such as the Company's organizational structure and the composition of the Board of Directors, the Nomination Committee took into account the outcomes of the evaluation of the effectiveness of the Board of Directors and deliberated on the policy for the mid- to long-term evolution of corporate governance. Furthermore, in order to further enhance the sustainability of its operations, the Committee deliberated on the committee policy and operation guidelines.

### ***Compensation Committee***

The matters subject to deliberation by the Compensation Committee are as follows:

- Policies, compensation systems, and evaluation systems relating to the determination of the compensation of Directors and Senior Vice Presidents
- Individual compensation amounts for, and individual evaluations of, Directors
- The process for determining individual compensation amounts for, and individual evaluations of, Senior Vice Presidents other than Directors
- The maximum amount of stock compensation for the Recruit Group as a whole

In the current fiscal year the main topics deliberated by the Compensation Committee were as follows:

Regarding policies, compensation systems, and evaluation systems relating to the determination of the compensation of Directors and Senior Vice Presidents, the compensation level for the following fiscal year was determined by referencing data on the executive compensation in similar-sized companies in the same industry, both domestically and overseas, during the most recent fiscal year and so forth. Furthermore, regarding the performance-linked evaluation system for the following fiscal year, it was confirmed that the Annual Incentives for Executive Directors would remain linked to consolidated adjusted EBITDA growth, allowing for automatic adjustments to compensation based on business performance.

The Compensation Committee conducted the individual performance evaluations for the current fiscal year. The Executive Director under evaluation was not present during the process, and the evaluation was based on the review of the missions established for each individual prior to the start of the fiscal year. For the evaluation of the individual performance of the two Representative Directors, an independent Director serving as the chair of the Committee formulated a draft proposal after conducting interviews with all Executive Directors and Standing Audit and Supervisory Board members. As for the individual evaluation criteria of Executive Directors for the following fiscal year, the Committee determined each Executive Director's expected roles, with the individuals in question absent during the process. Furthermore, the Committee confirmed the process for determining individual compensation amounts for, and individual evaluations of, Senior Vice Presidents other than Directors, which are to be determined at the Business Strategy Meeting, in accordance with the compensation and evaluation systems deliberated by the Compensation Committee and resolved by the Board of Directors.

Lastly, the Compensation Committee deliberated on the appropriate maximum amount of stock compensation for the Recruit Group as a whole, taking into account the appropriate scope of beneficiaries to promote the implementation of the Group's mid- to long-term business strategy, as well as the

performance outlook for the following fiscal year.

Please refer to the “Compensation” section in this document for more information on the Company’s compensation policy and results.

## **Other Advisory Bodies to the Board of Directors**

### ***Compliance Committee***

An advisory body to the Board of Directors chaired by the Representative Director, President and CEO. The Committee deliberates on compliance themes and measures of the Company. The Committee decides and evaluates action plans based on the information collected from the Holding Company’s administrative departments and subsidiaries. The Compliance Committee’s deliberations and decisions are reported to the Board of Directors for promoting a compliance mindset.

### ***Risk Management Committee***

An advisory body to the Board of Directors chaired by the Executive Vice President and Director in charge of the Risk Management Division. The Committee deliberates on key risk themes and measures of the Company. The Committee monitors the status of risk management at each SBU as well as identifies and determines the risks deserving of particular attention, which are reported to the Board of Directors.

### ***Sustainability Committee***

An advisory body to the Board of Directors chaired by the Executive Vice President and Director in charge of sustainability. The Committee deliberates on the Company’s sustainability strategy and monitors its progress. The Committee’s participants include the CEO, the Chairperson, the Director in charge of sustainability, Senior Vice Presidents who are in charge of each SBU, and outside experts.

The Committee addresses important sustainability agendas of the Company, such as discussions to achieve the Sustainability commitment set forth as a management strategy, aiming to prosper together with all stakeholders. Based on the Committee’s deliberation, the Board of Directors then resolves the direction and action plans that promote the Company’s sustainability activities, and monitors the progress.

## **Other Advisory Bodies**

### **Business Strategy Meeting**

An advisory body to the CEO and chaired by the CEO, the meeting attendees deliberate on matters mainly relating to investments and personnel for which authority has been delegated by the Board of Directors. The meeting consists of Executive Directors, Senior Vice Presidents in charge of corporate functions and standing Audit and Supervisory Board members.

### **Talent Development Committee**

An advisory body to the Business Strategy Meeting with participation by Senior Vice Presidents of the Company, the Committee deliberates on matters concerning the fostering of key talent, including the planning and monitoring of their career development and professional growth.

### **Disciplinary Committee**

An advisory body to the Board of Directors and Business Strategy Meeting, the Committee deliberates on the recommended disciplinary action for the Company’s personnel including its employees.

## Composition and Attendance of the Board and Committees as of March 31, 2024

Upper row: Composition as of March 31, 2024

Lower row: Attendance of members as of March 31, 2023 (excluding Business Strategy Meeting)

● Chair   
 ● Member   
 ○ Observer

Position	Name and surname	Board of Directors	Audit and Supervisory Board	Business Strategy Meeting <sup>*3</sup>	Nomination Committee	Compensation Committee	Compliance Committee	Risk Management committee	Sustainability Committee
Representative Director and Chairperson	Masumi Minegishi	<span style="color: blue;">●</span> 10/10		<span style="color: gray;">○</span>	<span style="color: blue;">●</span> 2/2		<span style="color: gray;">○</span> 2/2	<span style="color: gray;">○</span> 2/2	<span style="color: blue;">●</span> 2/2
Representative Director, President and CEO	Hisayuki Idekoba	<span style="color: blue;">●</span> 10/10		<span style="color: blue;">●</span>	<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2
Internal Directors	Ayano Senaha	<span style="color: blue;">●</span> 10/10		<span style="color: blue;">●</span>	<span style="color: gray;">○</span> 2/2	<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2
	Rony Kahan	<span style="color: blue;">●</span> 10/10		<span style="color: gray;">○</span>					
Independent Directors	Naoki Izumiya	<span style="color: blue;">●</span> 10/10			<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2			
	Hiroki Totoki	<span style="color: blue;">●</span> 10/10			<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2		
	Keiko Honda	<span style="color: blue;">●</span> 10/10			<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2			<span style="color: blue;">●</span> 2/2
	Katrina Lake	<span style="color: blue;">●</span> 8/8 <sup>*2</sup>				<span style="color: blue;">●</span> 2/2 <sup>*2</sup>			
Standing Audit and Supervisory Board Members	Yukiko Nagashima	<span style="color: blue;">●</span> <sup>*1</sup> 10/10	<span style="color: blue;">●</span> 18/18	<span style="color: blue;">●</span>			<span style="color: gray;">○</span> 2/2	<span style="color: gray;">○</span> 2/2	
	Takashi Nishimura	<span style="color: blue;">●</span> <sup>*1</sup> 10/10	<span style="color: blue;">●</span> 18/18	<span style="color: blue;">●</span>			<span style="color: gray;">○</span> 2/2	<span style="color: gray;">○</span> 2/2	
Independent Audit and Supervisory Board Members	Yoichiro Ogawa	<span style="color: blue;">●</span> <sup>*1</sup> 10/10	<span style="color: blue;">●</span> 18/18		<span style="color: blue;">●</span> 2/2				
	Katsuya Natori	<span style="color: blue;">●</span> <sup>*1</sup> 10/10	<span style="color: blue;">●</span> 18/18			<span style="color: blue;">●</span> 2/2			
Senior Vice Presidents	Yoshihiro Kitamura			<span style="color: gray;">○</span>					<span style="color: blue;">●</span> 2/2
	Rob Zandbergen								<span style="color: blue;">●</span> 2/2
	Junichi Arai			<span style="color: blue;">●</span>			<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	
	Mio Kashiwamura			<span style="color: blue;">●</span>			<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	
	Akihiko Mori			<span style="color: blue;">●</span>			<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	
	Kentaro Mori			<span style="color: blue;">●</span>			<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	
	Lowell Brickman			<span style="color: blue;">●</span>			<span style="color: blue;">●</span> 2/2	<span style="color: blue;">●</span> 2/2	

Outside Experts	Aron Cramer	M 2/2
	Yves Serra	M 2/2

- <sup>1</sup> Audit and Supervisory Board members are required to attend the Board of Directors meetings to audit the execution of duties of Directors under the Companies Act of Japan.
- <sup>2</sup> Eight meetings of the Board of Directors as well as two Compensation Committees were held since the person was appointed as Director at the Annual Meeting of Shareholders held on June 26, 2023.
- <sup>3</sup> Information on attendance is not provided for the Business Strategy Meeting since participants for each meeting vary depending on the content of the proceedings.

## Basic Policy on Profit Distribution and Dividends

The Company's primary use of capital is to invest for its long-term business strategy in order to achieve sustainable profit growth and increase enterprise value. The Company believes that this approach will contribute to the common interests of shareholders. The Company also considers the return of capital to its shareholders in the form of dividends to be an important part of its capital allocation strategy. The Company strives to continuously pay stable per-share dividends considering its long-term cash needs and financial position.

The Company may consider implementing share repurchase programs, depending on the capital market environment and the outlook of its financial position.

Total annual dividend for FY2023 is 23.0 yen per share, which consists of an interim dividend of 11.5 yen per share and a year-end dividend of 11.5 yen per share.

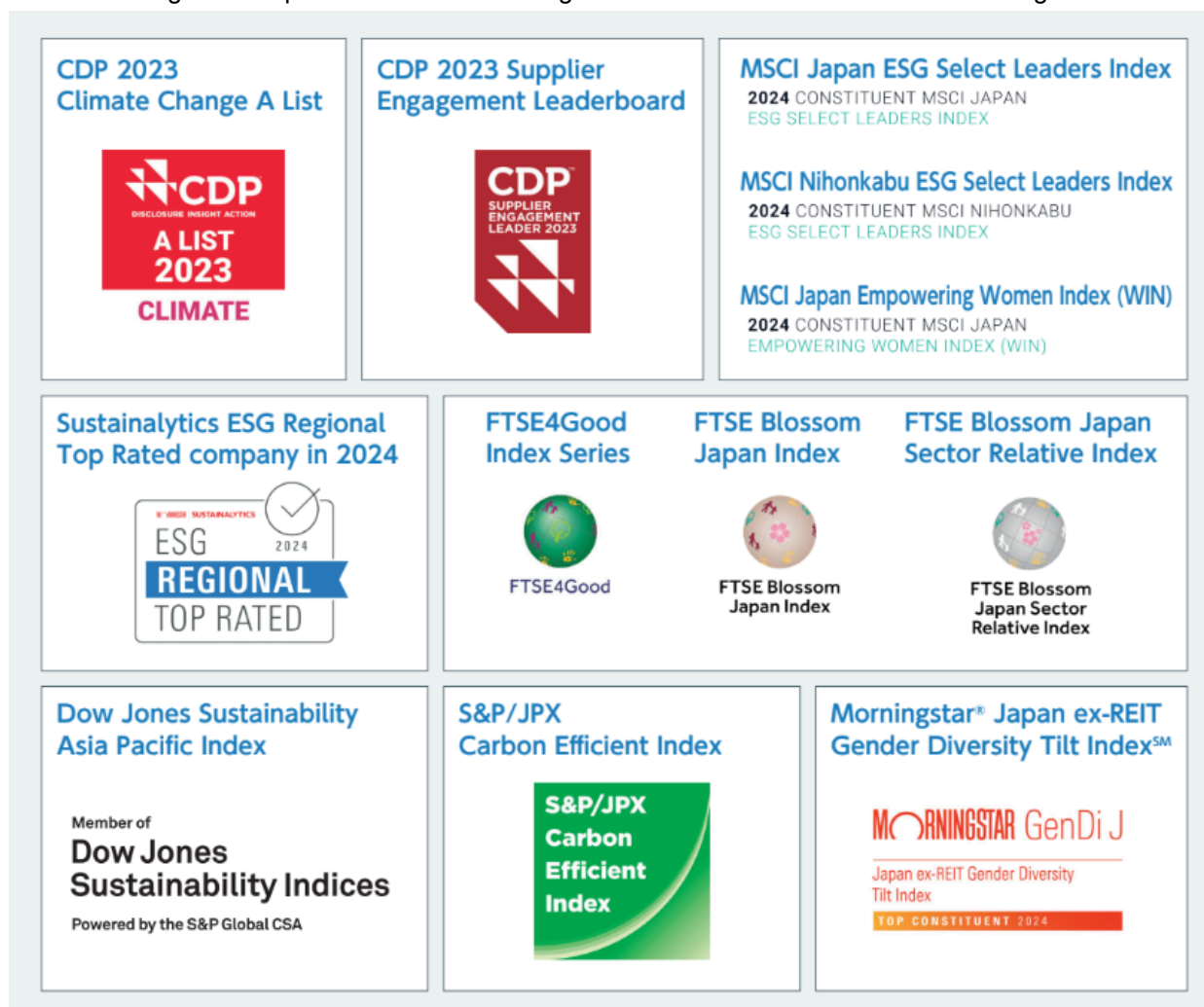
The Company basically declares dividends twice a year. Matters stipulated in Article 459, Paragraph 1 of the Companies Act of Japan, including cash dividends, are not resolved at the Annual Meeting of Shareholders, but at Board of Directors meetings, unless otherwise provided by laws and regulations.

Total annual dividend forecast for FY2024 is 24.0 yen per share, which consists of an interim dividend of 12.0 yen per share and a year-end dividend of 12.0 yen per share.

Resolution date at the Board of Directors meetings	Total dividend (In millions yen)	Dividend per share (In yen)
November 8, 2023	18,723	11.5
May 15, 2024	18,393	11.5

## Reference | ESG Indexes and Recognitions

Recruit Holdings is incorporated into the following ESG related indexes and obtained recognitions.



Note: MSCI ESG Indexes

THE INCLUSION OF Recruit Holdings Co., Ltd. IN ANY MSCI INDEX, AND THE USE OF MSCI LOGOS, TRADEMARKS, SERVICE MARKS OR INDEX NAMES HEREIN, DO NOT CONSTITUTE A SPONSORSHIP, ENDORSEMENT OR PROMOTION OF Recruit Holdings Co., Ltd. BY MSCI OR ANY OF ITS AFFILIATES. THE MSCI INDEXES ARE THE EXCLUSIVE PROPERTY OF MSCI. MSCI AND THE MSCI INDEX NAMES AND LOGOS ARE TRADEMARKS OR SERVICE MARKS OF MSCI OR ITS AFFILIATES.

FTSE Russell (the trading name of FTSE International Limited and Frank Russell Company) confirms that Recruit Holdings Co., Ltd has been independently assessed according to the criteria of each index, and has satisfied the requirements to become a constituent of FTSE4Good Index Series, FTSE Blossom Japan Index, and FTSE Blossom Japan Sector Relative Index. Please refer to this page (<https://recruit-holdings.com/en/sustainability/about/recognitions/>) for details of each index.

Morningstar, Inc., and/or one of its affiliated companies (individually and collectively, "Morningstar") has authorized Recruit Holdings Co., Ltd. to use of the Morningstar Japan ex-REIT Gender Diversity Tilt Logo ("Logo") to reflect the fact that, for the designated ranking year, Recruit Holdings Co., Ltd. ranks in the top quintile of companies comprising the Morningstar® Japan ex-REIT Gender Diversity Tilt Index<sup>SM</sup>("Index") on the issue of gender diversity in the workplace. Morningstar is making the Logo available for use by Recruit Holdings Co., Ltd. for informational purposes.

For more information and notes on each index, please visit <https://recruit-holdings.com/en/sustainability/about/recognitions/>.

\*The above contents are based on the latest information available to the Company as of February 2024.

# Venue Access Guide for the Annual Meeting of Shareholders

**Date and Time** June 20, 2024 (Thursday) at 10:00 a.m. JST  
(Reception for attendees opens at 9:00 a.m. JST)

**Place** B2 floor Event Hall (Reception: B2 floor),  
BELLESALLE Takadanobaba  
Sumitomo Fudosan Shinjuku Garden Tower,  
3-8-2 Okubo, Shinjuku-ku, Tokyo

Please note that no gift will be provided for attendees at the Meeting to maintain fairness between the attendees and those shareholders who cannot attend. We appreciate your understanding on this matter.



Access	<ul style="list-style-type: none"> <li><span style="color: green;">●</span> JR Lines</li> <li><span style="color: blue;">●</span> Seibu Shinjuku Line</li> <li><span style="color: lightblue;">●</span> Tokyo Metro Tozai Line</li> </ul>	<b>Takadanobaba Station</b>	<b>Toyama Exit, 4 min. walk</b> (using JR Line or Seibu Shinjuku Line) <b>Waseda Exit / Exit 5, 5 min. walk</b> (using Tozai Line)
	<ul style="list-style-type: none"> <li><span style="color: brown;">●</span> Tokyo Metro Fukutoshin Line</li> </ul>	<b>Nishi-waseda Station</b>	<b>Exit 2, 7 min. walk</b>

\* As there is no parking space available for the attendees on the day of the Meeting, please refrain from visiting the venue by car.

\* This route is accessible to wheelchair users and other persons with limited mobility.  
Please note that although there are no steps, there are differences in elevations on the road.



Recruit Holdings Co., Ltd.



**Matters omitted  
in the printed  
Notice of Annual  
Meeting of  
Shareholders  
2024**

**This document has been prepared to provide the omitted information in accordance with laws, regulations and Article 15 of the Articles of Incorporation of the Company, and prepared separately from, the Notice of Annual Meeting of Shareholders (the “Notice”).**

#### Forward-Looking Statements

This document contains forward-looking statements, which reflect the Company's assumptions, estimates and outlook for the future based on the Company's plans and expectations as of March 31, 2024 unless the context otherwise indicates. There can be no assurance that the relevant forward-looking statements will be achieved. Please note that significant differences between such forward-looking statements and actual results may arise due to various factors, many of which are outside the Company's control, including changes in economic conditions, changes in individual users' preferences and enterprise clients' needs, competition, changes in the legal and regulatory environment including changes in laws and regulations or guidance, interpretation, enforcement or practice relating to laws and regulations, fluctuations in foreign exchange rates, climate change or other changes in the natural environment, the occurrence of large-scale natural disasters, and other factors. Accordingly, readers are cautioned against placing undue reliance on any such forward-looking statements. The Company has no obligation to update or revise any information contained in this document based on any subsequent developments except as required by applicable law or stock exchange rules and regulations.

#### Note Regarding Reference Translation

This document has been translated from the Japanese language original for reference purposes only and may not be used or disclosed for any other purpose without the Company's prior written consent. In the event of any conflict or discrepancy between this translated document and the Japanese language original, the Japanese language original shall prevail in all respects. The Company makes no representations regarding the accuracy or completeness of this translation and assumes no responsibility for any losses or damages arising from the use of this translation.

#### Third-Party Information

This document includes information derived from or based on third-party sources, including information about the markets in which we operate. These statements are based on statistics and other information from third-party sources as cited herein, and the Company has not independently verified and cannot assure the accuracy or completeness of any information derived from or based on third-party sources.

#### U.S. Disclaimer – Un-sponsored American Depositary Receipt (“ADR”)

The Company does not support or encourage, and has not consented to, the creation of any un-sponsored ADR facilities in respect of its securities and in any event disclaims any liability in connection with an un-sponsored ADR. The Company does not represent to any depositary institution, bank or anyone nor should any such entity rely on a belief that the Web site of the Company includes all published information in English, currently, and on an ongoing basis, required to claim an exemption under U.S. Exchange Act Rule 12g3-2(b).

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## Trends in Assets and Income

(In millions of yen, unless otherwise stated)

Item	FY2020	FY2021	FY2022	FY2023 (current consolidated fiscal year)
Revenue	2,269,346	2,871,705	3,429,519	3,416,492
Profit before tax	168,502	382,749	367,767	426,241
Profit attributable to owners of the parent	131,393	296,833	269,799	353,654
Basic earnings per share (yen)	79.83	181.68	168.59	225.99
Equity attributable to owners of the parent	1,091,571	1,363,776	1,627,010	2,000,922
Total assets	2,196,613	2,423,542	2,793,281	3,144,646
Equity attributable to owners of the parent per share (yen)	667.96	847.45	1,030.33	1,295.40

<sup>1</sup> The Company prepares its consolidated financial statements based on IFRS as issued by the International Accounting Standards Board.

<sup>2</sup> Basic earnings per share has been calculated based on the average number of shares during the period less the number of treasury stock, and equity attributable to owners of the parent per share has been calculated based on the number of shares issued at the end of each period less the number of treasury stock.

## Main Offices (as of March 31, 2024)

### The Holding Company

Company name	Location
Recruit Holdings Co., Ltd.	Chiyoda-ku, Tokyo, Japan

### Main Subsidiaries

Segment	Company name	Location	
HR Technology	RGF OHR USA, INC.	Delaware, United States	
	Indeed, Inc.	Delaware, United States	
	Glassdoor LLC	Delaware, United States	
Matching & Solutions	HR Solutions		
	Marketing Solutions		
	Recruit Co., Ltd.	Chiyoda-ku, Tokyo, Japan	
Staffing			
	Japan	RGF Staffing B.V.	Flevoland, Netherlands
		Recruit Staffing Co., Ltd.	Chiyoda-ku, Tokyo, Japan
		STAFF SERVICE HOLDINGS CO., LTD.	Chiyoda-ku, Tokyo, Japan
	Europe, US, and Australia	RGF Staffing France SAS	Moselle, France
		RGF Staffing Germany GmbH	Bayern, Germany
		RGF Staffing the Netherlands B.V.	Flevoland, Netherlands
		RGF Staffing UK Limited	London, United Kingdom
		Unique NV	Antwerp, Belgium
		Staffmark Group, LLC	Ohio, United States
		The CSI Companies, Inc.	Florida, United States
Chandler Macleod Group Limited		New South Wales, Australia	

## Employees (as of March 31, 2024)

Segment	Number of employees
HR Technology	13,155
Matching & Solutions	24,439
Staffing	13,657
Holding Company corporate function	122
Total	51,373

- <sup>1</sup> The number of employees includes employees that have been assigned to the Company from companies outside the Company and excludes employees that have been assigned to companies outside the Company. It also excludes that of contract employees.
- <sup>2</sup> "Holding Company corporate function" represents employees in corporate functions of the Holding Company such as finance and risk management.
- <sup>3</sup> The number of employees decreased by 7,120 compared to the end of the previous fiscal year. This decrease was mainly due to the headcount reduction announced in March 2023 by a subsidiary under the HR Technology SBU and a change in the method of aggregating temporary staff with permanent contracts at some subsidiaries under the Staffing SBU.

## **Main Lenders** (as of March 31, 2024)

Not applicable.

## Status of Shares (as of March 31, 2024)

Total Number of Shares Authorized to be Issued	6,000,000,000
Total Number of Shares Issued	1,649,841,949
Number of Shareholders	61,121

### Major Shareholders

Shareholder name	Number of shares	Shareholding ratio
The Master Trust Bank of Japan, Ltd. (Trust account)	281,567,300	17.60%
Custody Bank of Japan, Ltd. (Trust account)	111,173,945	6.95%
JP MORGAN CHASE BANK 385632	61,746,210	3.86%
SSBTC CLIENT OMNIBUS ACCOUNT	38,181,699	2.38%
The Master Trust Bank of Japan, Ltd. (ESOP Trust account 76826)	30,567,830	1.91%
STATE STREET BANK WEST CLIENT - TREATY 505234	28,190,394	1.76%
Nippon Television Network Corporation	26,030,000	1.62%
TOKYO BROADCASTING SYSTEM TELEVISION, INC.	23,497,500	1.46%
GOVERNMENT OF NORWAY	22,025,711	1.37%
JP MORGAN CHASE BANK 385781	21,376,407	1.33%

<sup>1</sup> The Company's treasury stock (50,413,104 shares) is excluded in the calculation of the shareholding ratio. Treasury stock does not include the Company's stock held by the Board Incentive Plan Trust (2,572,885 shares) and the ESOP Trust (52,215,132 shares).

<sup>2</sup> A Report of Large Volume Holding that was made available for public inspection on May 11, 2020 reports that Sumitomo Mitsui Trust Asset Management Co., Ltd. and its joint holder Nikko Asset Management Co., Ltd. hold shares as given below as of April 30, 2020. However, their holdings are not reflected in the status of major shareholders above since the Company was not able to confirm beneficial ownership or the number of shares held as of March 31, 2024.

Overview of the Report of Large Volume Holding mentioned above is as follows.

Name	Number of shares	Shareholding ratio
Sumitomo Mitsui Trust Asset Management Co., Ltd.	48,135,600	2.84%
Nikko Asset Management Co., Ltd.	37,486,600	2.21%
Total	85,622,200	5.05%

<sup>3</sup> A change report of the Report of Large Volume Holding that was made available for public inspection on July 21, 2020 reports that Nomura Securities Co., Ltd. and its joint holders NOMURA INTERNATIONAL PLC and Nomura Asset Management Co., Ltd. hold shares as given below as of July 15, 2020. However, their holdings are not reflected in the status of major shareholders above since the Company was not able to confirm beneficial ownership or the number of shares held as of March 31, 2024.



Overview of the change report is as follows.

Name	Number of shares	Shareholding ratio
Nomura Securities Co., Ltd.	2,572,647	0.15%
NOMURA INTERNATIONAL PLC	1,812,603	0.11%
Nomura Asset Management Co., Ltd.	83,182,100	4.90%
<b>Total</b>	<b>87,567,350</b>	<b>5.16%</b>

<sup>4</sup> A change report of the Report of Large Volume Holding that was made available for public inspection on August 4, 2022 reports that BlackRock Japan Co., Ltd. and its joint holders BlackRock Advisers, LLC, BlackRock Investment Management LLC, BlackRock (Netherlands) BV, BlackRock Fund Managers Limited, BlackRock Asset Management Ireland Limited, BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., and BlackRock Investment Management (UK) Limited hold shares as given below as of July 29, 2022. However, their holdings are not reflected in the status of major shareholders above since the Company was not able to confirm beneficial ownership or the number of shares held as of March 31, 2024.

Overview of the change report is as follows.

Name	Number of shares	Shareholding ratio
BlackRock Japan Co., Ltd.	28,939,500	1.71%
BlackRock Advisers, LLC	4,827,561	0.28%
BlackRock Investment Management LLC	2,724,027	0.16%
BlackRock (Netherlands) BV	4,513,777	0.27%
BlackRock Fund Managers Limited	3,627,512	0.21%
BlackRock Asset Management Ireland Limited	10,341,856	0.61%
BlackRock Fund Advisors	23,920,063	1.41%
BlackRock Institutional Trust Company, N.A.	21,603,383	1.27%
BlackRock Investment Management (UK) Limited	2,278,989	0.13%
<b>Total</b>	<b>102,776,668</b>	<b>6.06%</b>

<sup>5</sup> A change report of the Report of Large Volume Holding that was made available for public inspection on October 20, 2023 reports that Capital Research and Management Company and its joint holder Capital International K.K. and Capital International Inc. hold shares as given below as of October 13, 2023. However, their holdings are not reflected in the status of major shareholders above since the Company was not able to confirm beneficial ownership or the number of shares held as of March 31, 2024.

Overview of the change report is as follows.

Name	Number of shares	Shareholding ratio
Capital Research and Management Company	68,718,280.2	4.05%
Capital International K.K.	3,317,700	0.20%
Capital International Inc.	2,357,900	0.14%
<b>Total</b>	<b>74,393,880.2</b>	<b>4.39%</b>

The details of the BIP Trust compensation that was awarded to executives during FY2023 are as follows.

Type	Category	Number of shares	Number of recipients
BIP Trust	Directors (Excluding independent Directors)	36,300	1
	independent Directors	0	0

## Status of Stock Acquisition Rights

### Status of Stock Acquisition Rights as of March 31, 2024

Stock acquisition rights issued based on the resolutions of the Annual Meeting of Shareholders held on June 20, 2013 and of the meeting of the Board of Directors held on July 31, 2013.

- Number of stock acquisition rights: 73
- Type and number of shares subject to stock acquisition rights  
Common stock: 219,000 shares (3,000 shares per 1 stock acquisition right)
- Issuance price of the stock acquisition right  
Stock acquisition rights shall be issued free of charge.
- Amount to be paid upon exercise of the stock acquisition rights: 1 yen
- Period during which stock acquisition rights may be exercised  
September 1, 2013 to August 31, 2033
- Terms for exercising stock acquisition rights  
Persons allotted with stock acquisition rights can only exercise these rights within 10 days from the date on which they lose their positions as a Director, Senior Vice President, or Corporate Professional Officer of the Company.
- Status of stock acquisition rights held by the Directors and Senior Vice Presidents of the Company

	Number of stock acquisition rights	Type of shares subject to stock acquisition rights	Number of shares subject to stock acquisition rights	Number of holders
Directors (excluding independent Directors)	52	Common stock	156,000 shares	2
Senior Vice Presidents	21	Common stock	63,000 shares	1

Stock acquisition rights issued based on the resolutions of the Annual Meeting of Shareholders held on June 26, 2014 and of the meeting of the Board of Directors held on November 13, 2014

- Number of stock acquisition rights: 80
- Type and number of shares subject to stock acquisition rights  
Common stock: 240,000 shares (3,000 shares per 1 stock acquisition right)
- Issuance price of the stock acquisition right  
Stock acquisition rights shall be issued free of charge.
- Amount to be paid upon exercise of the stock acquisition rights: 1 yen
- Period during which stock acquisition rights may be exercised  
December 27, 2014 to December 26, 2034
- Terms for exercising stock acquisition rights  
Persons allotted with stock acquisition rights can only exercise these rights within 10 days from the date on which they lose their positions as a Director, Senior Vice President, or Corporate Professional Officer of the Company.  
In the event of the death of the Director, Senior Vice President or Corporate Professional Officer, their heirs may exercise the stock acquisition rights within one year from the time of death or by the final date of the exercise period, whichever comes first.
- Status of stock acquisition rights held by the Directors and Senior Vice Presidents of the Company

	Number of stock acquisition rights	Type of shares subject to stock acquisition rights	Number of shares subject to stock acquisition rights	Number of holders
Directors (excluding independent Directors)	67	Common stock	201,000 shares	2
Senior Vice Presidents	13	Common stock	39,000 shares	1

Stock acquisition rights issued based on the resolution of the meeting of the Board of Directors held on August 10, 2015.

- Number of stock acquisition rights: 844
- Type and number of shares subject to stock acquisition rights  
Common stock: 253,200 shares (300 shares per 1 stock acquisition right)
- Issuance price of the stock acquisition right  
Stock acquisition rights shall be issued free of charge.
- Amount to be paid upon exercise of the stock acquisition rights: 1 yen
- Period during which stock acquisition rights may be exercised  
September 26, 2015 to September 25, 2035
- Terms for exercising stock acquisition rights  
Persons allotted with stock acquisition rights can only exercise these rights within 10 days from the date on which they lose their positions as a Director, Senior Vice President, or Corporate Professional Officer of the Company (if the person allotted with stock acquisition rights had already lost all of the positions on the date of the allotment of stock acquisition rights, said person can exercise these rights within one year from the day following the date of allotment of stock acquisition rights).  
In the event of the death of the Director, Senior Vice President or Corporate Professional Officer, their heirs may exercise the stock acquisition rights within one year from the time of death or by the final date of the exercise period, whichever comes first.
- Status of stock acquisition rights held by the Directors and Senior Vice Presidents of the Company

	Number of stock acquisition rights	Type of shares subject to stock acquisition rights	Number of shares subject to stock acquisition rights	Number of holders
Directors (excluding independent Directors)	667	Common stock	200,100 shares	2
Senior Vice Presidents	177	Common stock	53,100 shares	2

Stock acquisition rights issued based on the resolution of the meeting of the Board of Directors held on July 16, 2019.

- Number of stock acquisition rights: 3,291
- Type and number of shares subject to stock acquisition rights  
Common stock: 329,100 shares (100 shares per 1 stock acquisition right)
- Issuance price of the stock acquisition right  
Stock acquisition rights shall be issued free of charge.
- Amount to be paid upon exercise of the stock acquisition rights: 3,718 yen

- Period during which stock acquisition rights may be exercised  
July 31, 2019 to July 30, 2029

- Terms for exercising stock acquisition rights

Stock acquisition rights cannot be exercised in fractional portions.

If persons allotted with stock acquisition rights (the “Stock Acquisition Right Holder”) lose their positions as a Director or Senior Vice President of the Company, they may exercise the stock acquisition rights within three years from the date on which they lose their positions or by the final date of the exercise period, whichever comes first.

A Stock Acquisition Right Holder may not pledge or otherwise dispose of the stock acquisition rights.

Other conditions will be set out in the stock acquisition rights allotment agreement to be executed between the Company and the Stock Acquisition Right Holder pursuant to the resolution of the Company’s Board of Directors.

- Status of stock acquisition rights held by the Directors and Senior Vice Presidents of the Company

	Number of stock acquisition rights	Type of shares subject to stock acquisition rights	Number of shares subject to stock acquisition rights	Number of holders
Directors (excluding independent Directors)	2,618	Common stock	261,800 shares	4
Senior Vice Presidents	673	Common stock	67,300 shares	3

Stock acquisition rights issued based on the resolution of the meeting of the Board of Directors held on July 8, 2020.

- Number of stock acquisition rights:2,520
- Type and number of shares subject to stock acquisition rights  
Common stock: 252,000 shares (100 shares per 1 stock acquisition right)
- Issuance price of the stock acquisition right  
Stock acquisition rights shall be issued free of charge.
- Amount to be paid upon exercise of the stock acquisition rights: 3,558 yen
- Period during which stock acquisition rights may be exercised  
July 27, 2020 to July 26, 2030

- Terms for exercising stock acquisition rights

Stock acquisition rights cannot be exercised in fractional portions.

If persons allotted with stock acquisition rights (the “Stock Acquisition Right Holder”) lose their positions as a Director or Senior Vice President of the Company, they may exercise the stock acquisition rights within three years from the date on which they lose their positions or by the final date of the exercise period, whichever comes first.

A Stock Acquisition Right Holder may not pledge or otherwise dispose of the stock acquisition rights.

Other conditions will be set out in the stock acquisition rights allotment agreement to be executed between the Company and the Stock Acquisition Right Holder pursuant to the resolution of the Company’s Board of Directors.

- Status of stock acquisition rights held by the Directors and Senior Vice Presidents of the Company

	Number of stock acquisition rights	Type of shares subject to stock acquisition rights	Number of shares subject to stock acquisition rights	Number of holders
Directors (excluding independent Directors)	2,000	Common stock	200,000 shares	4
Senior Vice Presidents	520	Common stock	52,000 shares	3

Stock acquisition rights issued based on the resolution of the meeting of the Board of Directors held on July 14, 2021.

- Number of stock acquisition rights: 6,882
- Type and number of shares subject to stock acquisition rights  
Common stock: 688,200 shares (100 shares per 1 stock acquisition right)
- Issuance price of the stock acquisition right  
Stock acquisition rights shall be issued free of charge.
- Amount to be paid upon exercise of the stock acquisition rights: 5,762 yen
- Period during which stock acquisition rights may be exercised  
April 1, 2022 to July 28, 2031
- Terms for exercising stock acquisition rights

Stock acquisition rights cannot be exercised in fractional portions.

If persons allotted with stock acquisition rights (the "Stock Acquisition Right Holder") lose their positions as a Director or Senior Vice President of the Company, they may exercise the stock acquisition rights within three years from the date on which they lose their positions or by the final date of the exercise period, whichever comes first.

A Stock Acquisition Right Holder may not pledge or otherwise dispose of the stock acquisition rights.

Other conditions will be set out in the stock acquisition rights allotment agreement to be executed between the Company and the Stock Acquisition Right Holder pursuant to the resolution of the Company's Board of Directors.

- Status of stock acquisition rights held by the Directors and Senior Vice Presidents of the Company

	Number of stock acquisition rights	Type of shares subject to stock acquisition rights	Number of shares subject to stock acquisition rights	Number of holders
Directors (excluding independent Directors)	6,244	Common stock	624,400 shares	4
Senior Vice Presidents	638	Common stock	63,800 shares	3

Stock acquisition rights issued based on the resolution of the meeting of the Board of Directors held on July 8, 2022.

- Number of stock acquisition rights: 4,851
- Type and number of shares subject to stock acquisition rights

Common stock: 485,100 shares (100 shares per 1 stock acquisition right)

- Issuance price of the stock acquisition right  
Stock acquisition rights shall be issued free of charge.
- Amount to be paid upon exercise of the stock acquisition rights: 4,700 yen
- Period during which stock acquisition rights may be exercised  
April 1, 2023 to July 24, 2032
- Terms for exercising stock acquisition rights  
Stock acquisition rights cannot be exercised in fractional portions.

If persons allotted with stock acquisition rights (the “Stock Acquisition Right Holder”) lose their positions as a Director or Senior Vice President or employees of the Company or its subsidiaries, they may exercise the stock acquisition rights within three years from the date on which they lose their positions or by the final date of the exercise period, whichever comes first. A Stock Acquisition Right Holder may not pledge or otherwise dispose of the stock acquisition rights.

Other conditions will be set out in the stock acquisition rights allotment agreement to be executed between the Company and the Stock Acquisition Right Holder pursuant to the resolution of the Company’s Board of Directors.

- Status of stock acquisition rights held by the Directors and Senior Vice President and senior level personnel of the Company

	Number of stock acquisition rights	Type of shares subject to stock acquisition rights	Number of shares subject to stock acquisition rights	Number of holders
Directors (excluding independent Directors)	2,290	Common stock	229,000 shares	3
Senior Vice President and senior level personnel	2,561	Common stock	256,100 shares	8

Stock acquisition rights issued based on the resolution of the meeting of the Board of Directors held on July 11, 2023.

- Number of stock acquisition rights: 4,405
- Type and number of shares subject to stock acquisition rights  
Common stock: 440,500 shares (100 shares per 1 stock acquisition right)
- Issuance price of the stock acquisition right  
Stock acquisition rights shall be issued free of charge.
- Amount to be paid upon exercise of the stock acquisition rights: 4,773 yen
- Period during which stock acquisition rights may be exercised  
April 1, 2024 to July 25, 2033
- Terms for exercising stock acquisition rights  
Stock acquisition rights cannot be exercised in fractional portions.

If persons allotted with stock acquisition rights (the “Stock Acquisition Right Holder”) lose their positions as a Director or Senior Vice President of the Company, they may exercise the stock acquisition rights within three years from the date on which they lose their positions or by the final date of the exercise period, whichever comes first.

A Stock Acquisition Right Holder may not pledge or otherwise dispose of the stock acquisition rights.

Other conditions will be set out in the stock acquisition rights allotment agreement to be executed between the Company and the Stock Acquisition Right Holder pursuant to the resolution of the Company's Board of Directors.

- Status of stock acquisition rights held by the Directors and Senior Vice Presidents of the Company

	Number of stock acquisition rights	Type of shares subject to stock acquisition rights	Number of shares subject to stock acquisition rights	Number of holders
Directors (excluding independent Directors)	3,318	Common stock	331,800 shares	4
Senior Vice Presidents	1,087	Common stock	108,700 shares	4

### Status of Stock Acquisition Rights Granted in FY2023

Stock acquisition rights issued based on the resolution of the meeting of the Board of Directors held on July 11, 2023.

- Number of stock acquisition rights: 4,602
- Type and number of shares subject to stock acquisition rights  
Common stock: 460,200 shares (100 shares per 1 stock acquisition right)
- Issuance price of the stock acquisition right  
Stock acquisition rights shall be issued free of charge.
- Amount to be paid upon exercise of the stock acquisition rights: 4,773 yen
- Period during which stock acquisition rights may be exercised  
April 1, 2024 to July 25, 2033
- Terms for exercising stock acquisition rights

Stock acquisition rights cannot be exercised in fractional portions.

If persons allotted with stock acquisition rights (the "Stock Acquisition Right Holder") lose their positions as a Director or Senior Vice President of the Company, they may exercise the stock acquisition rights within three years from the date on which they lose their positions or by the final date of the exercise period, whichever comes first.

A Stock Acquisition Right Holder may not pledge or otherwise dispose of the stock acquisition rights.

Other conditions will be set out in the stock acquisition rights allotment agreement to be executed between the Company and the Stock Acquisition Right Holder pursuant to the resolution of the Company's Board of Directors.

- Status of stock acquisition rights held by the Directors and Senior Vice Presidents of the Company



	Number of stock acquisition rights	Type of shares subject to stock acquisition rights	Number of shares subject to stock acquisition rights	Number of holders
Directors (excluding independent Directors)	3,318	Common stock	331,800 shares	4
Senior Vice Presidents	1,284	Common stock	128,400 shares	5

## Independent Directors and Independent Audit and Supervisory Board Members

### Relationship between Significant Entities Where Independent Directors and Independent Audit and Supervisory Board Members Hold Concurrent Positions and the Company

Name	Relationship
<p>Naoki Izumiya (Appointed in June 2018)</p>	<p>Naoki Izumiya has within the past 10 years served as Chairman and Representative Director of Asahi Group Holdings, Ltd., and serves as Independent Director of Obayashi Corporation.</p> <p>These companies have business relationships with the Company. However, such transactions account for less than 1% of the consolidated revenue of these companies and Recruit Holdings, respectively, and are thus too small to be material.</p> <p>Therefore, the Company believes that Mr. Izumiya has sufficient independence where there are no potential conflicts of interests with general shareholders.</p>
<p>Hiroki Totoki (Appointed in June 2018)</p>	<p>Hiroki Totoki currently serves as Director, President, COO and CFO, Representative Corporate Executive Officer, of Sony Group Corporation, which has a business relationship with the Company. However, such transactions account for less than 1% of the consolidated revenue of Sony Group Corporation and Recruit Holdings, respectively, and are thus too small to be material.</p> <p>Therefore, the Company believes that Mr. Totoki has sufficient independence where there are no potential conflicts of interests with general shareholders.</p>
<p>Keiko Honda (Appointed in June 2022)</p>	<p>Keiko Honda currently serves as Independent Director of AGC, Outside Director of Mitsubishi UFJ Financial Group, and Adjunct Professor and Adjunct Senior Research Scholar at Columbia University School of International and Public Affairs. They have business relationships with the Company. However, such transactions account for less than 1% of the consolidated revenue of these companies and Recruit Holdings, respectively, and are thus too small to be material.</p> <p>In addition, she has within the past 10 years served as CEO and Executive Vice President of Multilateral Investment Guarantee Agency (World Bank Group), which has no material business relationship with the Company.</p> <p>Therefore, the Company believes that Ms. Honda has sufficient independence where there are no potential conflicts of interests with general shareholders.</p>

Katrina Lake  
(Appointed in June 2023)

Katrina Lake has within the past 10 years served as CEO and Chairperson of Stitch Fix, Inc., which has a business relationship with the Company. However, such transactions account for less than 1% of the consolidated revenue of Stitch Fix, Inc. and Recruit Holdings, respectively, and are thus too small to be material.

Therefore, the Company believes that Ms. Lake has sufficient independence where there are no potential conflicts of interests with general shareholders.

Yoichiro Ogawa  
(Appointed in June 2020)

Yoichiro Ogawa currently works as Chief of Yoichiro Ogawa CPA Office, which has no material business relationship with the Company.

In addition, he has within the past 10 years worked for Deloitte Touche Tohmatsu Limited, Deloitte Touche Tohmatsu LLC, and the Deloitte Tohmatsu Group, and currently serves as Outside Director of Honda Motor Co., Ltd. These companies have business relationships with the Company. However, such transactions account for less than 1% of the sales of those companies and Recruit Holdings consolidated revenue, respectively, and are thus too small to be material.

Therefore, the Company believes that Mr. Ogawa has sufficient independence where there are no potential conflicts of interests with general shareholders.

Katsuya Natori  
(Appointed in June 2020)

Katsuya Natori currently serves as Outside Audit and Supervisory Board Member of circlace, Inc., and Outside Director of TOKYO ROPE MFG. CO., LTD and TOYO CONSTRUCTION CO.,LTD.

These companies have business relationships with the Company. However, such transactions account for less than 1% of the consolidated revenue of these companies. and Recruit Holdings, respectively, and are thus too small to be material.

In addition, he serves as Managing Partner of ITN Partners and Supervisory Director of Global One Real Estate Investment Corporation. These companies have no material business relationship with the Company.

Therefore, the Company believes that Mr. Natori has sufficient independence where there are no potential conflicts of interests with general shareholders.

## **Independence Criteria of Independent Directors and Independent Audit and Supervisory Board Members**

The Company selects independent Directors and independent Audit and Supervisory Board members in accordance with the independence standards established by the Tokyo Stock Exchange. In addition, the Company has a policy to select candidates who meet all of the following criteria:

- In case the candidate, or an entity for which the candidate serves as an executive member, is a shareholder of the Company, the voting rights held by the candidate or the entity should not exceed 10%.
- Transactions between the Company and the entity, where the candidate is an executive member, should not exceed 1% of the Company's consolidated revenue during the most recent fiscal year.
- Transactions between the Company and the entity, where the candidate is an executive member, should not exceed 1% of the consolidated revenue of the entity to which the candidate belongs during the most recent fiscal year.

## **Relationship with Major Business Partners and Other Specified Associated Service Providers**

Not applicable to any of the independent Directors and independent Audit and Supervisory Board members.

## **Activities of Independent Directors and Independent Audit and Supervisory Board Members during FY2023**

For the attendance record of each person at the Board of Directors meetings, the Audit and Supervisory Board meetings, and Committees during FY2023, please refer to "Composition and Attendance of the Board and Committees as of March 31, 2024" in the "Corporate Governance Overview."

### **Naoki Izumiya, Independent Director**

Naoki Izumiya has made statements in the Board of Directors meeting from a practical perspective as an independent Director, based on his deep insight cultivated through his experience as President and Representative Director as well as Chairman of the Board of Asahi Group Holdings, Ltd., a global manufacturing company, and as an outside Director of listed companies.

As Chairman of the Nominating Committee he demonstrated strong leadership, in improving the transparency of the selection process of Directors and Senior Vice Presidents, including the CEO. He also served as a member of the Compensation Committee, and contributed to discussions surrounding the compensation and evaluation of Directors of the Board and Senior Vice Presidents.

### **Hiroki Totoki, Independent Director**

Hiroki Totoki has made statements in the Board of Directors meeting from a practical perspective as an independent Director, based on his deep insight cultivated through his experience as Director, President, COO and CFO, Representative Corporate Executive Officer, of Sony Group Corporation, a global company with diversified business portfolios, and as Director of its group companies.

As Chairman of the Compensation Committee, he demonstrated strong leadership in discussions on the compensation and evaluation of Directors and Senior Vice Presidents. He also served as a member of the Nomination Committee and contributed to discussions and to improving transparency in the process

of appointing Directors of the Board and Senior Vice Presidents, including the CEO.

#### **Keiko Honda, Independent Director**

Keiko Honda has made statements in the Board of Directors meeting from a practical perspective as an independent Director, based on her deep insight cultivated through her experience in key roles in both financial institutions and consulting firms.

She also contributed to discussions improving transparency in the process of appointing Directors and Senior Vice Presidents, including the CEO, as a member of the Nomination Committee, contributed to discussions surrounding the compensation and evaluation of Directors of the Board and Senior Vice Presidents as a member of the Compensation Committee, and contributed to discussions on the evolution of our sustainability strategy as a member of the Sustainability Committee.

#### **Katrina Lake, Independent Director**

Katrina Lake has made statements in the Board of Directors meeting from a practical perspective as an independent Director, based on her deep insight cultivated through her experience as CEO and Chairperson of Stitch Fix, Inc., a publicly traded on US stock exchange, which operates a technology-based platform business.

She also contributed to discussions as a member of the Compensation Committee on the compensation and evaluation of Directors and Senior Vice Presidents.

#### **Yoichiro Ogawa, Independent Audit and Supervisory Board Member**

Yoichiro Ogawa made statements in the Board of Directors meeting from a neutral and objective perspective as an Independent Audit and Supervisory Board member, based on international accounting knowledge gained as a certified public accountant and extensive international experience gained through management experience at a global accounting firm.

For the activities in the Audit and Supervisory Board meetings, please refer to “Status of Audits.”

He also contributed to discussions as a member of the Nomination Committee and to improving transparency in the process of appointing Directors and Senior Vice Presidents, including the CEO.

#### **Katsuya Natori, Independent Audit and Supervisory Board Member**

Katsuya Natori made statements in the Board of Directors meeting from a neutral and objective perspective as an Independent Audit and Supervisory Board member, based on a high level of insight in corporate and international legal affairs cultivated through experience as a lawyer and as head of the legal department of a global IT company.

For the activities in the Audit and Supervisory Board meetings, please refer to “Status of Audits.”

He also contributed to discussions as a member of the Compensation Committee on the compensation and evaluation of Directors and Senior Vice Presidents.

## Independent Auditor

### Name

Ernst & Young ShinNihon LLC

### Amount of Compensation

#### Compensation for Audit in FY2023

525 million yen

#### Total amount of monetary and other financial benefits payable by the Company to the Independent Auditor

733 million yen

- \* The audit engagement entered into by the Company and the Independent Auditor does not clearly distinguish the amount of auditor compensation, etc. for audits prescribed in the Companies Act of Japan and those prescribed in the Financial Instruments and Exchange Act. Therefore, the compensation for the audit above shows the total amount of such compensation.
- \* The Audit and Supervisory Board verified the contents of the audit plan which included the auditing time, changes in the amount of audit compensation, as well as the audit plan and its performance results in previous years, and as a result of careful review on the adequacy of the amount of compensation, has approved the amount of compensation, etc. to be paid to the Independent Auditor, pursuant to the provisions of Article 399, Paragraph 1 of the Companies Act of Japan.
- \* Some of the consolidated subsidiaries of the Company undergo an audit by audit corporations other than the Independent Auditor of the Company.

### Description of Non-audit Business

The Company retains the Independent Auditor for services including various advisory services as non-audit businesses and pays compensation for such services.

### Policy regarding Determination of Dismissal or Non-reappointment of Independent Auditor

In the case that the Independent Auditor falls under any of the items prescribed in Article 340, Paragraph 1 of the Companies Act of Japan, the Audit and Supervisory Board shall dismiss the Independent Auditor upon consent of all Audit and Supervisory Board members. In cases other than above, where the conduct of a proper audit is deemed difficult due to factors such as the occurrence of an event damaging the eligibility and independence of the Independent Auditor, the Audit and Supervisory Board shall propose the dismissal or non-reappointment of the Independent Auditor to a Shareholders Meeting.

## Internal Controls and Their Operational Status

### Internal Controls

Important details of the Company's internal control policies, procedures, and processes were approved as follows by resolution of the Board of Directors meeting on March 15, 2023.

### ***Measures to Ensure That Directors and Employees of the Company Comply with Laws and Regulations and the Articles of Incorporation in the Execution of Their Duties***

#### ***Governance Structure***

- A Board of Directors, which must include independent Directors, shall be established at the Company to carry out decision-making on important matters.
- An Audit and Supervisory Board, which shall include independent Audit and Supervisory Board members, shall be established at the Company. The Company's Audit and Supervisory Board members shall audit the execution of duties by the Company's Directors by attending meetings of the Board of Directors and other important meetings and investigating the state of operations and similar matters on the basis of the audit standards established by the Audit and Supervisory Board.
- The Company shall establish a Nomination Committee and Compensation Committee, each chaired by an independent Director, to conduct deliberations on the nomination, appointment, evaluation and compensation of the Directors and Senior Vice Presidents.
- The Company shall dispatch its Directors to each SBU Headquarters, such that the Company's Directors account for a majority of the Board of Directors of each SBU Headquarters and supervise the management of each SBU Headquarters.

#### ***Internal Audit***

- An Internal Audit Department shall be established within the Company, under the direct control of the Representative Director, President, CEO, and shall conduct audits of the Company's managers, employees, and similar personnel (collectively, "Recruit Affiliated Persons") and their compliance with laws and regulations, as well as the Articles of Incorporation and company policies.

#### ***Code of Ethics and Internal Policies***

- The "Recruit Group Code of Ethics" shall be established and all Recruit Affiliated Persons shall be informed thereof.
- While giving due consideration to the autonomy and independence of the Company's subsidiaries, the "Recruit Group Policies" shall be established as shared group-wide policies for Recruit Holdings and its subsidiaries on matters such as decision-making, investment management, finance, human resource management, risk management, and compliance, in order to realize unified group-wide management of the whole Company.

#### ***Structure for Compliance***

- The Company shall establish the "Recruit Group Compliance Policy" that sets forth basic policies regarding compliance. The Company's Board of Directors shall appoint an individual with ultimate responsibility for compliance, establish a department in charge of compliance, make decisions on basic group-wide compliance policies, and monitor the effectiveness of the compliance measures. The Representative Director, President and CEO, shall convene and serve as chairperson of the

Compliance Committee and shall evaluate the effectiveness of each SBU's compliance program and make decisions on the group-wide compliance plan at the Business Strategy Meeting.

- The Board of Directors of each SBU Headquarters shall appoint an individual with ultimate responsibility for compliance at the SBU, make decisions on the SBU's basic compliance policies, and monitor the effectiveness of the SBU's compliance measures. The CEO of each SBU Headquarters shall convene and serve as chairperson of the Compliance Committee for the SBU and shall evaluate the effectiveness of the SBU's compliance and make decisions on and inspections of the SBU Headquarters' operational plans.
- The CEO of each subsidiary of the Company shall appoint an individual with ultimate responsibility for compliance at the subsidiary, evaluate the effectiveness, and make decisions on and inspections of the subsidiary's operational plans of its compliance.

### ***Whistleblowing Policy***

- The Holding Company and its subsidiaries shall establish measures, including reporting hotlines for harassment and/or illegal or other improper behavior, to promptly transmit information to the applicable department in charge of compliance within the Company or the relevant subsidiary, in the event that a Recruit Affiliated Person discovers a potential issue related to internal controls. The department in charge of compliance that receives the report shall promptly and thoroughly investigate the matter, decide on response measures in consultation with the related departments, and implement appropriate response measures.

### ***Training***

- The Holding Company and its subsidiaries shall plan and conduct necessary training for Recruit Affiliated Persons to ensure compliance with the "Recruit Group Code of Ethics" and internal policies.

### ***Disciplinary Actions***

- In the event that a violation of laws, regulations, internal policies, or other compliance rules is discovered, the Holding Company and its subsidiaries shall impose strict measures against any Recruit Affiliated Persons involved in such violation.

### ***Preventing All Relationships with Anti-Social Forces***

- The Company shall establish procedures to prevent all relationships, including business relationships, with anti-social forces, as defined by the Japanese government.

### ***Policies and Procedures concerning Retention and Management of Information regarding the Execution of Duties by the Company's Directors***

- The Holding Company shall establish the "Documents and Contracts Management Policy," providing for the creation and retention of documents and materials related to Directors' execution of their duties, including documents such as the minutes of Annual Meetings of Shareholders, meetings of the Board of Directors, and Business Strategy Meetings.
- The length of time of, and department responsible for, the retention of the documents described in the previous paragraph shall be as set forth in the "Documents and Contracts Management Policy." Documents shall be retained in a manner that allows them to be viewed upon request by Recruit Holdings' Directors and Audit and Supervisory Board members.



### ***Internal Policies and Other Measures concerning Management of Risk of Loss***

- The Company shall establish the “Recruit Group Risk Management Policy” and “Recruit Group Risk Escalation Rules” to provide comprehensive, group-wide risk management.
- The Company’s Board of Directors shall appoint an individual with ultimate responsibility for group-wide risk management, establish a department in charge of risk management, and make decisions on the basic policies regarding, and monitor the status of, the Company’s risk management. In addition, the Risk Management Committee, chaired by the Director responsible for group-wide risk management, shall monitor risk management within each SBU and identify risks. Based on the results of these committee meetings, the Business Strategy Meeting shall identify and determine risks requiring particular attention at the group level and discuss measures to mitigate such risks.
- The Board of Directors of each SBU Headquarters shall appoint an individual with ultimate responsibility for risk management at the SBU and make decisions on basic policies regarding, and monitor the status of, the SBU’s risk management. In addition, through the SBU Risk Management Committee attended by those responsible for the respective management functions of each SBU Headquarters, the Board of Directors of each SBU Headquarters shall monitor the status of risk management at each SBU as well as identify and determine the risks deserving of particular attention.
- The CEO of each of the Company’s subsidiaries shall be ultimately responsible for risk management at the subsidiary and shall appoint an individual to oversee risk management at the subsidiary, identify risks for the subsidiary and determine the significance of such risks.
- If a serious incident occurs that may affect the Company as a whole, the Company shall establish a crisis management task force to address the situation.

### ***Measures to Ensure the Efficient Execution of Duties by the Company’s Directors and Its Subsidiaries***

- The Company’s Board of Directors or the Business Strategy Meeting shall set group-wide management targets for the Company and shall make these targets widely known within the Company as a whole, while also setting specific targets to be achieved by each function of the Company in order to achieve the group-wide targets. The Company’s Senior Vice Presidents in charge of each function shall determine and execute efficient methods of achieving these targets.
- The Company’s Board of Directors shall regularly review the Company’s progress in achieving these targets and, by promoting improvements such as eliminating or reducing factors that impede efficiency and increase the likelihood of achieving the targets.
- The Company shall establish a Business Strategy Meeting as an advisory body to the CEO and shall carry out discussions on necessary matters regarding management of the Company as a whole.
- In addition, expert committees such as the Sustainability Committee shall be set up as advisory bodies to the Company’s Board of Directors and the Business Strategy Meeting.

### ***Policies and Procedures to Ensure the Reliability of Internal Controls for Financial Reporting***

- The Company shall establish the “J-SOX General Policy,” the policy for the Japanese regulatory framework similar to Sarbanes-Oxley (SOX), and a system of internal control for financial reporting

based on the internal control reporting system described in the Financial Instruments and Exchange Act of Japan.

### ***Policies and Procedures concerning Reporting to the Holding Company regarding the Execution of Duties by Subsidiaries' Directors and Similar Persons***

- The Holding Company shall establish internal divisions to oversee each SBU. Based on requests from such oversight divisions, Directors of the subsidiaries shall regularly report their business results and the status of implementation of their business strategies to their respective oversight divisions.
- The Holding Company and SBU Headquarters shall share information regarding their management activities on a regular basis, and discuss management policies, as needed.
- The Company shall establish the “Group Management Policy of the Recruit Group” and require the Company’s subsidiaries to obtain approval of the Holding Company regarding important issues and make a prior confirmation with or subsequent report to the relevant departments of the Company.

### ***Matters concerning Appointment of Employees to Assist Audit and Supervisory Board Members in Their Audit Duties***

- The Company shall appoint one or more persons as “Assistants to support the Company’s Audit and Supervisory Board members” (“Assistants”) and make an official announcement of the appointment.

### ***Matters relating to Ensuring the Independence of Employees from the Company’s Directors Described in the Preceding Item and the Effectiveness of Instructions Given to the Employees***

- Assistants shall only follow the directions provided by the Audit and Supervisory Board members in supporting their duties. The opinions of the Audit and Supervisory Board members and the Audit and Supervisory Board shall be respected with regard to the appointment, transfer, evaluation, and discipline of these Assistants.

### ***Procedures concerning Reports to the Company’s Audit and Supervisory Board Members***

- Recruit Affiliated Persons and the Company’s Independent Auditor shall report to the applicable Audit and Supervisory Board members of the Company on the matters set forth below. Measures shall be put in place to allow for reporting in a timely manner by means of meetings, interviews, telephone, email, and similar methods.
  - Material matters regarding business management
  - Matters that have the potential to cause significant loss to the Company
  - Material matters regarding internal auditing and risk management
  - Material violations of laws, regulations, or the Articles of Incorporation
  - Any other material matters regarding internal controls
- The Company’s Audit and Supervisory Board members and the Internal Audit Department shall cooperate with the Directors and Audit and Supervisory Board members of each SBU Headquarters and its subsidiaries as needed and share information on a regular basis.

***Measures to Ensure That Individuals Reporting on Matters Described in the Preceding Item Are Not Unfavorably Treated on the Basis of Such Reporting***

- The Company shall establish the “Recruit Group Compliance Policy” under which any individual who has made a report described in the preceding item may not be subjected to unfavorable treatment such as dismissal, unjustified transfer, or similar measures due to him or her reporting such matters in good faith.

***Matters relating to Policies concerning Procedures for Making Advance Payments or Reimbursements of Expenses Incurred in Connection with the Execution of Duties by the Company’s Audit and Supervisory Board Members and Treatment of Other Expenses or Obligations Associated with the Execution of Duties by These Members***

- The Company shall bear the costs of the budget requested in advance by the Audit and Supervisory Board members for expenses necessary to execute their duties. In addition, the Company’s Audit and Supervisory Board members may request payment from the Company of expenses incurred in urgent or unexpected circumstances, and the Company shall bear such costs.

***Other Measures to Ensure the Effectiveness of Audits by Audit and Supervisory Board Members***

- The Company’s Audit and Supervisory Board members and Audit and Supervisory Board shall hold regular meetings to exchange opinions with the Representative Director, President, CEO and with the Company’s Independent Auditor, respectively.

**Overview of Operational Status of Internal Controls**

The Company endeavors to develop and appropriately operate its internal controls based on the resolution described above by having the Internal Audit Department carry out inspections.

A description of the main points of the operational status of internal controls during FY2023 is as follows.

***Compliance Initiatives***

- The Company provided compliance training to Recruit Affiliated Persons based on group-wide policies on information management and the prevention of insider trading, in addition to other policies such as the “Recruit Group Code of Ethics” and “Recruit Group Compliance Policy,” to increase awareness of compliance.
- Based on the “Recruit Group Compliance Policy,” the Company has set up a group-wide consultation hotline for the purpose of preventing violations of laws and regulations and other improper activities. The “Recruit Group Compliance Policy” provides that any individual who makes a report through the hotline shall not be subject to unfavorable treatment by the Company on the basis of making such a report. The status of internal reporting and consultations made on the Company’s hotline was reported regularly to the Board of Directors.
- Based on the information collected from the Company’s administrative division and subsidiaries, the status of group-wide compliance was deliberated in the Compliance Committee, after which the Company determined appropriate measures to be taken and reported the measures and their implementation status to the Board of Directors. Based on the determined policies, meetings of the SBU Compliance Committee were held at each SBU.
- Internal audits were performed by the Internal Audit Department, which is under the direct supervision of the Representative Director, President and CEO. The Internal Audit Department performed audits of each division of Recruit Holdings and its subsidiaries in accordance with the annual plan approved by the Board of Directors and reported to the President and Representative

Director as well as the Board of Directors.

### ***Risk Management Initiatives***

- The Company worked to achieve widespread understanding of the “Recruit Group Risk Management Policy,” which defines the risk management objectives, procedures, and methods of managing risk in the Company as a whole, and the “Recruit Group Risk Escalation Rules,” which aim to ensure immediate reporting and sharing of information in the event of a crisis, by posting them on the Company’s intranet, among other measures.
- In accordance with the “Recruit Group Risk Management Policy,” meetings of the SBU Risk Management Committee were held at each SBU. Based on information collected from each committee and the Company’s administrative division, matters concerning risks identified and remedial measures were determined at meetings of the Risk Management Committee, after which the Company reported to the Board of Directors which risks required focused efforts. The progress of remedial measures was confirmed by the same process.

### ***Initiatives to Promote Appropriate and Efficient Execution of Professional Duties***

- During FY2023, the Board of Directors of the Company met 10 times. In addition to resolutions on matters reserved for the decision of the Board of Directors pursuant to laws and regulations and the Company’s Articles of Incorporation, the Board of Directors also made decisions on matters that may have a major impact on the Recruit Group Management Philosophy, the Company’s corporate governance, and the Company’s consolidated financial results as well as the reputation of the Company as a whole.
- During FY2023, the Business Strategy Meeting, an advisory body to the Company’s CEO, was held 15 times. The meeting acted as a platform to ascertain the state of business execution by each business division and deliberate on important matters delegated by the Board of Directors, thereby enabling the CEO of the Company to apply a flexible decision-making process.

### ***Management of Subsidiaries***

- Based on the “Group Management Policy of the Recruit Group” and similar standards, the Company decided important matters regarding its subsidiaries and received subsequent reports from the subsidiaries regarding such matters.
- The Company’s monthly business results were reported to the Board of Directors, which confirmed and deliberated matters including progress toward achieving the Company’s management targets, management issues, and response measures.

### ***Activities of Audit and Supervisory Board Members***

- Reporting and information disclosure to Audit and Supervisory Board members were conducted at important Company meetings by ensuring opportunities for Audit and Supervisory Board members to attend these meetings.
- Audit and Supervisory Board members worked to increase the effectiveness of their audits primarily by holding regular information-sharing meetings with Audit and Supervisory Board members of the Company’s subsidiaries, and Directors of its subsidiaries in charge of audits. They also held regular meetings with the Internal Audit Department and Independent Auditor of the Company. In addition, Senior Vice Presidents of the Company reported to Audit and Supervisory Board members on business results, the state of business operations, the development of internal controls, and similar matters, to enhance the effectiveness of audits conducted by Audit and Supervisory Board members.

- The Representative Director, President and CEO and Audit and Supervisory Board members held regular meetings to exchange opinions.
- The Company has appointed an “Assistant to support the Company Audit and Supervisory Board Members” in their duties. The Company ensures the independence of such Assistants from the Directors, which includes respecting the opinions of the Audit and Supervisory Board members with regard to the appointment, transfer, evaluation, and discipline of these Assistants.

# CONSOLIDATED FINANCIAL STATEMENTS

## Consolidated Statements of Financial Position

As of March 31, 2024

(In millions of yen)

Description	Amount
<b>Assets</b>	
<b>Current assets</b>	<b>1,762,744</b>
Cash and cash equivalents	1,136,858
Trade and other receivables	549,814
Other financial assets	5,608
Other assets	70,462
<b>Non-current assets</b>	<b>1,381,902</b>
Property and equipment	66,513
Right-of-use assets	170,366
Goodwill	510,638
Intangible assets	185,219
Investments in associates and joint ventures	26,841
Other financial assets	210,271
Deferred tax assets	203,482
Other assets	8,567
<b>Total assets</b>	<b>3,144,646</b>
<b>Liabilities</b>	
<b>Current liabilities</b>	<b>758,879</b>
Trade and other payables	359,856
Borrowings	374
Lease liabilities	44,248
Other financial liabilities	541
Income tax payables	37,679
Provisions	17,214
Other liabilities	298,965
<b>Non-current liabilities</b>	<b>376,866</b>
Borrowings	1,020
Lease liabilities	175,488
Other financial liabilities	556

Provisions	15,059
Net liability for retirement benefits	64,943
Deferred tax liabilities	111,610
Other liabilities	8,186
<b>Total liabilities</b>	<b>1,135,746</b>
<b>Equity</b>	
<b>Equity attributable to owners of the parent</b>	<b>2,000,922</b>
Common stock	40,000
Retained earnings	1,884,258
Treasury stock	(407,049)
Other components of equity	483,714
<b>Non-controlling interests</b>	<b>7,977</b>
<b>Total equity</b>	<b>2,008,900</b>
<b>Total liabilities and equity</b>	<b>3,144,646</b>

## Consolidated Statements of Profit or Loss

For the year ended March 31, 2024

(In millions of yen)

Description	Amount
<b>Revenue</b>	<b>3,416,492</b>
Cost of sales	1,451,961
<b>Gross profit</b>	<b>1,964,530</b>
Selling, general and administrative expenses	1,521,355
Other operating income	7,388
Other operating expenses	48,036
<b>Operating income</b>	<b>402,526</b>
Share of profit (loss) of associates and joint ventures	(1,356)
Finance income	55,930
Finance costs	30,859
<b>Profit before tax</b>	<b>426,241</b>
Income tax expense	71,645
<b>Profit for the year</b>	<b>354,596</b>
<b>Profit attributable to:</b>	
Owners of the parent	353,654
Non-controlling interests	942
Profit for the year	354,596



## Consolidated Statements of Changes in Equity

For the year ended March 31, 2024

(In millions of yen)

	Equity attributable to owners of the parent						
	Common stock	Share premium	Retained earnings	Treasury stock	Other components of equity		
					Share-based payments	Exchange differences on translation of foreign operations	Effective portion of the change in the fair value of cash flow hedges
Balance at April 1, 2023	40,000	33,754	1,711,350	(432,612)	75,595	198,859	63
Profit for the year			353,654				
Other comprehensive income						196,612	(63)
Comprehensive income for the year	-	-	353,654	-	-	196,612	(63)
Transfer from other components of equity to retained earnings			3,705				
Purchase of treasury stock		(104)		(218,812)			
Disposal of treasury stock		23,720		48,543	(70,750)		
Retirement of treasury stock		(195,832)		195,832			
Transfer from retained earnings to share premium		149,074	(149,074)				
Dividends			(35,377)				
Share-based payments					83,397		
Equity transactions with non-controlling interests		(10,613)					
Transactions with owners - total	-	(33,754)	(180,746)	25,563	12,647	-	-
Balance at March 31, 2024	40,000	-	1,884,258	(407,049)	88,242	395,471	-

	Equity attributable to owners of the parent				Non-controlling interests	Total equity
	Other components of equity			Total		
	Net change in financial assets measured at fair value through other comprehensive income	Remeasurements of defined benefit plans	Total			
Balance at April 1, 2023	-	-	274,517	1,627,010	13,939	1,640,949
Profit for the year			-	353,654	942	354,596
Other comprehensive income	5,409	(1,704)	200,254	200,254	546	200,801
Comprehensive income for the year	5,409	(1,704)	200,254	553,909	1,488	555,397
Transfer from other components of equity to retained earnings	(5,409)	1,704	(3,705)	-		-
Purchase of treasury stock			-	(218,917)		(218,917)
Disposal of treasury stock			(70,750)	1,514		1,514
Retirement of treasury stock			-	-		-
Transfer from retained earnings to share premium			-	-		-
Dividends			-	(35,377)		(35,377)
Share-based payments			83,397	83,397		83,397
Equity transactions with non-controlling interests			-	(10,613)	(7,450)	(18,064)
Transactions with owners - total	(5,409)	1,704	8,941	(179,997)	(7,450)	(187,447)
Balance at March 31, 2024	-	-	483,714	2,000,922	7,977	2,008,900

## Notes to Consolidated Financial Statements

### Notes on Important Matters that Form the Basis for Preparing the Consolidated Financial Statements

#### Standards for Preparing the Consolidated Financial Statements

The Consolidated Financial Statements of the Company are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”), pursuant to Article 120, Paragraph 1 of the Rules of Corporate Accounting. Certain disclosure items required by IFRS are omitted pursuant to the latter part of the same paragraph.

#### Matters Related to the Scope of Consolidation

##### ***Status of consolidated subsidiaries***

Number of consolidated subsidiaries: 227

Names of major consolidated subsidiaries

- RGF OHR USA, INC.
- Indeed, Inc.
- Glassdoor LLC
- Recruit Co., Ltd.
- RGF Staffing B.V.
- Recruit Staffing Co., Ltd.
- STAFF SERVICE HOLDINGS CO., LTD.
- RGF Staffing France SAS
- RGF Staffing Germany GmbH
- RGF Staffing the Netherlands B.V.
- RGF Staffing UK Limited
- Unique NV
- Staffmark Group, LLC
- The CSI Companies, Inc.
- Chandler Macleod Group Limited

#### Matters Related to the Application of the Equity Method

##### ***Status of equity-method associates***

Number of equity-method associates: 8

Names of major companies, etc.

- 51job, Inc.
- kaonavi, inc.

## Material Accounting Policy Information

### **Valuation standards and valuation methods of financial instruments**

#### **Financial assets**

##### **Recognition, classification and measurement of financial assets**

Financial assets are recognized when the Company becomes a party to the contract of the financial instruments. The Company measures all financial assets at fair value at initial recognition and classifies them as financial assets measured at amortized cost, financial assets measured at fair value through other comprehensive income (“FVTOCI financial assets”), or financial assets measured at fair value through profit or loss (“FVTPL financial assets”).

##### **Financial assets measured at amortized cost**

The Company classifies financial assets that satisfy the following conditions as financial assets measured at amortized cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at amortized cost are initially recognized as the sum of the fair value and transaction costs, and subsequently measured at amortized cost using the effective interest method less impairment losses. Interest income, gains or losses on derecognition, and impairment losses are recognized as finance income or costs in profit or loss.

##### **FVTOCI financial assets**

###### **FVTOCI debt financial assets**

The Company classifies debt financial assets that satisfy the following conditions as FVTOCI debt financial assets measured at fair value through other comprehensive income:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTOCI debt financial assets are initially recognized as the sum of the fair value and transaction costs, and subsequent changes in fair value (other than impairment losses) are recognized in other comprehensive income. The cumulative amount in other comprehensive income is reclassified to profit or loss upon derecognition of the asset. Interest income, gains or losses on derecognition, and impairment losses are recognized as finance income or costs in profit or loss.

###### **FVTOCI equity financial assets**

Of financial assets measured at fair value, the Company classifies equity financial assets for which the Company has made an irrevocable election at initial recognition to present subsequent fair value changes in other comprehensive income as FVTOCI equity financial assets measured at fair value through other comprehensive income. The Company, in principle, designates all equity financial assets as FVTOCI equity financial assets.

FVTOCI equity financial assets are initially recognized as the sum of the fair value and transaction costs. Subsequent changes in fair value as well as gains or losses on derecognition are recognized in other comprehensive income, and their cumulative amount is immediately reclassified to retained earnings after being recognized in other components of equity. Dividends received on FVTOCI equity financial

assets are recognized as finance income when entitlement to the dividends is established, except for cases where the dividend clearly represents the recovery of part of the cost of investment.

### ***FVTPL financial assets***

The Company classifies all financial assets including derivatives as FVTPL financial assets, unless these are measured at amortized cost or at fair value through other comprehensive income as stated above.

FVTPL financial assets are initially recognized at fair value, and any subsequent changes in fair value as well as any gains or losses on disposal are recognized as finance income or costs in profit or loss.

### ***Impairment of financial assets***

The Company recognizes a provision for expected credit losses on financial assets measured at amortized cost or FVTOCI debt financial assets.

The Company assesses at the end of each reporting period whether credit risk on a financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has increased significantly since initial recognition, the provision for that financial asset is measured at an amount equal to lifetime expected credit losses. If credit risk has not increased significantly, the provision is measured at an amount equal to 12-month expected credit losses. Whether credit risk has increased significantly or not is determined based on changes in default risk. For trade receivables that do not contain a significant financing component, the provision is measured at an amount equal to lifetime expected credit losses under a simplified approach, based on historical evidence of credit losses, regardless of changes in the credit risk.

### ***Derecognition***

The Company derecognizes a financial asset when the contractual rights to cash flows arising from the financial asset expire or substantially all the risks and rewards of ownership of the financial asset are transferred. Interests in a transferred financial asset created or retained by the Company are recognized separately as assets and liabilities.

### ***Financial liabilities***

#### ***Recognition, classification and measurement of financial liabilities***

Financial liabilities are recognized when the Company becomes a party to the contract of the financial instruments. The Company measures all financial liabilities at fair value at initial recognition and classifies them as financial liabilities measured at amortized cost or financial liabilities measured at fair value through profit or loss ("FVTPL financial liabilities").

#### ***Financial liabilities measured at amortized cost***

The Company classifies all financial liabilities as financial liabilities measured at amortized cost, except for:

- FVTPL financial liabilities (including derivative liabilities)
- financial guarantee contracts
- contingent consideration recognized in a business combination

Financial liabilities measured at amortized cost are initially recognized as the fair value less transaction costs, and subsequently measured at amortized cost using the effective interest method.

### ***FVTPL financial liabilities***

FVTPL financial liabilities are initially recognized at fair value and any subsequent changes in fair value are recognized as finance income or costs in profit or loss, unless the hedge accounting criteria are met.

### ***Derecognition***

The Company derecognizes financial liabilities when the obligations are discharged, canceled, or expired.

### ***Offsetting financial instruments***

Financial assets and financial liabilities are offset and the net amount is presented in the consolidated statements of financial position only if there is a currently enforceable legal right to set off the recognized amounts, and there is an intention to either settle on a net basis or to realize the asset and settle the liability simultaneously.

### ***Derivatives and hedge accounting***

#### **Derivatives**

To hedge foreign currency risks and risks of changes in interest rates, the Company enters into derivative contracts, including interest rate swaps, currency swaps and forward foreign exchange contracts. These derivatives are initially recognized as assets or liabilities at fair value at the date on which the contracts are entered into, and subsequently measured at fair value at the end of the reporting period. The changes in the fair value of derivatives (gains and losses on valuation of derivatives) are immediately recognized in profit or loss if hedge accounting is not applied. The changes in the fair value of derivatives for which the purpose is to hedge foreign currency risks are presented in the consolidated statements of profit or loss after being offset by exchange differences (foreign exchange gains and losses) that arise from changes in foreign exchange rates of monetary items denominated in foreign currencies.

#### **Hedge Accounting**

When the hedging relationship qualifies for hedge accounting, the Company accounts for a part of the derivatives as cash flow hedges. The effective portion of changes in the fair value of derivatives designated as cash flow hedges is recognized in other comprehensive income, and the cumulative amount is recognized in other components of equity. The amount recognized in other components of equity is reclassified to profit or loss in order to offset the effects arising when the hedged item is recognized in profit or loss. The ineffective portion of cash flow hedges is immediately recognized in profit or loss.

### ***Depreciation and amortization methods of significant depreciable assets***

#### ***Property and equipment***

Property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses using the cost model.

The costs of property and equipment include those directly attributable to the acquisition of the asset and the estimate of the costs of dismantlement, removal and restoration.

Property and equipment are depreciated using the straight-line method over the useful life of each significant component of the asset. The depreciation method, useful lives and residual values are reviewed at the end of each fiscal year, and the effects of changes in estimates, if any, are accounted for as changes in accounting estimates prospectively by including them in profit or loss in the period of the change and future periods. Major useful lives of property and equipment are as follows:

- Buildings and structures: 2 to 50 years
- Tools, furniture and fixtures: 2 to 20 years

### ***Intangible assets***

Intangible assets are measured at cost less accumulated amortization and accumulated impairment losses using the cost model.

Intangible assets acquired separately are measured at cost at initial recognition. Identifiable intangible assets acquired through business combinations separately from goodwill are measured at fair value at the date on which the Company obtains control.

Expenditures on research activities are expensed as incurred. Expenditures on development activities are capitalized only if all of the following can be demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale
- the Company's intention to complete the intangible asset, and use or sell it
- the Company's ability to use or sell the intangible asset
- how the intangible asset will generate probable future economic benefits
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset
- the Company's ability to measure reliably the expenditure attributable to the intangible asset during its development

Intangible assets with definite useful lives are amortized using the straight-line method over their useful lives. The amortization method and useful lives are reviewed at the end of each fiscal year, and the effects of changes in estimates, if any, are accounted for as changes in accounting estimates prospectively by including them in profit or loss in the period of the change and future periods. Intangible assets with indefinite useful lives are not amortized. Major useful lives of intangible assets are as follows:

- Software: 5 years
- Customer-related assets: 2 to 15 years

### ***Leases***

Right-of-use assets are measured at cost less accumulated depreciation and accumulated impairment losses using the cost model. The cost of a right-of-use asset includes the amount of the initial measurement of the lease liability at the commencement date, any lease payments made at or before the commencement date less lease incentives, and restoration costs required by the lease contract. Right-of-use assets are depreciated using the straight-line method over the lease term. The lease term is reassessed upon the occurrence of a significant event or a significant change in circumstances that affects whether the lessee is reasonably certain to exercise the extension, or not to exercise the termination option. When the lease term is modified, the lease liability will be remeasured and, in principle, the amount of right-of-use assets will be adjusted. The Company has elected not to recognize right-of-use assets and lease liabilities for leases which are of low value.

### ***Accounting standards for significant allowances and provisions***

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Where the effect of the time value of money is material, the amount of the provision is measured at the present value of the expenditures expected to be required to settle the obligation. In calculating the present value, the Company uses a pre-tax discount rate that reflects the current market assessments of

the time value of money and the risks specific to the liability.

### ***Accounting standards for revenue***

The Company recognizes revenue based on the following five-step approach. The details of revenue recognition for each segment are described in “Notes on Revenue Recognition.”

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

### ***Other important matters that form the basis for preparing consolidated financial statements***

#### ***Impairment of non-financial assets***

At the end of each reporting period, the Company assesses whether there is any indication that its assets may be impaired. If any such indication exists, impairment tests are performed to assess the recoverable amount of the asset or the cash-generating unit (“CGU”) to which it belongs. Intangible assets with indefinite useful lives and those not yet available for use are not amortized, and tested for impairment annually irrespective of whether there is any indication of impairment, or whenever there is an indication of impairment.

The recoverable amount is measured at the higher of an asset or CGU’s fair value less costs of disposal and its value in use. The value in use is calculated by discounting the estimated future cash flows to their present value with a pre-tax discount rate that reflects the time value of money and the risks specific to the asset or CGU.

If the recoverable amount of an individual asset or a CGU is less than its carrying amount, the carrying amount is reduced to the recoverable amount, and an impairment loss is recognized as “Other operating expenses” in the consolidated statements of profit or loss. For assets for which impairment losses were recognized in prior periods, the Company assesses at the closing date whether there is any indication of a reversal of an impairment loss. If there is an indication of a reversal of an impairment loss, and the recoverable amount of an individual asset or a CGU exceeds its carrying amount, the impairment loss is reversed to the lower of its recoverable amount and the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized for the asset in prior periods.

#### ***Goodwill***

Goodwill is measured at cost less accumulated impairment losses. Goodwill is allocated to a CGU or a group of CGUs that is expected to benefit from the synergies of the business combination. A CGU or a group of CGUs to which goodwill is allocated is determined based on the smallest level unit at which the goodwill is monitored for internal management purposes, and no larger than an operating segment.

The Company performs an impairment test for a CGU or the group of CGUs to which goodwill was allocated at a specified point of time in each fiscal year or whenever there is an indication of impairment. If the recoverable amount of a CGU or a group of CGUs is less than its carrying amount in an impairment test, the difference is recognized as an impairment loss, in principle. In recognizing the impairment loss, the carrying amount of goodwill allocated to the CGU or the group of CGUs is reduced, and then the carrying amounts of the other assets in the CGU or the group of CGUs are reduced pro rata on the basis of the carrying amount of each asset. An impairment loss for goodwill is recognized in profit or loss as “Other operating expenses” and is not reversed in a subsequent period.

### ***Post-employment benefits***

The Company operates defined contribution plans and defined benefit plans as retirement benefit plans for employees.

#### ***Defined Contribution Plans***

Retirement benefit costs for defined contribution plans are recognized in profit or loss for the period over which the employees render the related services.

#### ***Defined Benefit Plans***

For each defined benefit plan, the Company calculates the present value of the defined benefit obligations and the related current service cost and past service cost using the projected unit credit method, and recognizes them as an expense. The discount rate is determined by reference to the closing-date market yields on high quality corporate bonds for the period corresponding to the discount period, which is set on the basis of the period until the expected date of benefit payment in each future fiscal year. Net interest on the net defined benefit liability is recorded as cost of sales or selling, general and administrative expenses. Remeasurements of the net defined benefit liability incurred in the current period are recognized as other comprehensive income, and the cumulative amount is immediately reclassified to retained earnings after being recognized in other components of equity.

### ***Effects of changes in foreign exchange rates***

The Company's consolidated financial statements are presented in Japanese yen, which is the functional currency of the Holding Company. Each entity in the Company determines its own functional currency, and the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are translated into the functional currency of the Company at the spot exchange rate on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the closing date. Non-monetary assets and liabilities measured at historical cost that are denominated in foreign currencies are translated into the functional currency using the exchange rates at the date of the initial transaction. Non-monetary assets and liabilities measured at fair value that are denominated in foreign currencies are translated into the functional currency using the spot exchange rates at the date when the fair value is determined. Differences arising from the translation and settlement are recognized as profit or loss. When a gain or loss on a non-monetary item is recognized in other comprehensive income, any exchange difference is also recognized in other comprehensive income.

The assets and liabilities of foreign operations are translated using the spot exchange rate at the closing date, while income and expenses of foreign operations are translated using the spot exchange rate at the date of the transaction or a rate that approximates such rate. The resulting translation differences are recognized as other comprehensive income. In cases where a foreign operation is disposed of, the cumulative amount of translation differences related to the foreign operation is recognized in profit or loss on disposal.

### ***Amounts presented***

Amounts presented are rounded down to the nearest million yen.



## Notes on Accounting Estimates

In preparing the consolidated financial statements, management makes judgments, accounting estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. Estimates and assumptions are based on management's best judgments based on historical performance and various factors considered reasonable. By their nature, however, actual results may differ from the estimates and assumptions made. Estimates and their underlying assumptions are continuously reviewed. The effects of changes in accounting estimates are recognized prospectively by including it in profit or loss in the period of the change and future periods. Estimates and assumptions that significantly affect the amounts recognized in the consolidated financial statements are as follows:

### Method of Fair Value Measurement of Financial Instruments

When measuring the fair values of certain financial instruments, the Company uses a valuation technique that includes unobservable inputs. The unobservable inputs may be affected by changes in uncertain future economic conditions. As of March 31, 2024, such accounting estimates were recognized under "Other financial assets" in the consolidated statements of financial position.

### Impairment of Property and Equipment, Right-of-use Assets, Goodwill and Intangible Assets

The Company tests property and equipment, right-of-use assets, goodwill and intangible assets for impairment in accordance with "Material Accounting Policy Information" in "Notes on Important Matters that Form the Basis for Preparing Consolidated Financial Statements." Recoverable amounts in impairment tests are measured based on assumptions such as growth rates and discount rates that are used in the estimates of future cash flow projections. These assumptions are determined by management's best estimates and judgments. However, they may be affected by changes in uncertain future economic conditions. As of March 31, 2024, such accounting estimates were recognized under "Property and equipment," "Right-of-use assets," "Goodwill," and "Intangible assets" in the consolidated statements of financial position. The details of goodwill and intangible assets are described in "Notes on Goodwill and Intangible Assets."

### Assessment of Defined Benefit Obligations

The Company operates defined benefit plans as retirement benefit plans. For each defined benefit plan, the present value of defined benefit obligations and the related costs including service cost are determined based on the actuarial assumptions such as discount rates, mortality rates, and other factors. These assumptions are determined by management's best estimates and judgments. However, they may be affected by changes in uncertain future economic conditions. As of March 31, 2024, such accounting estimates were recognized under "Net liability for retirement benefits" in the consolidated statements of financial position.

### Recoverability of Deferred Tax Assets

Deferred tax assets are recognized for deductible temporary differences, unused tax credits, and unused tax losses to the extent that it is probable that sufficient future taxable income will be available against which the deductible temporary differences can be utilized. The period in which it is probable that sufficient future taxable income will be available and the amount of the future taxable income are determined by management's best estimates and judgments. However, they may be affected by changes in uncertain future economic conditions. As of March 31, 2024, such accounting estimates were recognized under "Deferred tax assets" in the consolidated statements of financial position.

## Notes to Consolidated Statements of Financial Position

### Loss allowance directly deducted from assets

Trade and other receivables	10,131 million yen
Other financial assets	590 million yen

### Accumulated depreciation and accumulated impairment losses of property and equipment

139,454 million yen

### Accumulated depreciation and accumulated impairment losses of right-of-use assets

153,557 million yen

## Notes to Consolidated Statements of Profit or Loss

### Impairment of non-financial assets

The amount of impairment losses included in Other operating expenses is 37,592 million yen. This mainly includes impairment losses of 16,057 million yen on right-of-use assets and property, plant and equipment in connection with the integration of offices in HR Technology, impairment losses of 13,213 million yen on software and other assets in connection with the decline in profitability of certain cash-generating units in Matching & Solutions and impairment losses of 7,596 million yen on goodwill in connection with the decline in profitability of certain cash-generating units in Staffing.

## Notes to Consolidated Statements of Changes in Equity

### Class and total number of shares issued as of March 31, 2024

Common stock:	1,649,841,949 shares
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### Class and number of shares of treasury stock as of March 31, 2024

Common stock:	105,201,121 shares
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The Company has introduced the Board Incentive Plan ("BIP") Trust and the Employee Stock Ownership Plan ("ESOP") Trust. The number of shares of treasury stock as of March 31, 2024 includes 54,788,017 shares in the Holding Company held by the trusts. During FY2023, the BIP Trust and the ESOP Trust acquired 792,000 shares of the Holding Company's stock and sold and delivered 13,807,770 shares of the Holding Company's stock.

## Matters related to dividends

### Amount of dividends paid

Resolution	Source of dividends	Total amount of dividends (in millions of yen)	Dividend per share (yen)	Record date	Effective date
May 15, 2023 Meeting of the Board of Directors <sup>1</sup>	Retained earnings	18,116	11.0	March 31, 2023	June 27, 2023
November 8, 2023 Meeting of the Board of Directors <sup>2</sup>	Retained earnings	18,723	11.5	September 30, 2023	December 11, 2023

<sup>1</sup> The total amount of dividends includes dividends of 745 million yen on the shares in the Holding Company held by the BIP Trust and the ESOP Trust.

<sup>2</sup> The total amount of dividends includes dividends of 715 million yen on the shares in the Holding Company held by the BIP Trust and the ESOP Trust.

### Dividends whose record date is in the year ended March 31, 2024 but whose effective date is in the following fiscal year

Resolution	Source of dividends	Total amount of dividends (in millions of yen)	Dividend per share (yen)	Record date	Effective date
May 15, 2024 Meeting of the Board of Directors <sup>1</sup>	Retained earnings	18,393	11.5	March 31, 2024	June 21, 2024

<sup>1</sup> The total amount of dividends includes dividends of 630 million yen on the shares in the Holding Company held by the BIP Trust and the ESOP Trust.

### Class and number of shares to be issued upon the exercise of stock acquisition rights as of March 31, 2024 (excluding those for which the first day of the exercise period has not arrived)

Common stock: 2,941,100 shares

## Notes on Goodwill and Intangible Assets

### Significant Intangible Assets

Significant items included in intangible assets are customer-related assets arising from the acquisition of shares in RGF Staffing B.V. (36,035 million yen as of March 31, 2024). The remaining amortization period as of March 31, 2024 is 6 years.

### Impairment Tests on Goodwill

The Company groups its assets by CGU, the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows generated from other assets or groups of assets, by considering managerial units of operation, in principle. Goodwill is allocated to each CGU or group of CGUs that is expected to benefit from the synergies of the business combinations at the acquisition date. In HR Technology, the entire operation is tested for impairment as a single CGU as it is expected to benefit from the synergies among its entities, and goodwill is monitored for internal management purposes considering that fact. In Staffing, each of the composing entities is tested for impairment as a CGU or a group of CGUs, in principle, in light of their unique business environment. The balances of goodwill of each CGU or group of CGUs are as follows:

*(In millions of yen)*

Reportable Segment	CGU or group of CGUs	Amount
HR Technology	HR Technology	280,345
Staffing	RGF Staffing B.V.	187,682
	Each of the other entities	42,610
	Total	510,638

The Company's significant goodwill is those relating to HR Technology and those arising from the acquisition of shares in RGF Staffing B.V.

The Company tests goodwill for impairment annually irrespective of whether there are any indications of impairment, or whenever there is an indication of impairment.

An impairment loss on goodwill is recognized when the recoverable amount of the CGU or the group of CGUs is lower than its carrying amount. The recoverable amount is based on the value in use, which is calculated using the present value of estimated pre-tax 5-year future cash flows based on a business plan approved by the management of each CGU.

The estimated 5-year future cash flows are determined based on internal and external sources including market growth rates as well as management's assessment of future trends in the industry and historical data. For the periods subsequent to the period covered by the estimated future cash flows, the Company calculates the terminal value based on indefinite life by discounting the future cash flows estimated by using a conservative growth rate determined by considering the environment of the country and the industry in which the CGU belongs. The pre-tax discount rate is determined based on the weighted average cost of capital considering the time value of money and the risks specific to the assets.

### Impairment of Goodwill and Intangible Assets

Impairment losses on goodwill and intangible assets are recorded as "Other operating expenses" in the consolidated statements of profit or loss. Major impairment losses on goodwill and intangible assets in the current fiscal year are as described in "Notes to Consolidated Statements of Profit or Loss."

## Notes on Revenue Recognition

### Reconciliation of Disaggregated Revenue to Segment Revenue

The reconciliation of revenue disaggregated by major goods/services and operating segments for the year ended March 31, 2024 is as follows:

(In millions of yen)

	Amount
HR Technology	1,011,820
US	699,420
Non-US	312,399
Matching & Solutions	807,842
HR Solutions	305,019
Marketing Solutions	492,436
Other and Elimination	10,386
Staffing	1,634,239
Japan	751,626
Europe, US and Australia	882,612
Adjustments	(37,409)
<b>Total</b>	<b>3,416,492</b>

The Company has three reportable segments, HR Technology, Matching & Solutions, and Staffing, whose operating results are reviewed regularly by the Board of Directors to decide on the allocation of operating resources and to assess business performance.

Revenues from these businesses are recognized based on contracts with customers. The amount of variable consideration included in revenue is immaterial. Furthermore, the amount of promised consideration does not include any significant financing components.

#### HR Technology

The Company receives consideration from customers by providing services which enable job seekers to search for opportunities and customers to find candidates by operating an online matching and hiring platform. Revenue is recognized when the performance obligation is satisfied, which is when an individual user accesses or submits an application to the customer's job information through a paid advertisement placed by the customer on the online job search engine site.

#### Matching & Solutions

##### HR Solutions

The Company provides employment matching services where it introduces job seekers considering a career change to customers recruiting mid-career professionals, by determining the requirements for a successful candidate and then selecting candidates whose work experience, skills and intention meet those requirements. The Company receives referral fees from the customer when the referred job seeker is employed and recognizes revenue at the time of employment. Regarding employment placement services, the Company has an obligation to provide individual employment arrangement services based on a contract. Since the performance obligation is satisfied at the time of employment, revenue is recognized at that point of time.

The Company also receives advertising fees from customers who are recruiting new graduates or mid-career professionals by supporting the entire process from recruitment to employment through

advertisement placements on its websites and printed media. For online advertisement placement services, regarding advertisement-related services with a guaranteed placement period, the Company has an obligation to place an advertisement over a period specified in a contract. Since the performance obligation is satisfied over time, revenue is recognized over the contract duration on a straight-line basis.

For advertisement placement services in printed media, the Company provides advertisement-related services without a definite placement period to customers based on a contract, under which it is obliged to place an advertisement on a specific page of a printed media. Accordingly, the Company considers the performance obligation to be satisfied at the issuance date of the printed media, and revenue is recognized when the media containing the advertisement are displayed at stores and are available for purchase or browsing by consumers, or when they are delivered to subscribers.

### **Marketing Solutions**

The Company receives advertising fees from customers by providing housing, beauty, travel, bridal and dining related information through its websites and printed media to prospective users of the services or purchasers of the products. For online advertisement placement services, regarding advertisement-related services with a guaranteed placement period, the Company has an obligation to place an advertisement over a period specified in a contract. Since the performance obligation is satisfied over time, revenue is recognized over the contract duration on a straight-line basis.

For advertisement placement services in printed media, the Company provides advertisement-related services without a definite placement period to customers based on a contract, under which it is obliged to place an advertisement on a specific page of a printed media. Accordingly, the Company considers the performance obligation to be satisfied at the issuance date of the printed media, and revenue is recognized when the media containing the advertisement are displayed at stores and are available for purchase or browsing by consumers, or when they are delivered to subscribers.

### **Staffing**

The Company provides staffing services for clerical jobs, manufacturing jobs and light duty works, as well as various specialist positions to customers. For staffing services, the Company has an obligation to provide personnel based on a contract. The Company considers the performance obligation to be satisfied when labor is provided by the temporary employee. Accordingly, revenue is recognized based on the total number of hours worked by the temporary employee during their dispatched period.

### **Transaction Price Allocated to the Remaining Performance Obligations**

The Company does not disclose information on contracts with an individual expected contract duration of one year or less or contracts for which revenue is recognized in the amount to which the Company has a right to invoice directly based on the value of the services performed. The Company has no significant transactions with an individual expected contract duration exceeding one year.

## Notes on Financial Instruments

### Matters Related to the Status of Financial Instruments

#### **Financial Risk Management**

In the course of conducting its business activities, the Company is exposed to financial risks (credit risk, liquidity risk, foreign currency risk, interest rate risk, and price risk). The Company monitors these financial risks in order to avoid or reduce the risks as necessary. The Company uses derivative transactions to hedge foreign currency risk and interest rate risk, and not for speculative purposes.

#### **Credit Risk Management**

The Company's trade receivables such as notes and accounts receivable - trade are exposed to customer credit risk. The Company reviews new clients to understand and mitigate at an early stage the potential uncollectability of receivables due to deterioration in their financial conditions. Regarding trade receivables, the Company manages the due dates and balances of each client and also monitors the financial condition of major clients on a regular basis.

In addition, the Company enters into transactions only with financial institutions with high credit ratings to mitigate counterparty risk. The Company is not exposed to credit risk that is excessively concentrated in a particular counterparty.

#### **Liquidity Risk Management**

The Company manages its liquidity risk by preparing and updating a cash management plan at each subsidiary level, ensuring liquidity is available based on estimated revenue and expenditures, and realizing group financing through a cash-pooling system. In addition, the Company has entered into commitment line contracts with financial institutions to further prepare for liquidity risk.

#### **Market Risk**

##### **Foreign currency risk management**

The Company's activities are exposed to the risk of rapid fluctuation of foreign exchange rates.

For certain foreign currency-denominated receivables and payables, the foreign currency fluctuation risk is hedged on an individual basis.

##### **Interest rate risk management**

If interest rates for interest-bearing debt have floating interest rates, interest rate swaps are used to fix a portion of or the entire interest expense.

##### **Price risk management**

The Company is exposed to market price fluctuation risk associated with equity instruments.

Equity instruments are managed by regularly monitoring the market prices and financial condition of issuers and, on an ongoing basis, evaluating the holding status in light of the relationship with issuers.

## Matters Related to Fair Value and Breakdown by Level of Fair Value, etc. of Financial Instruments

### **Method of Fair Value Measurement**

#### **Assets**

Since cash and cash equivalents, and trade and other receivables are settled within a short period of time, their carrying amounts approximate their fair values.

The fair value of other financial assets other than the following are determined by discounting the future cash flows to their present value by using an interest rate that reflects the remaining term and credit risk of the asset, and their carrying amounts approximate their fair value.

#### Equity Financial Assets and Debt Financial Assets

The fair value of stocks included in equity financial assets for which active markets exist is determined based on market prices. The fair value of stocks included in equity financial assets and debt financial assets for which active markets do not exist is assessed mainly based on transaction prices in the latest arm's length transactions or by the discounted cash flow method.

#### Derivative Assets

The fair value of derivative assets is mainly determined based on prices presented by financial institutions.

#### **Liabilities**

Since trade and other payables, and short-term borrowings are settled within a short period of time, their carrying amounts approximate their fair values.

The fair value of long-term borrowings is determined by discounting the future cash flows to the present value by using an interest rate that would be applied to new similar borrowings.

The fair value of other financial liabilities other than the following are determined by discounting the future cash flows to the present value by using an interest rate that reflects the remaining term and credit risk of the liability, and their carrying amounts approximate their fair values.

#### Derivative Liabilities

The fair value of derivative liabilities is mainly determined based on prices presented by financial institutions.

### **Fair Value Hierarchy**

Fair value measurements in the Company are categorized, depending on their observability in the market, into three different levels which are defined as follows:

Level 1: Fair value measured at quoted prices in active markets

Level 2: Fair value determined, either directly or indirectly, by using observable prices other than Level 1

Level 3: Fair value determined using valuation techniques based on significant unobservable inputs

When more than one input is used to measure the fair value, the level of the fair value is determined based on the lowest level input that is significant to the measurement of the overall fair value.

There were no significant transfers between Level 1, Level 2 and Level 3 during the year ended March 31, 2024. The Company recognizes transfers between the levels of the hierarchy at the end of the reporting period during which the event causing the transfer occurred.



**The Breakdown by Level of Financial Assets and Financial Liabilities Measured at Fair Value on a Recurring Basis**

The breakdown by level of the fair value hierarchy of financial instruments is as follows:

(In millions of yen)

	Carrying amount	Level 1	Level 2	Level 3
Financial assets				
Equity financial assets	175,977	92,092	-	83,884
Debt financial assets	9,114	-	-	9,114
Derivative assets	904	-	855	48
Total	185,996	92,092	855	93,048

Equity financial assets categorized within Level 1 are mainly stocks for which active markets exist.

Derivative assets categorized within Level 2 are mainly derivative financial instruments including interest rate swaps, currency swaps and forward foreign exchange contracts.

Equity financial assets categorized within Level 3 are mainly unlisted stocks for which active markets do not exist. Debt financial assets are convertible bonds for which active markets do not exist.

Reconciliation from the beginning balance to the ending balance of financial assets and financial liabilities categorized within Level 3 of the fair value hierarchy is as follows:

(In millions of yen)

	Equity financial assets	Debt financial assets	Derivative assets (liabilities)
Beginning balance	87,414	30,426	-
Profit or loss <sup>1</sup>	-	(21,311)	47
Other comprehensive income <sup>2</sup>	(5,326)	-	-
Purchase	1,345	-	-
Sale	(474)	-	-
Other	925	-	1
Ending balance	83,884	9,114	48
Total unrealized profit or loss recognized as profit or loss for financial assets held as of March 31, 2024	-	(21,311)	47

<sup>1</sup> Related to financial assets measured at fair value through profit or loss and is included in "Finance income" and "Finance costs" in the consolidated statements of profit or loss.

<sup>2</sup> Related to financial assets measured at fair value through other comprehensive income and is included in "Net change in financial assets measured at fair value through other comprehensive income" in the consolidated statements of changes in equity.

## **Financial Assets and Financial Liabilities Measured at Amortized Cost**

The Company does not disclose information on the carrying amount and fair value of financial assets and financial liabilities measured at amortized cost as they approximate each other.

## **Notes on Per Share Information**

Equity per share attributable to owners of the parent:	1,295.40 yen
Basic earnings per share:	225.99 yen

- The Company has introduced a Board Incentive Plan ("BIP") Trust and an Employee Stock Ownership Plan ("ESOP") Trust. The Holding Company's stocks held in the trust are recognized as treasury stock in the consolidated financial statements. Accordingly, the Holding Company's stocks held in the trust are included in the treasury stock deducted from the number of shares issued at the end of the period for the calculation of equity per share attributable to owners of the parent. In addition, the Holding Company's stocks held in the trust are included in the treasury stock deducted in the calculation of the average number of shares during the period for the calculation of basic earnings per share.  
The number of treasury stock at the end of the period deducted for the calculation of equity per share attributable to owners of the parent is 54,788,017 shares.  
The average number of treasury stock deducted for the calculation of basic earnings per share is 61,460,571 shares in the current fiscal year.

## **Notes on Significant Subsequent Events**

### **Share repurchase**

The Company, by resolution of its Board of Directors on December 13, 2023, implemented the following share repurchase program, pursuant to Article 156, Paragraph 1 of the Companies Act as applied by replacing certain terms pursuant to Article 165, Paragraph 3 of the said Act.

### **Details of common stock repurchased on and after April 1, 2024**

Type of shares repurchased:	Common shares of Recruit Holdings
Total number of shares repurchased:	5,134,800 shares
Total purchase price:	33,643 million yen
Acquisition period:	From April 1, 2024 to April 30, 2024 (delivery date basis)

### **Details of the purchase resolved by the Board of Directors on December 13, 2023**

Type of shares to be repurchased:	Common shares of Recruit Holdings
Total number of shares to be repurchased:	46,000,000 shares (Maximum)
Total purchase price:	200,000 million yen (Maximum)
Repurchase period:	From December 14, 2023 to July 17, 2024
Method of repurchases:	Market purchases on Tokyo Stock Exchange, Inc. through an appointed securities dealer with transaction discretion

### **Total number of common stock repurchased pursuant to the Board of Directors resolution described above (As of April 30, 2024)**

Type of shares repurchased:	Common shares of Recruit Holdings
Total number of shares repurchased:	23,244,400 shares
Total purchase price:	142,343 million yen

# NON-CONSOLIDATED FINANCIAL STATEMENTS

## Balance Sheet

As of March 31, 2024

(In millions of yen)

Description	Amount
<b>Assets</b>	
<b>Current assets</b>	<b>389,005</b>
Cash and deposits	291,460
Accounts receivable - trade	59,326
Prepaid expenses	195
Short-term loans receivable	34,886
Accounts receivable - other	158
Other current assets	3,333
Allowance for doubtful accounts	(354)
<b>Non-current assets</b>	<b>1,379,639</b>
<b>Property, plant and equipment</b>	<b>139</b>
Buildings	78
Machinery and equipment	1
Tools, furniture and fixtures	59
<b>Intangible assets</b>	<b>200</b>
Software	160
Other intangible assets	40
<b>Investments and other assets</b>	<b>1,379,299</b>
Investment securities	76,587
Stocks of subsidiaries and associates	1,193,302
Long-term loans receivable	105,345
Other assets	4,066
Allowance for doubtful accounts	(3)
<b>Total assets</b>	<b>1,768,645</b>
<b>Liabilities</b>	
<b>Current liabilities</b>	<b>572,377</b>
Short-term borrowings	568,813
Accounts payable - other	1,757
Accrued expenses	1,394

Income taxes payable	96
Deposits received	45
Other current liabilities	269
<b>Long-term liabilities</b>	<b>316,485</b>
Long-term borrowings	200,000
Provision for retirement benefits for directors (and other officers)	534
Provision for Board Incentive Plan Trust	4,857
Deferred tax liabilities	110,914
Other long-term liabilities	179
<b>Total liabilities</b>	<b>888,863</b>
<b>Equity</b>	
<b>Shareholders' equity</b>	<b>838,700</b>
Common stock	40,000
Retained earnings	1,271,374
Legal retained earnings	10,000
Other retained earnings	1,261,374
General reserve	820,909
Retained earnings brought forward	440,465
Treasury stock	(472,674)
<b>Valuation and translation adjustments</b>	<b>38,003</b>
Unrealized gain (loss) on available-for-sale securities	38,003
<b>Stock acquisition rights</b>	<b>3,078</b>
<b>Total equity</b>	<b>879,782</b>
<b>Total liabilities and equity</b>	<b>1,768,645</b>

## Statement of Income

For the year ended March 31, 2024

(In millions of yen)

Description	Amount
<b>Operating revenue</b>	<b>153,932</b>
Dividends from subsidiaries and associates	100,000
Royalty income	53,932
<b>Operating expenses</b>	<b>9,278</b>
Salaries and allowances	3,948
Business commissions	3,127
Other	2,202
<b>Operating income</b>	<b>144,654</b>
Non-operating income	4,043
Interest income	497
Dividend income	3,483
Other	62
Non-operating expenses	9,209
Interest expense	2,795
Foreign exchange losses	5,681
Commission for purchase of treasury shares	76
Other	655
<b>Ordinary income</b>	<b>139,488</b>
Extraordinary losses	11
Loss on retirement of non-current assets	11
<b>Income before income taxes</b>	<b>139,477</b>
Income taxes - current	12,012
Income taxes - deferred	1,348
<b>Net income</b>	<b>126,116</b>

## Statement of Changes in Equity

For the year ended March 31, 2024

(In millions of yen)

	Shareholders' equity								
	Common stock	Capital surplus		Legal retained earnings	Retained earnings			Treasury stock	Total shareholders' equity
		Other capital surplus	Total capital surplus		General reserve	Retained earnings brought forward	Total retained earnings		
Balance at beginning of the current period	40,000	99,625	99,625	10,000	820,909	440,888	1,271,797	(515,461)	895,961
Changes of items during the period									
Cash dividends						(36,839)	(36,839)		(36,839)
Net income						126,116	126,116		126,116
Purchase of treasury stock								(218,812)	(218,812)
Disposal of treasury stock		6,506	6,506					65,768	72,274
Retirement of treasury stock		(195,832)	(195,832)					195,832	-
Transfer from retained earnings to capital surplus		89,700	89,700			(89,700)	(89,700)		-
Other changes during the period									
Total changes of items during the period	-	(99,625)	(99,625)	-	-	(423)	(423)	42,787	(57,261)
Balance at end of the current period	40,000	-	-	10,000	820,909	440,465	1,271,374	(472,674)	838,700

	Valuation and translation adjustments		Stock acquisition rights	Total equity
	Unrealized gain (loss) on available-for-sale securities	Total valuation and translation adjustments		
Balance at beginning of the current period	28,450	28,450	2,360	926,772
Changes of items during the period				
Cash dividends				(36,839)
Net income				126,116
Purchase of treasury stock				(218,812)
Disposal of treasury stock				72,274
Retirement of treasury stock				-
Transfer from retained earnings to capital surplus				-
Other changes during the period	9,552	9,552	717	10,270

Total changes of items during the period	9,552	9,552	717	(46,990)
Balance at end of the current period	38,003	38,003	3,078	879,782

# Notes to Non-consolidated Financial Statements

## Notes on Matters Related to Significant Accounting Policies

### Valuation Standards and Valuation Methods of Assets

#### **Valuation standards and valuation methods of securities**

Shares of subsidiaries and associates: Stated at cost using the moving-average method

Available-for-sale securities

Available-for-sale securities other than those without market value:	Market value method (Valuation differences are directly recorded as equity and cost of securities sold is calculated by the moving-average method.)
--	--

Available-for-sale securities without market value:	Stated at cost using the moving-average method
---	--

### Depreciation and Amortization Methods of Non-current Assets

#### **Property, plant and equipment**

Straight-line method

The principal useful lives are as follows:

Buildings: 8 to 18 years

Tools, furniture and fixtures: 2 to 10 years

#### **Intangible assets**

Straight-line method

The principal years of amortization are as follows:

Software (for internal use): 5 years (period available for internal use)

### Accounting Standards for Allowances and Provisions

#### **Allowance for doubtful accounts**

In order to provide for losses due to bad debt, for general receivables, an estimated uncollectible amount is recorded according to the historical bad debt ratio. For specific receivables from companies in financial difficulty, an estimated uncollectible amount is recorded by assessing the collectability of each receivable individually.

#### **Provision for retirement benefits for Directors (and other officers)**

In order to provide for the payments of retirement benefits to Directors (and other officers), an estimated amount of benefits payable at the end of the fiscal year is recorded in accordance with the internal rules.

#### **Provision for Board Incentive Plan Trust**

In order to provide for the grant of shares of the Holding Company to Directors (and other officers), an estimated amount of shares to be granted in proportion to the points awarded to Directors (and other officers) is recorded in accordance with the stock delivery regulations.



## Standards for Revenue and Expense Recognition

### **Royalty income**

The Holding Company recognizes revenue based on the following five-step approach.

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

The Holding Company earns royalty income as consideration for granting the right to use Recruit brands, to which it has rights, to its subsidiaries. The Holding Company has an obligation to grant rights to use Recruit brands to its subsidiaries over a period specified in a contract. Since the performance obligation is satisfied over time, revenue is recognized over the contract duration.

### **Dividends from subsidiaries and associates**

Dividends from subsidiaries and associates are recognized on the effective date.

## Other Important Matters That Form the Basis for Preparing Non-consolidated Financial Statements

### **Translation of significant assets and liabilities denominated in foreign currencies into Japanese yen**

Monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the spot exchange rate at the closing date, and translation adjustments are treated as gains or losses.

## Notes on Accounting Estimates

### Valuation of Stocks of Subsidiaries and Associates

#### **Amount recorded on the Non-consolidated Financial Statements as of March 31, 2024**

Stocks of subsidiaries and associates 1,193,302 million yen

#### **Information on significant accounting estimates for identified items**

Stocks of subsidiaries and associates include investments in RGF Staffing B.V. of 402,140 million yen. The Holding Company determines whether there is a significant decline in the value in substance by comparing the value in substance which reflects excess earnings power expected when the Holding Company acquired RGF Staffing B.V. with the carrying amount. When the Holding Company assesses if the excess earnings power is impaired, the Holding Company considers the business plan, the growth rates and the discount rates used in the impairment test of goodwill for preparation of its consolidated financial statements. These assumptions are prepared based on management's best estimates. However, it may be affected by changes in uncertain future economic conditions.

## Additional Information

### Board Incentive Plan ("BIP") Trust

The Company has introduced an equity compensation plan using a Board Incentive Plan ("BIP") Trust as an incentive plan for the Directors, Senior Vice Presidents and Corporate Professional Officers of Recruit Holdings and its subsidiaries.

### **Overview of the plan**

This plan is implemented as a long-term incentive plan for the Directors and Senior Management, and is intended to motivate them to improve the Company's business performance and increase its enterprise value over the mid- to long-term, by clarifying and strengthening the interrelation between their compensation and shareholder value. In the plan, the Directors and Senior Management are granted the Recruit Holdings' shares or receive the monetary equivalent value of such shares according to their ranks or the level of attainment of performance targets when linked to business performances.

### **Shares of Recruit Holdings held by the BIP Trust**

Shares of Recruit Holdings held by the BIP Trust are recorded as treasury stock in equity at their carrying amount in the trust. The carrying amount and number of shares of the above treasury stock are 10,532 million yen and 2,572,885 shares as of March 31, 2024.

### **Employee Stock Ownership Plan ("ESOP") Trust**

The Company has introduced an equity-based incentive plan using an Employee Stock Ownership Plan ("ESOP") Trust as an incentive plan for employees of its subsidiaries.

### **Overview of the plan**

This plan is implemented as a long-term incentive plan for the employees and is intended to motivate them to improve the Company's business performance and increase its enterprise value over the mid- to long-term, by clarifying and strengthening the interrelation between their compensation and shareholder value. In the plan, the employees are granted the Recruit Holdings' shares or receive the monetary equivalent value of such shares according to the vesting period.

### **Shares of Recruit Holdings held by the ESOP Trust**

Shares of Recruit Holdings held by the ESOP Trust are recorded as treasury stock in equity at their carrying amount in the trust. The carrying amount and number of shares of the above treasury stock are 248,071 million yen and 52,215,132 shares as of March 31, 2024.

## Notes to Balance Sheet

**Accumulated depreciation of property, plant and equipment:** 542 million yen

### Guarantee obligation

The Holding Company guarantees the following subsidiaries and associates as stated below:

Indeed, Inc.	125,009 million yen
Indeed Ireland Operations Limited	29,424 million yen
Glassdoor LLC	18,715 million yen
Other	41,472 million yen
Total	214,621 million yen

### Monetary receivables and payables in relation to subsidiaries and associates

Short-term monetary receivables:	94,475 million yen
Short-term monetary payables:	569,283 million yen
Long-term monetary receivables:	105,345 million yen
Long-term monetary payables:	200,000 million yen

## Notes to Statement of Income

### Transaction volume with subsidiaries and associates

Transaction volume of operating transactions (revenue):	153,932 million yen
Transaction volume of operating transactions (expenses):	1,012 million yen
Transaction volume of non-operating transactions (revenue):	485 million yen
Transaction volume of non-operating transactions (expenses):	2,749 million yen

## Notes to Statement of Changes in Equity

### Class and number of shares of treasury stock as of March 31, 2024

Common stock: 105,201,121 shares

The Company has introduced the Board Incentive Plan ("BIP") Trust and the Employee Stock Ownership Plan ("ESOP") Trust. The number of shares of the Holding Company held by the trust included in the number of treasury stock as of March 31, 2024 is 54,788,017 shares.

## Notes on Tax Effect Accounting

### Breakdown by major component of deferred tax assets and deferred tax liabilities

#### Deferred tax assets

Stocks of subsidiaries and associates	96,026 million yen
Tax losses carry-forward	155 million yen
Other	3,225 million yen
Subtotal of deferred tax assets	99,406 million yen

Valuation allowance	(96,710) million yen
Total deferred tax assets	2,696 million yen
<b>Deferred tax liabilities</b>	
Stocks of subsidiaries and associates	(102,558) million yen
Unrealized gain (loss) on available-for-sale securities	(10,971) million yen
Other	(81) million yen
Total deferred tax liabilities	(113,610) million yen
Net deferred tax assets (liabilities)	(110,914) million yen

## Notes on Transactions with Related Parties

### Subsidiaries and associates, etc.

(In millions of yen)

Attribute	Name of company, etc.	Ownership percentage of voting rights, etc.	Relationship with related parties	Description of transactions	Transaction amount <sup>5</sup>	Account item	Balance at end of the fiscal year <sup>5</sup>
				Royalty income <sup>1</sup>	47,316	Accounts receivable - trade	52,048
				Receipt of dividends	100,000	-	-
Subsidiary	Recruit Co., Ltd.	Ownership Direct 100%	Loan transactions; Interlocking directorate	Collection of funds	26,336	Short-term loans receivable	26,336
				Loan of funds <sup>2</sup>	-	Long-term loans receivable	105,345
				Borrowing of funds <sup>3</sup>	-	Short-term borrowings	110,021
Subsidiary	Recruit Staffing Co., Ltd.	Ownership Indirect 100%	Loan transactions; Interlocking directorate	Borrowing of funds <sup>3</sup>	-	Short-term borrowings	43,959
Subsidiary	STAFF SERVICE HOLDINGS CO., LTD.	Ownership Indirect 100%	Loan transactions; Interlocking directorate	Borrowing of funds <sup>3</sup>	-	Short-term borrowings	45,174
				Borrowing of funds <sup>3</sup>	-	Short-term borrowings	271,679
Subsidiary	Recruit Global Treasury Services Ltd.	Ownership Indirect 100%	Loan transactions	Borrowing of funds <sup>4</sup>	-	Long-term borrowings	200,000
				Payment of interest	2,130	-	-
Subsidiary	RGF TREASURY SERVICES LIMITED (Renamed from HR Tech Funding Service Limited in November 2023)	Ownership Direct 100%	Underwriting of investments; Interlocking directorate	Underwriting of increased investments	91,447	-	-

Transaction terms and policies for determining transaction terms, etc.

<sup>1</sup> Royalty income is recognized as a proportion of gross profit, and the rate is determined on a rational basis.

<sup>2</sup> The loan rate is reasonably determined based on market rates and other relevant factors.

<sup>3</sup> The Holding Company centrally manages the Company's funds, and intercompany lending and borrowing are settled on a daily basis. Thus, transaction amount is not stated. The interest rate is reasonably determined based on market rates and other relevant factors.

<sup>4</sup> The borrowing rate is reasonably determined based on market rates and other relevant factors.

<sup>5</sup> The amounts of transactions do not include consumption taxes, while the year-end balances include consumption taxes.

<sup>6</sup> Information on guarantee obligations is stated in “Guarantee obligation” in “Notes to Balance Sheet”.

## Notes on Per Share Information

Equity per share:	567.58 yen
Net income per share:	80.59 yen

The Company has introduced the Board Incentive Plan (“BIP”) Trust and the Employee Stock Ownership Plan (“ESOP”) Trust. The Holding Company’s stocks held in the trust are recognized as treasury stock in the non-consolidated financial statements. Accordingly, the Holding Company’s stocks held in the trust are included in the treasury stock deducted from the number of shares issued at the end of the period for the calculation of equity per share. In addition, the Holding Company’s stocks held in the trust are included in the treasury stock deducted in the calculation of the average number of shares during the period for the calculation of net income per share.

The number of treasury stock at the end of the period deducted for the calculation of equity per share is 54,788,017 shares.

The average number of treasury stock deducted for the calculation of net income per share is 61,460,571 shares in the current fiscal year.

## Notes on Significant Subsequent Events

### Share repurchase

The information on share repurchase is omitted as it is as described in “Notes on Significant Subsequent Events” in “Notes to Consolidated Financial Statements.”

## Notes on Company Subject to Regulation on Consolidated Dividends

The Holding Company is subject to regulation on consolidated dividends.

# AUDIT REPORTS

(Translation)  
**Independent Auditor's Report**

May 15, 2024

The Board of Directors  
Recruit Holdings Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Hitoshi Matsuoka  
Designated Engagement Partner  
Certified Public Accountant

Yoshifumi Mitsugi  
Designated Engagement Partner  
Certified Public Accountant

Takuto Miki  
Designated Engagement  
Partner  
Certified Public Accountant

Taisuke Horie  
Designated Engagement  
Partner  
Certified Public Accountant

## Opinion

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated statements of financial position, the consolidated statements of profit or loss, the consolidated statements of changes in equity, and notes to the consolidated financial statements of Recruit Holdings Co., Ltd. (the "Company") applicable to the fiscal year from April 1, 2023 to March 31, 2024.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position and results of operations of the Group, which consists of the Company and its consolidated subsidiaries, applicable to the fiscal year ended March 31, 2024, in accordance with the provisions of the latter part of Article 120, Paragraph 1 of the Rules of Corporate Accounting that permits the omission of certain items required by International Financial Reporting Standards ("IFRSs").

## Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our

opinion.

### **Other Information**

The Other Information comprises the business report and the related supplemental schedule. Management is responsible for the preparation and disclosure of the Other Information. In addition, the Audit and Supervisory Board members and Audit and Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operation of the controls over the Group's reporting process of the Other Information.

Our audit opinion on the consolidated financial statements does not cover the Other Information, and we do not provide an opinion on the Other Information.

Our responsibility in conducting the audit of the consolidated financial statements is to read the Other Information and, in doing so, consider whether there are material inconsistency between the Other Information and the consolidated financial statements or our knowledge obtained in the audit procedure and to pay attention to whether there are any indication of a material misstatement in the Other Information besides such material differences.

If, based on the work we have performed, we conclude that there is a material misstatement in the Other Information, we are required to report such facts.

We have nothing to report in this regard.

### **Responsibilities of Management, Audit and Supervisory Board Member and Audit and Supervisory Board for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with the provisions of the latter part of Article 120, Paragraph 1 of the Rules of Corporate Accounting that permits the omission of certain items required by IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by the provisions of the latter part of Article 120, Paragraph 1 of the Rules of Corporate Accounting that permits the omission of certain items required by IFRSs, matters related to going concern.

Audit and Supervisory Board members and Audit and Supervisory Board are responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the



Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with the provisions of the latter part of Article 120, Paragraph 1 of the Rules of Corporate Accounting that permits the omission of certain items required by IFRSs.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Supervisory Board member and Audit and Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Board members and Audit and Supervisory Board with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the financial statements in Japan, all matters that may reasonably be thought to bear on our independence, and, if measures have been taken to eliminate hindrances, the contents of the related measures or, if safeguards have been implemented to mitigate the said hindrances to an acceptable level, the contents of the related safeguards.

### **Conflicts of Interest**

We have no interest in the Company and its consolidated subsidiaries which should be disclosed in accordance with the Certified Public Accountants Act.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

(Translation)  
**Independent Auditor's Report**

May 15, 2024

The Board of Directors  
Recruit Holdings Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Hitoshi Matsuoka  
Designated Engagement Partner  
Certified Public Accountant

Yoshifumi Mitsugi  
Designated Engagement Partner  
Certified Public Accountant

Takuto Miki  
Designated Engagement Partner  
Certified Public Accountant

Taisuke Horie  
Designated Engagement Partner  
Certified Public Accountant

### **Opinion**

Pursuant to Article 436, Paragraph 2, item 1 of the Companies Act, we have audited the accompanying non-consolidated financial statements, which comprise the balance sheet, the statement of income, the statement of change in equity, the notes to the non-consolidated financial statements, and the related supplementary schedules (the "Financial Statements") of Recruit Holdings Co., Ltd. (the "Company") applicable to the 64th fiscal year from April 1, 2023 to March 31, 2024.

In our opinion, the Financial Statements present fairly, in all material respects, the financial position and results of operations of the Company for the fiscal year ended March 31, 2024, in conformity with accounting principles generally accepted in Japan.

### **Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Other Information**

The Other Information comprises the business report and the related supplemental schedule. Management is responsible for the preparation and disclosure of the Other Information. In addition, the Audit and Supervisory Board members and Audit and Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operation of the controls over the Group's

reporting process of the Other Information.

Our audit opinion on the Financial Statements does not cover the Other Information, and we do not provide an opinion on the Other Information.

Our responsibility in conducting the audit of the Financial Statements is to read the Other Information and, in doing so, consider whether there are material inconsistency between the Other Information and the Financial Statements or our knowledge obtained in the audit procedure and to pay attention to whether there are any indication of a material error in the Other Information besides such material differences.

If, based on the work we have performed, we conclude that there is a material misstatement in the Other Information, we are required to report such facts.

We have nothing to report in this regard.

### **Responsibilities of Management, Audit and Supervisory Board Member and Audit and Supervisory Board for the Financial Statements**

Management is responsible for the preparation and fair presentation of the Financial Statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of the Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

Audit and Supervisory Board members and Audit and Supervisory Board are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the Financial Statements is not expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the

disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.

We communicate with the Audit and Supervisory Board member and Audit and Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Board members and Audit and Supervisory Board with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the financial statements in Japan, all matters that may reasonably be thought to bear on our independence, and, if measures have been taken to eliminate hindrances, the contents of the related measures or, if safeguards have been implemented to mitigate the said hindrances to an acceptable level, the contents of the related safeguards.

### **Conflicts of Interest**

We have no interest in the Company which should be disclosed in accordance with the Certified Public Accountants Act.

#### Notes to the Readers of Independent Auditor's Report

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

## Audit and Supervisory Board's Report

The Audit and Supervisory Board reports the following reflecting the discussion among its members on the execution of duties of Directors during the fiscal year 2023, from April 1, 2023 through March 31, 2024. The discussion was made based on audit reports prepared by each Audit and Supervisory Board member.

### **Procedures and Details of the Audits Conducted by the Audit and Supervisory Board and by Each Member**

The Audit and Supervisory Board set the audit policies and division of duties among Audit and Supervisory Board members, and received a report from each Audit and Supervisory Board member. The Audit and Supervisory Board was also reported by Directors and, the Independent Auditor regarding the execution of their duties, requested explanations as necessary and received responses.

Each Audit and Supervisory Board member conducted the audit in accordance with the audit standards set by the Audit and Supervisory Board, and the audit policies and the division of duties among its members. In its audit activities, each member endeavored to collect information and ensure an appropriate audit environment, by proactively communicating with Directors of the Board, Internal Audit Department, and other employees. The detailed procedures are as follows:

- Each Audit and Supervisory Board member attended the Board of Director meetings and other important meetings. They received reports from Directors and employees on the status of execution of their duties, and requested explanations as necessary. Each Audit and Supervisory Board member also inspected the important approval documents, etc., and examined the status of operations and of assets at its head office and principal offices. For the audit of its subsidiaries, each Audit and Supervisory Board member communicated and shared information with the Directors and Audit and Supervisory Board members of the subsidiaries, and received their business reports as necessary.
- Each Audit and Supervisory Board member periodically received reports from Directors and employees requested explanations as necessary, and expressed his or her opinions on the following matters that are stated in the Business Report.
  - The resolutions by the Board of Directors regarding the establishment of systems necessary to ensure that the execution of duties by Directors complies with laws and regulations and the Articles of Incorporation.
  - The resolutions by the Board of Directors regarding the establishment of systems stipulated in Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act of Japan, to ensure the properness of operations of the Company.
  - The development and operation of the Internal Controls established based on the resolutions above.
- The Audit and Supervisory Board members monitored and verified that the Independent Auditor maintains its independence and conducts the audits appropriately. The members also received reports on the status of the execution of duties from the Independent Auditor, requested explanations as necessary and received responses. In addition, The Audit and Supervisory Board member were informed by the Independent Auditor that it had arranged the "System for Ensuring Properness in Execution of Duties" (matters stipulated in the items of Article 131 of the Ordinance on Accounting of Companies) in accordance with "Standards for Quality Control of Audits"

(Business Accounting Council), requested explanations as necessary and received responses. Furthermore, the Audit and Supervisory Board members discussed Key Audit Matters (“KAM”) with EY Ernst & Young ShinNihon LLC, received reports on the status of their audit, and requested explanations as necessary.

Based on the procedures mentioned above, The Audit and Supervisory Board reviewed the Business Report and the related supplementary schedules, the Non-consolidated Financial Statements which comprise the Balance Sheet, Statement of Income, Statement of Change in Equity, Notes to the Non-consolidated Financial Statements, and the related supplementary schedules, as well as the Consolidated Financial Statements which comprise the Consolidated Statements of Financial Position, Consolidated Statements of Profit or Loss, Consolidated Statements of Change in Equity, and Notes to the Consolidated Financial Statements for the year ended March 31, 2024.

## **Audit Results**

### ***Audit Results of Business Report and Other Related Reports***

The Audit and Supervisory Board acknowledges the followings:

- The Business Report and supplementary schedules present fairly the status of the Company in conformity with related laws, regulations, and the Articles of Incorporation of the Company.
- Regarding the execution of duties by Directors, there were no instances of misconduct or material matters concerning violation of laws, regulations, or the Articles of Incorporation of the Company.
- The resolution of the Board of Directors regarding the Internal Controls is fair and reasonable. There are no matters or findings to be brought up regarding details stated in the Business Report and the execution of duties by Directors in relation to such internal controls.

### ***Results of the Audit of Non-consolidated Financial Statements and Supplementary Schedules***

The Audit and Supervisory Board acknowledges that the audit methods used and the audit results issued of the Independent Auditor, Ernst & Young ShinNihon LLC are fair and reasonable.

### ***Results of the Audit of Consolidated Financial Statements and Supplementary Schedules***

The Audit and Supervisory Board acknowledges that the audit methods used and the audit results issued of the Independent Auditor, Ernst & Young ShinNihon LLC are fair and reasonable.

May 15, 2024

Audit and Supervisory Board of Recruit Holdings Co., Ltd.

Standing Audit and Supervisory Board member	Yukiko Nagashima
Standing Audit and Supervisory Board member	Takashi Nishimura
Independent Audit and Supervisory Board member	Yoichiro Ogawa
Independent Audit and Supervisory Board member	Katsuya Natori