

Change in Location of Head Office and Amendments to Articles of Incorporation

Recruit Holdings Co., Ltd (the “Company”) hereby announces as follows that it resolved at a meeting of its Board of Directors held today to submit a “Proposal to Amend the Articles of Incorporation” to the 62nd Annual Meeting of Shareholders scheduled to be held on June 21, 2022 (the “62nd Annual Meeting of Shareholders”), and to change the location of the Company’s head office on the condition that the aforementioned amendments to the Articles of Incorporation are approved at the 62nd Annual Meeting of Shareholders.

Change in Location of Head Office

New Location of Head Office

1-9-2 Marunouchi, Chiyoda-ku, Tokyo

Reason for Change in Location

The Company will change its head office from its current office location in Chuo-ku, Tokyo, to its office location in Chiyoda-ku, Tokyo, which is an important base for the Company group, in order to strengthen and streamline the Company’s office functions.

Date of Change in Location

July 1, 2022 (scheduled)

Impact on Business Performance

The impact of this change on the Company’s business performance for the fiscal year that will end in March 2023 will be negligible.

Amendments to the Articles of Incorporation

Purpose of the Amendments

As stated above, the location of the head office is to be amended in the Articles of Incorporation from “Chuo-ku, Tokyo” to “Chiyoda-ku, Tokyo” for the change in location of the head office.

In addition, the amending provisions set out in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be enforced from September 1, 2022, so the Company will make the following amendments to its Articles of Incorporation in order to prepare for the introduction of the system for providing materials for the General Meeting of Shareholders in electronic format.

1. The proposed amended Article 15, Paragraph 1 will stipulate to the effect that measures for provision in electronic format are to be taken in relation to information constituting the contents of reference documents, etc. for the General Meeting of Shareholders.
2. The proposed amended Article 15, Paragraph 2 will establish provisions that limit the scope of matters stated in written documents delivered to shareholders who request delivery of written documents.
3. The provisions of “Disclosure of reference information of General Meeting of Shareholders through the Internet” (Article 15 of the current Articles of Incorporation) will become unnecessary, so those provisions will be deleted.
4. As a consequence of the additions and deletion stated above, supplementary provisions related to the effective date and the like will be established.

Details of the Amendments

The details of the amendments are as follows.

(Underlined parts indicate proposed amendment)

Current Articles of Incorporation	Proposed Amendments
<p>3. Location of Head Office</p> <p>The head office of the Company shall be situated at <u>Chuo</u>-ku, Tokyo, Japan.</p> <p><u>15. Disclosure of reference information of General Meeting of Shareholders through the Internet</u></p> <p><u>In convening a General Meeting of Shareholders, the Company may deem to have provided information about matters to be stated or indicated at the General Meeting of Shareholders, the business reports, financial statements and consolidated financial statements by disclosing such information via the Internet in accordance with the applicable laws and regulations of the Ministry of Justice.</u></p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>3. Location of Head Office</p> <p>The head office of the Company shall be situated at <u>Chiyoda</u>-ku, Tokyo, Japan.</p> <p>(Deleted)</p> <p><u>15. Measures for provision in electronic format, etc.</u></p> <p><u>15.1 In convening a General Meeting of Shareholders, the Company shall take measures for provision in electronic format in relation to information constituting the contents of reference documents, etc. for the General Meeting of Shareholders.</u></p> <p><u>15.2 Of the matters subject to measures for provision in electronic format, the Company may forgo stating all or part of the matters stipulated by Ordinance of the Ministry of Justice in written documents delivered to shareholders who have requested delivery of written documents before the record date for voting rights.</u></p> <p><u>Supplementary Provisions</u></p> <p><u>1. The amendment to Article 3 (Location of Head Office) of the Articles of Incorporation shall become effective on July 1, 2022, and this Article 1 of the Supplementary Provisions shall be deleted after the effective date of the Head Office relocation.</u></p>

2.1 The amendment to Article 15 of the Articles of Incorporation shall become effective on and from September 1, 2022, which is when the amending provisions set out in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are enforced (the "Enforcement Date").

2.2 Notwithstanding the provisions of the preceding paragraph, Article 15 of the Articles of Incorporation (Disclosure of reference information of General Meeting of Shareholders through the Internet) shall be effective in relation to a General Meeting of Shareholders whose date falls within six (6) months after the Enforcement Date.

2.3 This Article 2 of the Supplementary Provisions shall be deleted after the later of the day on which six (6) months will have elapsed since the Enforcement Date or the day on which three (3) months will have elapsed since the General Meeting of Shareholders provided for in the preceding paragraph.

Schedule

Date of Annual Meeting of Shareholders for amendment to Articles of Incorporation

June 21, 2022 (scheduled)

Date amended Articles of Incorporation become effective

June 21, 2022 (scheduled)

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