

Recruit Holdings Co., Ltd.

# Notice of Annual Meeting of Shareholders 2025

Deadline for exercising voting rights by mail or via  
the Internet: 5:30 p.m. JST, June 25, 2025 (Wednesday)

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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 2025.”

- “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, 2025 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, “FY2024” refers to the period from April 1, 2024 to March 31, 2025. 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

## 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

## Average Exchange Rate During the Period

	FY2023	FY2024	(In yen)
US dollar	144.59		152.62
Euro	156.75		163.88
Australian dollar	95.06		99.60

# NOTICE OF ANNUAL MEETING OF SHAREHOLDERS 2025

TSE code: 6098  
May 30, 2025

## Dear Shareholders,

We would like to notify you of the 65th Annual Meeting of Shareholders (the “Meeting”) of Recruit Holdings for FY2024.

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 2025,” along with the “Matters omitted in the printed Notice of Annual Meeting of Shareholders 2025” is posted on the Company’s website below. You are kindly asked to access the website to confirm the information.

Please also refer to the Annual Report, which is scheduled to be disclosed on Monday, June 23, 2025, prior to the Annual Meeting of Shareholders.

Website of the Company

[https://recruit-holdings.com/en/newsroom/20250626\\_65meeting/](https://recruit-holdings.com/en/newsroom/20250626_65meeting/)



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 26, 2025 (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 Tokyo Nihombashi, Tokyo Nihombashi Tower, 2-7-1 Nihombashi, Chuo-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 FY2024
2. The Non-consolidated Financial Statements for FY2024

<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 One (1) Substitute Audit and Supervisory Board Member

**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 25, 2025 (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 8-9 below, and register your approval or disapproval of the proposals by 5:30 p.m. JST on June 25, 2025 (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 2025." 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/20250626\\_65meeting/](https://recruit-holdings.com/en/newsroom/20250626_65meeting/)) 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 FY2024 at its meeting on May 9, 2025, and under the provisions in the Articles of Incorporation, as follows.

Year-end dividend: 12.00 yen per share

Effective date and date of commencing payment: June 27, 2025 (Friday)

We plan to send "Statements of Payments of Dividends" and "Confirmation of Designated Account for the Payment of Dividends" on June 26, 2025 (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 26, 2025. The dividends can be collected at savings counters of nearby Japan Post Bank or post offices within the term for payment (June 27, 2025 to July 31, 2025).

**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/20250626\\_65meeting/](https://recruit-holdings.com/en/newsroom/20250626_65meeting/)

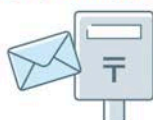


# Instructions for Exercising Voting Rights

## Methods for Exercising Voting Rights in Advance

1

### Voting by mail (in writing)



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.

#### Deadline

**By 5:30 p.m. JST,  
June 25, 2025 (Wednesday)**

2

### Voting via the Internet



You can exercise your voting rights via the Internet. Please see the next page for details.

#### Deadline

**By 5:30 p.m. JST,  
June 25, 2025 (Wednesday)**

3

### Voting by attendance



Please present the enclosed Voting Form to the reception. Please also bring this Notice of Annual Meeting of Shareholders.

\* 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.

#### Date and Time of the Meeting

**10:00 a.m. JST,  
June 26, 2025 (Thursday)**

## The Voting Form

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

Please indicate your approval or disapproval of each proposal here.

Proposal 1

[ 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 25, 2025 (Wednesday)**

### Entering Login ID and Temporary Password

- 1 Please access the voting rights exercise website.

Voting rights exercise website:

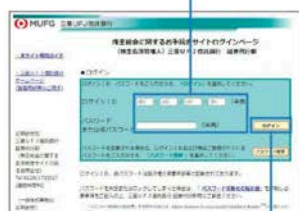
<https://evote.tr.mufg.jp/>

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"

\* This is a screen image on a PC.

### Scanning the 2D Code

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.

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.muftg.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 25, 2025, 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 of the Board

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. If Proposal 1 is approved as proposed, the Board of Directors will be composed of five (5) male (62.5%) and three (3) female (37.5%) Directors.

Candidate No.	Name	Board Position	Director since	Attendance at Board of Directors Meeting during FY2024
1	Masumi Minegishi	Representative Director and Chairperson	2009	Participated in all 14 meetings
2	Hisayuki Idekoba	Representative Director, President and CEO	2019	Participated in all 14 meetings
3	Ayano Senaha	Director	2020	Participated in all 14 meetings
4	Rony Kahan	Director	2018	Participated in all 14 meetings
5	Naoki Izumiya	Independent Director	2018	Participated in all 14 meetings
6	Tsuyoshi Kodera	-	-	-
7	Keiko Honda	Independent Director	2022	Participated in all 14 meetings
8	Katrina Lake	Independent Director	2023	Participated in all 14 meetings


**Representative Director and Chairperson**

**Age:** 61  
(Date of Birth: January 24th, 1964)

**Number of Company Shares held:**  
1,016,462

**Career summary:**

Masumi Minegishi is Representative Director and Chairperson. He has previously served as Representative Director, President and CEO of Recruit Holdings from 2012. 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.

**Responsibility**

Chairperson

**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 26, 2025 to the conclusion of the Annual Meeting of Shareholders to be held in 2026.

**Career summary**

*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	2012	Representative Director, President and CEO
April	2011	Director and Senior Executive Vice President
June	2009	Director and Executive Vice President
April	2004	Executive Vice President
April	2003	Senior Vice President
April	1987	Joined the Company

**Significant concurrent position(s)**

- Outside Director of Konica Minolta, Inc.
- Independent Outside Director of ANA HOLDINGS INC.

**Reasons for being appointed as a Director**

Masumi Minegishi served as CEO of Recruit Holdings Co., Ltd., for nine years, from April 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 Chief Executive  
Officer**

**Age: 50**  
(Date of Birth: April 22nd, 1975)

**Number of Company Shares held:**  
241,502

### Responsibilities

In charge of Corporate Planning Division,  
and HR Technology Business

### 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:

Hisayuki "Deko" Idekoba is Representative Director, President and Chief Executive Officer 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.

### Term of office

From June 26, 2025 to the conclusion of the Annual Meeting of Shareholders to be held in 2026.

### Career summary

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

April	2025	Director* of Indeed Recruit Partners Co., Ltd.
April	2021	Representative Director*, President* and CEO*
April	2020	Director and Senior Executive Vice President in charge of Finance and Operations (COO)
June	2019	Director and 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.
June	2018	Director* of Glassdoor LLC (formerly Glassdoor, Inc.)
April	2018	Director* of Recruit Co., Ltd.
January	2018	Senior Executive Vice President 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
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
April	1999	Joined the Company

### Significant concurrent position(s)

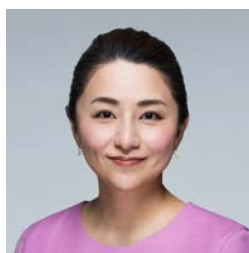
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- CEO and Director of RGF OHR USA, INC.
- Director of Indeed, Inc.
- Director of Glassdoor LLC
- Director of Indeed Recruit Partners Co., Ltd.
- Chairman and Director of RGF Staffing B.V.
- Director of Recruit Co., Ltd.

### Reasons for being appointed as a Director

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Hisayuki "Deko" Idekoba has spearheaded major business growth through the strategic use of technology since 2012 in his role as a Senior Vice President. He has played a key role in the steady growth of Indeed and contributed significantly to the globalization of the Company. 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 Chief Operating Officer

**Age:** 42  
(Date of Birth: December 5th, 1982)

**Number of Company Shares held:**  
21,627

### Responsibilities

In charge of Corporate Communications Division, Human Resources / General Affairs Division, Risk Management Division, Group Governance in the Corporate Planning Division

### 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 Corporate Communications Division, Human Resources / General Affairs Division, Risk Management Division, Group Governance 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 26, 2025 to the conclusion of the Annual Meeting of Shareholders to be held in 2026.

### Career summary

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

*\*Current position*

April	2025	Director* of Indeed Recruit Partners Co., Ltd.
April	2023	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*
June	2020	Director and Executive Vice President
April	2020	Executive Vice President
January	2020	Director* of Glassdoor LLC (formerly Glassdoor, Inc.)
April	2018	Senior Vice President
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
April	2006	Joined the Company

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

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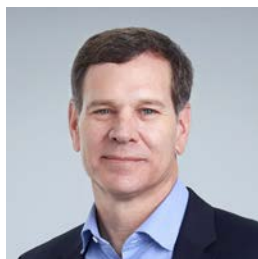
- Director of RGF OHR USA, INC.
- Director of Indeed, Inc.
- Director of Glassdoor LLC
- Director of Indeed Recruit Partners Co., Ltd.
- Director of RGF Staffing B.V.
- Director of Recruit Co., Ltd.
- Member of the Board of Directors of Georg Fischer Ltd.

#### **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: 57**  
(Date of Birth: November 26th, 1967)

**Number of Company Shares held:**  
292,450

**Meeting body in charge**

Board of Directors, Business Strategy Meeting

**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.

**Term of office**

From June 26, 2025 to the conclusion of the Annual Meeting of Shareholders to be held in 2026.

**Career summary**

*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 RGF OHR USA, INC.
- Chairman and Director of Indeed, 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:** 76  
(Date of Birth: August 9th, 1948)

**Number of Company Shares held:**  
1,788

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

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

**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.

**Term of office**

From June 26, 2025 to the conclusion of the Annual Meeting of Shareholders to be held in 2026.

**Career summary**

*\*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.
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.

### Reasons for being appointed as a candidate for independent Director and expected roles

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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 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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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: 55**  
(Date of Birth: October 8th, 1969)

**Number of Company Shares held:**  
0

**Career summary:**

Tsuyoshi “John” Koderu is Corporate Executive Officer and CDO of Sony Group Corporation. He brings over three decades of leadership and extensive business experience from Sony as well as deep experience in launching global network services and has extensive knowledge in information security.

Mr. Koderu joined Sony Corporation in 1992. He has held key leadership roles including President of Sony Network Entertainment International and President and CEO of Sony Interactive Entertainment. After being appointed Executive Vice President of Sony Corporation in 2018, he has led the digital transformation strategy at Sony Group Corporation since 2019.

In 2021, he became Executive Vice President and Chief Digital Officer (CDO) of Sony Group Corporation, overseeing digital transformation strategy, information systems, and information security.

Earlier in his career, Mr. Koderu was responsible for business planning, consumer AV, and IT products at Sony Electronics based in the United States.

**Term of office**

From June 26, 2025 to the conclusion of the Annual Meeting of Shareholders to be held in 2026.

**Career summary**

*\*Current position*

April	2025	Corporate Executive Officer* and CDO* of Sony Group Corporation
July	2023	Executive Vice President, CDO and CIO of Sony Group Corporation
April	2021	Executive Vice President and CDO of Sony Group Corporation
April	2019	Deputy President of Sony Interactive Entertainment LLC; Deputy President of Sony Interactive Entertainment Inc.
June	2018	Executive Vice President of Sony Corporation
October	2017	President and Chief Executive Officer of Sony Interactive Entertainment LLC; President of Sony Interactive Entertainment Inc.
June	2016	Business Executive of Sony Corporation
April	2016	Deputy President of Sony Interactive Entertainment LLC
April	2013	President of Sony Network Entertainment International LLC
July	2010	SVP of Sony Network Entertainment International LLC
April	2008	VP of Sony Electronics Inc.
April	1992	Joined Sony Group Corporation (formerly Sony Corporation)

**Significant concurrent position(s)**

- Corporate Executive Officer and CDO of Sony Group Corporation

### **Reasons for being appointed as a candidate for independent Director and expected roles**

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Tsuyoshi Kodera has experience in launching global network services and has extensive knowledge in information security, a critically important field for our company. We believe that he is an appropriate person to advise the Company on overall management and supervise the execution of business, and should 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**

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

Mr. Kodera currently serves as Corporate Executive Officer and CDO 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. Kodera has sufficient independence where there are no potential conflicts of interests with general shareholders.


**Independent Director  
(Non-Executive)**

**Age:** 63  
(Date of Birth: September 27th, 1961)

**Number of Company Shares held:**  
2,933

**Meeting body in charge**

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

**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, sustainability, and is currently a Professor at Waseda Business School. 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. She served as an Adjunct Professor and Adjunct Senior Research Scholar on sustainable Investing at Columbia University School of International and Public Affairs between 2020 and 2024.

**Term of office**

From June 26, 2025 to the conclusion of the Annual Meeting of Shareholders to be held in 2026.

**Career summary**

			<i>*Current position</i>
April	2025	Professor* of Waseda Business School	
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.	
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)**

- Independent Board Member of AGC Inc.
- Independent Board Member of Mitsubishi UFJ Financial Group, Inc.
- Professor of Waseda Business School

## Reasons for being appointed as a candidate for independent Director and expected roles

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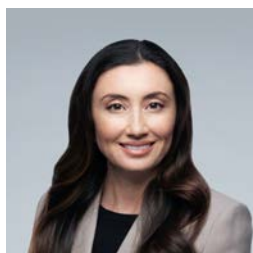
Keiko Honda meets both the requirements for independence stipulated by the Tokyo Stock Exchange and those of the Holding Company.

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 business relationship with the Company.

She also serves as a professor at the Waseda Business School, which has no 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: 42**

 (Date of Birth: December 24th,  
1982)

**Number of Company shares held:**  
0

**Meeting body in charge**

Board of Directors, Compensation Committee

**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 service. 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.

**Term of office:**

From June 26, 2025 to the conclusion of the Annual Meeting of Shareholders to be held in 2026.

**Career summary**
*\*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 independent Director and expected roles**

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

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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.

<sup>1</sup> Each candidate does not have any special interest in the Company.

<sup>2</sup> The above number of shares held by each candidate is as of March 31, 2025, 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 9, 2025.

<sup>3</sup> 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 and appointed, 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.

<sup>4</sup> The Company has entered into agreements with Rony Kahan, Naoki Izumiya, 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. Also, if the appointment of Tsuyoshi Kodera is approved as proposed, the agreement will be made between him and the Holding Company.

<sup>5</sup> The Company has reported Naoki Izumiya, 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. Also, the Company plans to report Mr. Kodera to the Tokyo Stock Exchange as an Independent Director as specified by the Tokyo Stock Exchange, and if his appointment is approved, he will serve as an Independent Director.

<sup>6</sup> MUFG Bank, Ltd. and Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., both subsidiaries of Mitsubishi UFJ Financial Group, Inc. ("MUFG"), where Keiko Honda has served as an Independent Board Member since June 2020, received business improvement orders based on the Financial Instruments and Exchange Act from the Financial Services Agency ("FSA") in June 2024 due to facts involving inappropriate sharing of customer information between banking and securities entities, and improper solicitation of business in contravention of the prohibition on engagement by registered financial institutions in securities-related business activities. Furthermore, FSA has required MUFG to submit reports under the Banking Act, citing insufficient group-wide management and internal control systems regarding these facts. Keiko Honda was not aware of this situation until she received the report, but she had previously spoken about the importance of compliance with laws and regulations at the Board of Directors meetings of MUFG. Since becoming aware of the situation, she has fulfilled her duties as a Director, such as monitoring the status of responses to the pointed-out issues at the Board of Directors meetings and other meetings of MUFG.

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

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 candidate for substitute Audit and Supervisory Board member is as follows:

**MIHO TANAKA** (Name on family register: MIHO TAKAHASHI)

*New Appointment*



### Substitute Independent Audit and Supervisory Board Member

**Age: 50**  
(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., External Director of Tokyo Century Corporation and Outside Director of Solasto 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 26, 2025 to the conclusion of the Annual Meeting of Shareholders to be held in 2026.

### Career summary

			<i>*Current position</i>
June	2024	Outside Director* of Solasto Corporation	
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.
- External Director of Tokyo Century Corporation
- Outside Director of Solasto Corporation

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

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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.













- <sup>1</sup> The candidate does not have any special interest in the Company.
- <sup>2</sup> The above number of shares held by the candidate is as of March 31, 2025, and other information in the Reference Documents for the Annual Meeting of Shareholders is based on information available as of May 9, 2025.
- <sup>3</sup> Ms. Tanaka is a candidate for substitute Independent Audit and Supervisory Board member.
- <sup>4</sup> 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. Tanaka is appointed as Independent Audit and Supervisory Board member, she will be named as the insured under the contract. The insurance contract is expected to be renewed during her term of office.
- <sup>5</sup> If Ms. Tanaka is appointed as Independent Audit and Supervisory Board member, the Company plans to enter into an agreement with her to limit her liability under Article 423, Paragraph 1 of the Companies Act of Japan. The maximum amount of liability for damages in the agreement is planned to be the minimum amount required under applicable laws and regulations.
- <sup>6</sup> 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.
- <sup>7</sup> 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

### Skills matrix of the Board of Directors

If Proposal 1 is 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 Representative Director and Chairperson	 Hisayuki Idekoba Representative Director and President	 Ayano Senaha Director	 Rony Kahan Director	 Naoki Izumiya Director	 Tsuyoshi Koderu Director	 Keiko Honda Director	 Katrina Lake Director	 Yukiko Nagashima Standing Audit and Supervisory Board Member	 Takashi Nishimura Standing Audit and Supervisory Board Member	 Yoichiro Ogawa Audit and Supervisory Board Member	 Katsuya Natori Audit and Supervisory Board Member
				non-Executive	Outside Independent	Outside Independent	Outside Independent	Outside Independent			Outside Independent	Outside Independent
Corporate Management	●	●		●	●	●	●	●	●		●	
Finance							●				●	
Legal/Risk Management			●			●					●	●
Global Business	●	●	●	●	●	●	●	●		●	●	●
Technology	●	●	●	●		●		●		●		●
HR Business	●	●	●	●					●	●		
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.

### ***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 "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
Masumi Minegishi	<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>- As 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 LLC.</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>
Hisayuki Idekoba	<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> <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</li> </ul>



Name	Skills
	<p>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.</p> <ul style="list-style-type: none"> <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>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 our sustainability initiative "Prosper Together" into the Company's corporate strategy, setting goals for 2030. The Company has been recognized as a global advanced level by institutional investors and 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 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> <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 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,</li> </ul>

Name	Skills
	<p>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.</p> <p><b>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>
Tsuyoshi Kodera	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- Appointed as President of Sony Network Entertainment International LLC in 2013, and as President and CEO of Sony Interactive Entertainment LLC in 2017, Tsuyoshi Kodera has driven the growth of Sony Group's Game &amp; Network Services business. He brings extensive knowledge and expertise in corporate management required for leading a globally expanding publicly listed company.</li> </ul> <p><b>Legal/Risk Management</b></p> <ul style="list-style-type: none"> <li>- Having overseen information security, as Executive Vice President and CDO of Sony Group Corporation since 2021, and later as Executive Vice President, CDO and CIO from 2023, and Corporate Executive Officer, CDO from 2025, he has deep expertise and experience in this critical area for the Company.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- After joining Sony Group Corporation (formerly Sony Corporation), he was assigned to Sony Electronics Inc. in the United States in 1998 and spent 23 years stationed there. Having held key positions, including President of Sony Network Entertainment International LLC and President and CEO of Sony Interactive Entertainment LLC, he possesses extensive and in-depth knowledge and experience in global business operations.</li> </ul> <p><b>Technology</b></p> <ul style="list-style-type: none"> <li>- He played a pivotal role in the launch and expansion of the globally operated network service PlayStation Network within Sony Group. In 2021, he spearheaded the creation of Sony Data Ocean, a group-wide data utilization platform, and led the Group's digital transformation initiatives.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- Having overseen group-wide digital transformation strategy, as Executive Vice President and CDO of Sony Group Corporation since 2021, and later as Executive Vice President, CDO and CIO from 2023, and Corporate Executive Officer, CDO from 2025, he has a proven track record of leading group-wide DX initiatives and transforming the company into a digital and network-driven enterprise.</li> </ul>
Keiko Honda	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- 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.</li> <li>- 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.</li> </ul> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>- She has led projects related to corporate finance and M&amp;A at financial institutions and consulting firms. She is also a member of the United Nations Investments Committee since 2018 and a member of the Expert Committee on Policy Evaluation of the Japanese Financial Services Agency since 2021.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- 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</li> </ul>



Name	Skills
	<p>regions as the CEO and Executive Vice President of the Multilateral Investment Guarantee Agency (MIGA), an institution of the World Bank Group.</p> <p><b>Sustainability</b></p> <ul style="list-style-type: none"> <li>- She has extensive knowledge and expertise from her former role as Adjunct Professor and Adjunct Senior Research Scholar at Columbia University's School of International and Public Affairs, specializing in sustainable investments.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- She was the first female senior partner in Asia at McKinsey &amp; Company. She has also led an organizational transformation at the Multilateral Investment Guarantee Agency (MIGA), significantly expanding the agency's project portfolio and broadening the expertise and experience represented within its leadership team.</li> </ul>
Katrina Lake	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- 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.</li> <li>- She has served as an Independent Director of the Company since 2023.</li> </ul> <p><b>Global Business</b></p> <ul style="list-style-type: none"> <li>- Stitch Fix, Inc. operates in the U.S. 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.</li> </ul> <p><b>Technology</b></p> <ul style="list-style-type: none"> <li>- 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..</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- 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.</li> </ul>
Yukiko Nagashima	<p><b>Corporate Management</b></p> <ul style="list-style-type: none"> <li>- 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.</li> <li>- She has served as an Outside Director of Japan Tobacco Inc. since 2019 and an Outside Audit and Supervisory Board Member of Sumitomo Corporation since 2021.</li> </ul> <p><b>HR Business</b></p> <ul style="list-style-type: none"> <li>- 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.</li> </ul> <p><b>Transformation</b></p> <ul style="list-style-type: none"> <li>- 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.</li> </ul>
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>

Name	Skills
	<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 leadership development across the Asia-Pacific region, including initiatives that advanced the participation and growth of women within the organization.</li> </ul>
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>

Name	Skills
	<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 investigation 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 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, 2025, the total amount of strategic shareholdings held by the Holding Company and Recruit Co., Ltd. was 66.0 billion yen, which is 4.1% of the consolidated total equity. In FY2024, the Company sold 9 stocks of strategic shareholdings for a total of 25.5 billion yen.

	The Holding Company		Recruit Co., Ltd.	
	Unlisted	Listed	Unlisted	Listed
Number of issuers	3	7	4	3
Amount on the balance sheet (millions of yen)	553	48,661	1,495	15,347
Number of issuers with decreased shareholdings	-	8	-	1
Total proceeds from sales resulting in a decrease in number of shares held (millions of yen)	-	24,981	-	612

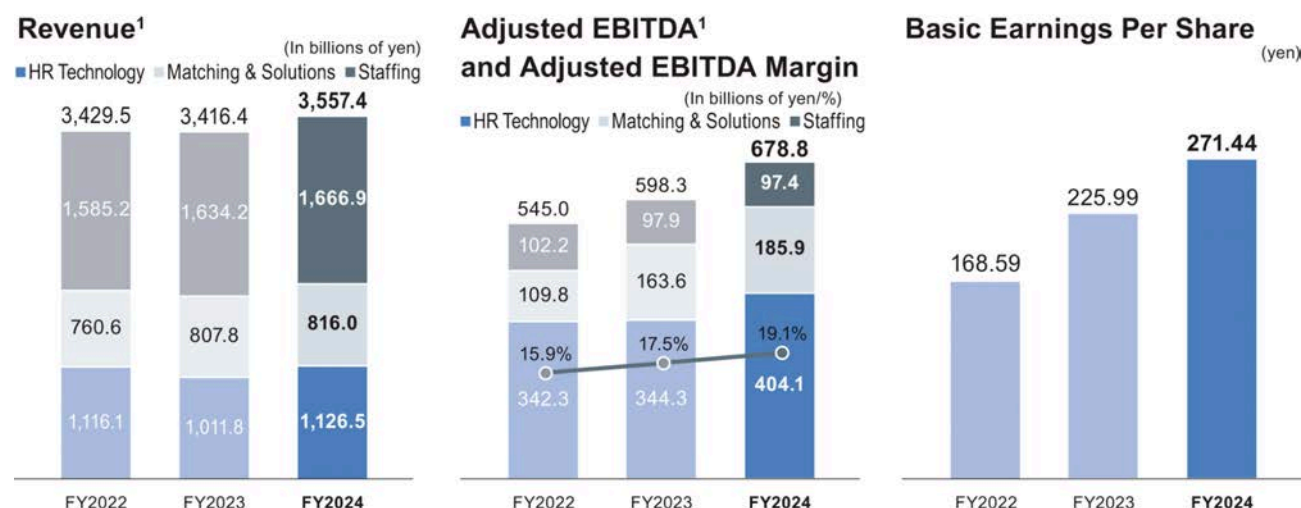
# BUSINESS REPORT

(April 1, 2024 – March 31, 2025)

## Overview of the Company

### Overview of Operations for FY2024

#### Consolidated Results of Operations for FY2024



<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 FY2024 was 3.55 trillion yen, an increase of 4.1% year over year as HR Technology, Matching & Solutions and Staffing all increased year over year. Excluding the positive impact of exchange rate fluctuations of 100.4 billion yen, consolidated revenue for FY2024 increased 1.2% year over year.

Consolidated operating income for FY2024 was 490.5 billion yen, an increase of 21.9% year over year, primarily driven by the decrease in impairment losses on right-of-use assets and property and equipment in connection with the FY2023 integration of offices and the increase in revenue.

Profit before tax for FY2024 was 527.1 billion yen, an increase of 23.7% year over year.

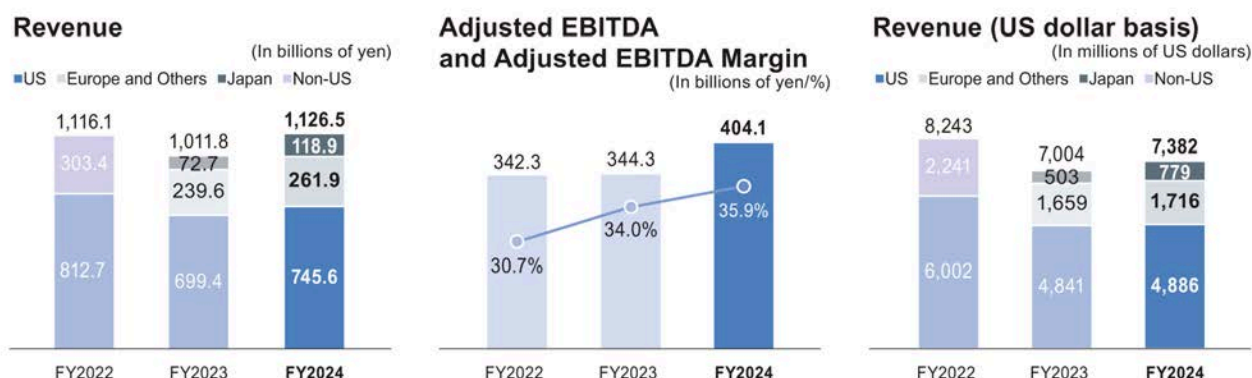
Profit for FY2024 was 408.1 billion yen, an increase of 15.1% year over year and profit attributable to owners of the parent for FY2024 was 408.5 billion yen, an increase of 15.5% year over year.

Consolidated adjusted EBITDA margin for FY2024 was 19.1%, an increase from 17.5% in the previous fiscal year, as a result of cost control measures, mainly in marketing expenses including sales commission and promotion expenses, while the Company continued to invest for future growth in each SBU. Adjusted EBITDA for FY2024 was 678.8 billion yen, an increase of 13.5% year over year.

Research and development expenses in FY2024 were 168.3 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



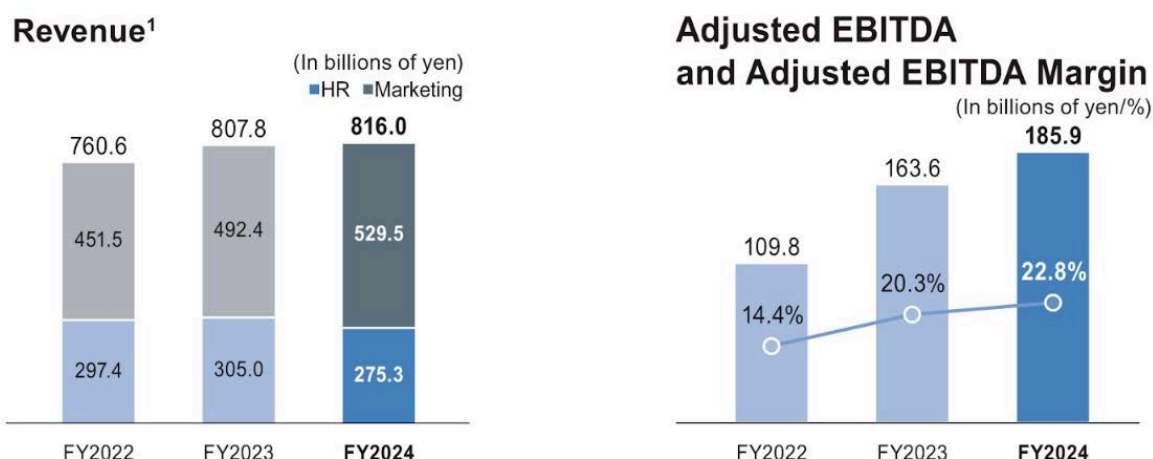
Revenue for FY2024 was 1.12 trillion yen, an increase of 11.3% year over year, and on a US dollar basis, revenue increased 5.4% year over year.

In the US, revenue increased as the company made progress on initiatives to improve monetization even though the number of paid job ads decreased. In Japan, revenue increased as the full-time and part-time job advertising service transferred from HR Solutions of Matching & Solutions to HR Technology via Indeed PLUS.

Adjusted EBITDA margin for FY2024 was 35.9%, an increase from 34.0% in the previous fiscal year, and adjusted EBITDA was 404.1 billion yen, an increase of 17.3%.

Brands	Services
Indeed	Online matching and hiring platform
Indeed PLUS	Job distribution platform
Glassdoor	Online matching and hiring platform

### Matching & Solutions



<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 FY2024 was 816.0 billion yen, an increase of 1.0% year over year.

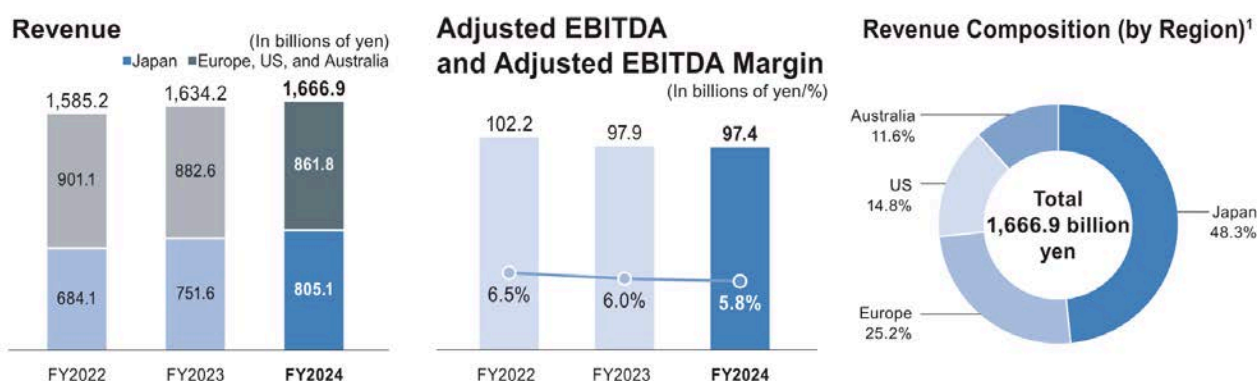
Revenue for HR Solutions decreased 9.7% year over year. While revenue in the placement service increased year over year, the revenue in the job advertising service decreased year over year primarily due to the shift of the business to HR Technology through Indeed PLUS.

Revenue in Marketing Solutions increased 7.5% year over year. Revenue in the total of Beauty, Travel and Dining combined with SaaS solutions including Air BusinessTools increased year over year. In addition, Housing & Real Estate and Others, which includes other services in Marketing Solutions, each increased year over year.

Adjusted EBITDA margin for FY2024 was 22.8%, an increase from 20.3% in the previous fiscal year, and adjusted EBITDA for FY2024 was 185.9 billion yen, an increase of 13.6% year over year as cost controls were implemented to improve productivity.

Operations	Brands and Services
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 for part-time and full-time job seekers
Marketing Solutions	<b>SUUMO</b> : Online platform and in-person consultation service for housing and real estate <b>Hot Pepper Beauty</b> : Online platform for beauty treatment <b>Jalan</b> : Online platform for travel in Japan <b>Hot Pepper Gourmet</b> : Online platform for dining <b>Air BusinessTools</b> : Cloud-based operational and management support solutions for business clients across an expanding variety of businesses

## Staffing



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

Revenue for FY2024 was 1.66 trillion yen, an increase of 2.0% year over year. Excluding the positive impact of foreign exchange rate fluctuations of 40.3 billion yen, revenue decreased 0.5% year over year.

Revenue in *Japan* increased 7.1% year over year 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 2.4% year over year. Excluding the positive impact of exchange rate fluctuations of 40.3 billion yen, revenue decreased 6.9% year over year. Demand for staffing services continued to slow down against a backdrop of an uncertain economic environment.

Adjusted EBITDA margin for FY2024 was 5.8%, a decrease from 6.0% in the previous fiscal year, and adjusted EBITDA was 97.4 billion yen, a decrease of 0.5% year over year. This was mainly due to increased costs for recruiting temporary staff and marketing expenses aimed at acquiring business clients.

	Brands	Services
Japan	<b>Recruit Staffing</b> <b>STAFF SERVICE GROUP</b>	Staffing services in Japan
Europe, US, and Australia	Europe: <b>Start People, Unique, USG Professionals, Secretary Plus, Bright Plus, Solvus, Certain Advantage</b> US: <b>Staffmark, CSI Companies</b> Australia: <b>Chandler Macleod, Peoplebank</b>	Staffing services mainly in Europe, US, and Australia

## Capital expenditures

The total amount of capital expenditures for FY2024 was 86.9 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 FY2024, capital expenditures of 13.0 billion yen were made primarily for the enhancement of various facilities. There were no significant disposals or sales of facilities.

### Matching & Solutions

For FY2024, capital expenditures of 53.7 billion yen were made primarily for the development and acquisition of software. There were no significant disposals or sales of facilities.

### Staffing

For FY2024, capital expenditures of 19.9 billion yen were made primarily due to an increase in right-of-use assets from the renewal of lease contracts and the acquisition of software. 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, 2025)

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 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	100 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
	Peoplebank Hong Kong Ltd	12 thousand Hong Kong dollars	100.0%	Provides comprehensive staffing services in Asia-Pacific

<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 aligned its management philosophy through its two-sided marketplace business model, which facilitates the best possible matches for the mutual benefit of both individual users and business clients.

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

### *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 as target management KPIs. Executive officers' compensation is linked to the achievement level of adjusted EBITDA, to align with shareholder interests.

### **Business Strategies**

This section is based on the information after HR Solutions of the Matching & Solutions SBU has been transferred to HR Technology SBU on April 1, 2025, and Matching & Solutions SBU will change its name to Marketing Matching Technologies SBU in FY2025.

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 and Staffing in the global HR Matching market as well as through Marketing Matching Technologies 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 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, the Company believes it is essential to further strengthen the collaboration between all HR related businesses across Recruit Group and operate them in a unified manner, while targeting the entire HR Matching market. Through Indeed PLUS and continuing with the placement business, which was previously included in HR Solutions in Matching & Solutions and transferred to HR Technology on April 1, 2025, the Company believes that operating these businesses as one will improve hiring efficiency and accelerate our ability to effectively address the global 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 online matching and hiring platforms<sup>2</sup>, Indeed and Glassdoor, and the job distribution platform Indeed PLUS. 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, Indeed PLUS and Glassdoor.

Job seekers can access more than 24 million jobs<sup>3</sup> that have been aggregated from public sources, posted via integrations with ATS or posted directly by employers to HR Technology's online matching and hiring 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, profile creation and resume posting, career advice and workplace community conversations, and scheduling and conducting video and phone interviews.

For employers, HR Technology's online matching and hiring platforms 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 3.3 million employers<sup>5</sup> that use Indeed each year to hire, the over 610 million verified job seeker profiles<sup>6</sup> created on Indeed and over 210 million user profiles<sup>7</sup> created on Glassdoor.

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 including through the use of generative AI tools, in conjunction with predictive 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, including through more tailored agentic AI experiences.

By logging in and creating a profile, job seekers provide the Company with a better understanding of their skills and preferences, enabling it 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, it 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>8</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 the Company measure more hires. In calendar 2024, based on internal measurement, an average of 27 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 other 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 online matching and hiring platforms with the data and insights of its various Japan-based job boards like TOWNWORK and Rikunabi NEXT. All of the job boards in Japan, with the exception of Rikunabi, 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.

Additionally, RECRUIT AGENT and RECRUIT DIRECT SCOUT, the placement services, which are part of the HR Technology SBU as of April 1, 2025, utilize the Recruit Group's matching engine to streamline processes like screening resumes, a previously manual process. By combining Indeed's technology, data and scale with more than 60 years of HR matching expertise in the Japanese market, the Company aims to accelerate its Simplify Hiring strategy in Japan.

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.

In 2024, the Company believes the size of the HR Matching market was roughly 310 billion US dollars<sup>9</sup>, flat compared to the Company's restated estimate<sup>10</sup> for 2023. While the estimated size of the Job Advertising and Talent Sourcing, Direct Hire and Temporary Staffing markets each contracted slightly, this was offset by an increase in the estimated size of the Internal Recruitment Automation market, driven by an increase in the assumed percent of historical spending on internal talent acquisition resources that could be reasonably captured by current technology. The size of the total, and each, addressable market has been updated as of May 9, 2025. Please reference the footnotes for details of the changes.

The Direct Hire and Retained Search markets, as well as the internal recruitment processes that underlie the Internal Recruitment Automation market 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 dispose of 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.

#### HR Matching addressable markets (estimated)

(In billions of US dollars )	2023		2024
	as of May 15, 2024	as of May 9, 2025	
Job Advertising and Talent Sourcing <sup>11, 12, 13</sup>	31	34	33
Direct Hire <sup>14, 15, 16</sup>	58	74	72
Retained Search <sup>14, 15, 16</sup>	37	24	24
Temporary Staffing <sup>17, 18, 19</sup>	116	118	111
Internal Recruitment Automation <sup>20, 21</sup>	60	60	70
<b>Total Addressable Market ("TAM")<sup>22</sup></b>	<b>302</b>	<b>310</b>	<b>310</b>

**Job Advertising and Talent Sourcing:** The global job advertising and talent sourcing market is estimated by Staffing Industry Analysts (“SIA”) to have been roughly 33 billion US dollars<sup>13</sup> in terms of annual revenue in 2024.

**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 72 billion US dollars<sup>16</sup> in terms of annual revenue globally in 2024 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 24 billion US dollars<sup>16</sup> in terms of annual revenue globally in 2024 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 536 billion US dollars<sup>19</sup> in annual revenue globally in 2024. 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 100 billion US dollars<sup>19</sup> in 2024. Additionally, the Company’s definition of this market includes the estimated annual revenue globally in 2024 for each of the Talent Platforms<sup>23</sup>, Staffing Platforms<sup>24</sup> and Vendor/Freelancer Management Systems (“VMS/FMS”)<sup>25</sup> markets, and an estimated annual spending by employers on Managed Service Provider (“MSP”)<sup>26</sup> and Recruitment Process Outsourcing (“RPO”)<sup>27</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 markets, the Company estimates that the temporary staffing market was roughly 111 billion US dollars globally in 2024.

**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 70 billion US dollars<sup>21</sup> in 2024. 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 2024 for ATS<sup>28</sup> and an estimated annual internal spending by employees on Background Checks<sup>29</sup> that can be reasonably automated and monetized by third parties.

<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 2025

<sup>3</sup> Internal data, based on the last 12 months daily average number of jobs searchable on Indeed as of December 2024, worldwide

<sup>4</sup> Internal data, cumulative number of company ratings, company reviews and salaries submitted on Indeed (approximately 4.5 billion), worldwide, as of March 31, 2025

<sup>5</sup> Internal data, based on the last 12 months of activity as of March 2025, worldwide

<sup>6</sup> Internal data, cumulative number of verified job seeker accounts on Indeed through March 31, 2025, worldwide. Job seeker accounts that have a unique, verified email address.

<sup>7</sup> Internal data, cumulative number of Glassdoor registered users for which a profile or resume is available through March 31, 2025, worldwide.

<sup>8</sup> Internal data, 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>9</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>10</sup> The estimated size of the HR Matching market in 2023 has been restated from the Company’s initial estimate in the Q4 FY2023 Earnings Release as of May 15, 2024 based on a revision to the methodology used to estimate the job advertising & talent sourcing tools market and information that became available after the publication of such initial estimate pertaining to each market listed in the notes below. As described in detail in the notes below the Company’s initial estimate in the Q4 FY2023 Earnings Release as of May

15, 2024 for the job advertising & talent sourcing tools market relied on the Company's estimates using third party reports, internal research and other sources. The updated estimate relies solely on the SIA report Online Job Advertising Market: 2024 Update. The methodologies changed in that the share of the Global Staffing Revenue that is attributed to Placement & Search is changed from the 2023 (as of May 15, 2024) and 2023 (restated) and calculated on a regional (Americas, EMEA, APAC) basis rather than applying a single global share percentage. Additionally, as referenced in detail in the notes below, SIA estimated relative composition of the Place & Search market for 2023 between Direct Hire and Retained Search changed significantly from the publication of Global Staffing Market Estimates and Forecast: November 2023 Update and the publication of Global Staffing Market Estimates & Forecasts November 2024.

- <sup>11</sup> Source for 2023 (as of May 15, 2024): 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 and in addition the 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>12</sup> Source for 2023 (restated): SIA, Online Job Advertising Market: 2024 Update. The Company has determined that, given the small, declining size of the global offline job advertising market, it is no longer useful to disclose the size of the global offline job advertising market.
- <sup>13</sup> Source for 2024: SIA, The Evolution of Recruiting: 2025 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2025 Update. The Company has determined that, given the small, declining size of the global offline job advertising market, it is no longer useful to disclose the size of the global offline job advertising market.
- <sup>14</sup> Source for 2023 (as of May 15, 2024): 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 2023 (restated): SIA, Global Staffing Market Estimates & Forecasts November 2024. Direct Hire Market is defined as a segment of Placement & Search Market, estimated by SIA to be 98 billion US dollars, which in turn is a segment of Global Staffing Industry Market. The 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. Updates to the ratios used to attribute the Placement & Search Market between Direct Hire and Retained Search are the primary driver of the change in each of Direct Hire Market and Retained Search Market between the 2023 estimates as of May 15, 2024 and the 2023 updated estimates.
- <sup>16</sup> Source for 2024: SIA, Global Staffing Market Estimates & Forecasts November 2024. Placement & Search market is derived by applying 15.2%, which was Placement & Search's share of 2023 Global Staffing Revenue, to the sum product (a) of -9% growth rate from SIA, America's Staffing Market Forecast November 2024 applied to 229 billion US dollars, which was America's Total Staffing market in 2023, (b) of -2% growth rate applied to 263 billion US dollars, which was EMEA Total Staffing market in 2023, and (c) of 7% growth rate applied to 159 billion US dollars, which was APAC Total Staffing market in 2023, all from SIA, Global Staffing Market Estimates & Forecasts November 2024. 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>17</sup> Source for 2023 (as of May 15, 2024): 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>18</sup> Source for 2023 (restated): 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 551 billion US dollars, which was the restated revenue of the temporary staffing market in 2023 from SIA Global Staffing Market Estimates & Forecasts November 2024.
- <sup>19</sup> Source for 2024: derived by applying a gross profit margin of 18.72%, which was calculated based on the weighted average of the top 3 publicly traded global staffing companies in terms of revenue in 2024, to 536 billion US dollars, which was the estimated revenue of the temporary staffing market in 2024. 536 billion US dollars is a sum product (a) of -9% growth rate of the Total Staffing market from SIA, America's Staffing Market Forecast November 2024 applied to 206 billion US dollars, which was America's temporary staffing market in 2023, (b) of -2% growth rate of the Total Staffing market applied to 225 billion US dollars, which was EMEA temporary staffing market in 2023, and (c) of 7% growth rate of the Total Staffing market applied to 120 billion US dollars, which was APAC temporary staffing market in 2023, all from SIA, Global Staffing Market Estimates & Forecasts November 2024.
- <sup>20</sup> Source for 2023 (as of May 15, 2024) and 2023 (restated): 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>21</sup> Source for 2024: SIA, The Evolution of Recruiting: 2025 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2025 Update. SIA's estimates are based on the assumption that 46% 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>22</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>23</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 2023 and 2024 in terms of annual revenue globally based on SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update and SIA, The Evolution of Recruiting: 2025 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2025 Update, respectively.
- <sup>24</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 2023 and 3 billion US dollars in 2024 in terms of annual revenue globally based on SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update and SIA, The Evolution of Recruiting: 2025 Update to Estimating the Addressable Market for Recruitment Automation (customer research commissioned by Indeed): January 2025 Update, respectively.
- <sup>25</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 2023 and 2024 in terms of annual revenue globally based on SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update and SIA, The Evolution of Recruiting: 2025 Update to Estimating the Addressable Market for Recruitment Automation (customer research commissioned by Indeed): January 2025 Update, respectively.
- <sup>26</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 2023 and 2024 in terms of annual spending by employers that can be reasonably automated and monetized by third parties based on SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update and SIA, The Evolution of Recruiting: 2025 Update to Estimating the Addressable Market for Recruitment Automation (customer research commissioned by Indeed): January 2025 Update, respectively.
- <sup>27</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 2023 and 2024 in terms of annual spending by employers that can be reasonably automated and monetized by third parties based on SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update and SIA, The Evolution of Recruiting: 2025 Update to Estimating the Addressable Market for Recruitment Automation (customer research commissioned by Indeed): January 2025 Update, respectively.
- <sup>28</sup> ATS market, where companies provide 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 2023 and 3 billion US dollars in 2024 based on SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update and SIA, The Evolution of Recruiting: 2025 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2025 Update, respectively.
- <sup>29</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 2023 and 2024 based on SIA, The Evolution of Recruiting: 2024 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2024 Update and SIA, The Evolution of Recruiting: 2025 Update to Estimating the Addressable Market for Recruitment Automation (custom research commissioned by Indeed): January 2025 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 the Marketing Matching Technologies SBU, which provides vertical-specific 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 and SaaS solutions.

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<sup>4</sup> in FY2024 was approximately 540 million, an increase of 12.3% year over year. Actions by individual users includes the number of online reservations made on the Company's salon, restaurant, and lodging matching platforms. An increase in the number of actions in Marketing Matching Technologies may translate into revenue growth for 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, 2025 the number of registered SaaS accounts was approximately 4.34 million, an increase of 14.7% 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>5</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 FY2024, GPV reached approximately 2.4 trillion yen, an increase of 26.8% 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, the Company believes will become a new potential source of revenue in the long term. An example of a fintech service is AirCASH, a service allowing business clients to receive cash in advance based on their future revenue.

By integrating vertical-specific matching platforms 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, 2024 to March 31, 2025.

<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, 2025. 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 the Company collects 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, 2025 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, 2025, 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 through its corporate activities. In doing so, the Company can prosper alongside its stakeholders and take a vital step toward achieving long-term, sustainable growth. As the Company announced in May 2021, 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

The Company anticipates achieving its short-term goal of reaching carbon neutrality throughout its business activities in FY2024<sup>1</sup>, as it did in the past three 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 FY2030 goal, the Company set a greenhouse gas (GHG) absolute reduction target<sup>4</sup> based on its SBTi Near-Term Target. The Company is on track to surpass its GHG reduction target across all emissions categories, Scopes 1, 2, and 3<sup>2,3</sup> in FY2024. One particular focus was to accelerate the reduction of Scope 3 emissions, which account for more than 95%<sup>5</sup> of the Company's GHG emissions. To achieve this, the Company continues working with the partners in its value chain to refine the measurement of GHG emissions and to identify reduction measures.

In recognition of the Company's environmental actions, for the second consecutive year, the Company was selected as an "A" list company in 2024 for its leadership in performance on climate change and corporate disclosure transparency by the international nonprofit organization CDP<sup>6</sup>.

## Social

As a leader in the global HR Matching Market, the Company has set two key goals by FY2030 to drive meaningful social impact, centered around its core business area: work. Work is an indispensable foundation for people's lives, and therefore, the Company is dedicated to opening up access to employment opportunities for all and reducing the time to get hired.

In order to achieve the first goal of reducing the time it takes to get hired by half by FY2030, the Company introduced the employer Time to Hire (TTH) metric in May 2024, and continues to deepen its understanding of factors that influence it. The Company has enhanced its TTH measurement methodology to improve accuracy and actionability—enabling the identification of targeted strategies to reduce TTH at every stage of the employer hiring journey. Based on this improved methodology, which looks at paid and free job listings on Indeed, the average TTH was 42 days as of January 2025, up slightly from 41 days<sup>7</sup> in December 2023.

The increase in TTH is presumed to be at least partially attributable to United States macroeconomic conditions. Initial findings suggest that the U.S. labor force participation rate<sup>8</sup> and TTH are correlated. When the labor force participation rate increases, TTH increases. Additionally, the U.S. quits rate<sup>9</sup> and TTH are inversely correlated. When the quits rate decreases, TTH increases. The Company observed a pronounced decline in the U.S. quits rate in 2024, while labor force participation has been gradually increasing post-pandemic.

However, the Company's research consistently shows that when employers used Indeed's paid solutions, TTH decreased significantly. Indeed's AI-powered features played a key role in accelerating hiring and improving outcomes—even amid a challenging macroeconomic environment.

In a global analysis conducted from January 2024 to January 2025, Sponsored Jobs on Indeed saw a 22% faster TTH compared to those that were not sponsored. More recently, product innovations have contributed to improved hiring speeds. For example, testing of hosted Premium Sponsored Jobs in the U.S. has achieved a 58% faster TTH compared to free hosted job listings<sup>10</sup>.

The Company aims to continue to advance TTH by introducing innovative AI solutions, streamlining the hiring process, and increasing automation—making hiring simpler and faster for clients while supporting the sustainable business growth of the Company.

At the same time, traditional hiring practices unintentionally create barriers to employment that cannot be solved by speed and matching improvements alone. In response, the Company set a second goal of helping 30 million job seekers facing barriers get hired by FY2030. To achieve this, the Company has been working to break down six common barriers that affect job seekers globally, including education and disabilities.

Education should not be a limiting factor to employment. However, according to one survey, employers have rejected candidates because they did not have a post-secondary education, even when the candidate had sufficient skills and experience<sup>11</sup>. In order to overcome this barrier, the Company is working to promote adoption of Skills-First Hiring<sup>12</sup>—an approach that evaluates candidates based on the skills they have gained through training, professional history and other past experience. On Indeed, the Company uses skill information for matching and recommending candidates to employer job postings based on their skills.

Through skills-first hiring, job seekers can represent their full skills and capacities, and employers can source and evaluate candidates based on the specific skills required for the job. In the future, the Company plans to expand Skills-First Hiring and leverage AI to enable the Company to offer job seekers personalized career advice, coach them to prepare for interviews, and advocate on their behalf to employers.

Through these efforts, the Company successfully helped a total of approximately 11.8 million job seekers facing barriers get hired<sup>13</sup> in FY2024. The Company remains committed to reducing barriers in the job market by promoting inclusive and Skills-First Hiring practices.

Since its founding, the Company has valued the individuality of each employee. Betting on the passion and ideas of employees has long been the Company's competitive advantage—which has led to the creation of new businesses and services across the Group. In line with its goal to achieve gender parity in senior executive positions, managerial positions, and total employees by FY2030<sup>14</sup>, the Company is working to expand the pool of management candidates, for example, by providing employees opportunities to expand their capacity and skills.

Recruit Co., Ltd, which primarily operates in Japan where the gender gap is notably wide, expanded its managerial candidates through a new coaching-based human capital development program and the clarification of the requirements for management positions. These initiatives significantly increased the proportion of women among managers<sup>15</sup>.

## Governance

The Company views a well-balanced Board—comprising members with varied skills, experiences, and backgrounds—as critical to transparent and sound governance, and high-quality decision-making.

In particular, Recruit Holdings aspires to achieve gender parity among the members of the Board of Directors and Audit and Supervisory Board by FY2030<sup>16</sup>. To achieve the goal, Recruit Holdings continues to consider candidates for the Board of Directors based on the skills and backgrounds needed to realize its medium- and long-term strategies.

<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 FY2023.

<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.

<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. After refining the data, the baseline previously reported as 55 days in the FY2023 Annual Report is updated to 41 days. 41 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.

<sup>8</sup> Labor force participation rate is the percentage of the population that is either working or actively looking for work. It measures labor supply, specifically how many are in the system, both employed and unemployed.

<sup>9</sup> Quits rate is the number of quits during the entire month as a percent of employment. It is a measure of how dynamic the labor market is - specifically, of those in the labor market, how many are moving around.

<sup>10</sup> US data from Nov 2024 - Mar 2025, for jobs hosted on the Indeed platform. Premium Sponsored Jobs was rolled out as a test product in the U.S. beginning in November 2024. TTH for US hosted paid jobs using Premium Sponsored Jobs is 58% faster than US hosted non-paid jobs. Paid jobs are Sponsored Job ads incurring charges, which happen when a job seeker interacts with the job post, such as by clicking to view the post, or clicking to apply.

<sup>11</sup> Source: Accenture, Grads of Life, Harvard Business School (2017), “Dismissed by Degrees: How degree inflation is undermining U.S. competitiveness and hurting America’s middle class.”

<sup>12</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>13</sup> Represents number of hires made on Indeed reported through the Hired Signal measurement, from May 1, 2021 - March 31, 2025, globally for job seekers who faced at least one of the following common job market barriers: education, criminal record, military experience, disability, refugee background or lack of work essentials such as a computer or Internet access.

- <sup>14</sup> Senior executive positions are defined as Senior Vice Presidents and Corporate Professional Officers of Recruit Holdings and Marketing Matching Technologies 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>15</sup> Compared to FY2021, the percentage of women managers at Recruit increased from 26.8% to 35.0%, and the percentage of senior managers increased from 9.1% to 33.3%.
- <sup>16</sup> The Board of Directors members are defined as Directors and Audit and Supervisory Board members.

### ***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 FY2024 was 22.6%.

## Leadership

### Directors and Audit and Supervisory Board Members (as of March 31, 2025)

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, 2025
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; CEO and Director of RGF OHR USA, INC.; Director of Indeed, Inc.; Director of Glassdoor LLC; Director of Recruit Co., Ltd.; Chairman and Director of RGF Staffing B.V.
Director	Ayano Senaha	COO; Human Resources / General Affairs Division; Finance Division; Risk Management Division; Group Governance and Sustainability Transformation in the Corporate Planning Division; Director of RGF OHR USA, INC.; Director of Indeed, Inc.; Director of Glassdoor LLC; Director of Recruit Co., Ltd.; 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 RGF OHR USA, INC.; Chairman of the Board and Director of Indeed, Inc.
Independent Director	Naoki Izumiya	Honorary Advisor of Asahi Group Holdings, Ltd.
Independent Director	Hiroki Totoki	Director, President, COO and CFO, Representative Corporate Executive Officer of Sony Group Corporation
Independent Director	Keiko Honda	Independent Director of AGC Inc.; Outside Director of Mitsubishi UFJ Financial Group, Inc.
Independent Director	Katrina Lake	Executive Chairperson of the Board of 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.

- <sup>1</sup> 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.
- <sup>2</sup> 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.
- <sup>3</sup> 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.

<sup>4</sup> Changes in responsibilities of Directors from April 1, 2025

Name	New position for FY2025	Former position in FY2024	Date of change
Ayano Senaha	COO; Corporate Communications Division, Human Resources / General Affairs Division, Risk Management Division, Group Governance in the Corporate Planning Division	COO; Human Resources and General Affairs Division, Finance Division, Risk Management Division, Group Governance and Sustainability Transformation in the Corporate Planning Division	April 1, 2025

## Compensation

### Compensation Policies for FY2024

#### 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.

Payout Amount	=	Set Amount	+	Positive or negative modified amount based on consolidated adjusted EBITDA* growth	+	Positive or negative modified amount based on individual performance evaluation
Positive or negative modified amount based on consolidated adjusted EBITDA* growth	=	Set Amount	×	The growth rate of consolidated adjusted EBITDA* in the current fiscal year divided by the average of the previous 3 years.	×	Coefficient of Approximately 1.3
Positive or negative modified amount based on individual performance evaluation	=	Set Amount	×	Coefficient determined by individual performance evaluation (-1 to 1)		

\* The definition of adjusted EBITDA used to calculate the annual incentive payout amount for the evaluation period for FY2024 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.

#### **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.

#### **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.

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 FY2024

For FY2024, 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 were paid for FY2024:

	Base Salary (Cash)	Annual Incentive (Cash)	Long-term Incentive (Equity)	
			BIP Trust	Stock Options
Directors, excluding Independent Directors <sup>2</sup>	14%	14%	52%	19%
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		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
Annual Incentive					
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, 2024	Audit and Supervisory Board members	Total annual amount not to exceed 200 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 FY2024) 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 FY2024

(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	2,069	143	291	1,039	594	-	4
Independent Directors	136	136	-	-	-	-	4
Audit and Supervisory Board members, excluding independent members	86	86	-	-	-	-	2
Independent Audit and Supervisory Board members	38	38	-	-	-	-	2

<sup>1</sup> 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 FY2024

The target and result of the performance indicator related to annual cash incentives paid in FY2024 are as follows:

(In billions of yen, unless otherwise stated)

Performance indicators		Target	Actual
Annual Incentive <sup>1</sup>	Adjusted EBITDA for FY2023	434.5 <sup>2</sup>	598.3

<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 FY2020 to FY2022.

### Actions of the Board of Directors and Committees in FY2024

The Compensation Committee met two times in FY2024, and all members of the Committee were in attendance. Please refer to "Advisory Bodies to the Board of Directors: Nomination and Governance 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 sustainability goals, 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 and Governance, Compensation, Compliance, Risk Management, and Sustainability Committees. To enhance independence, the Nomination and Governance 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.

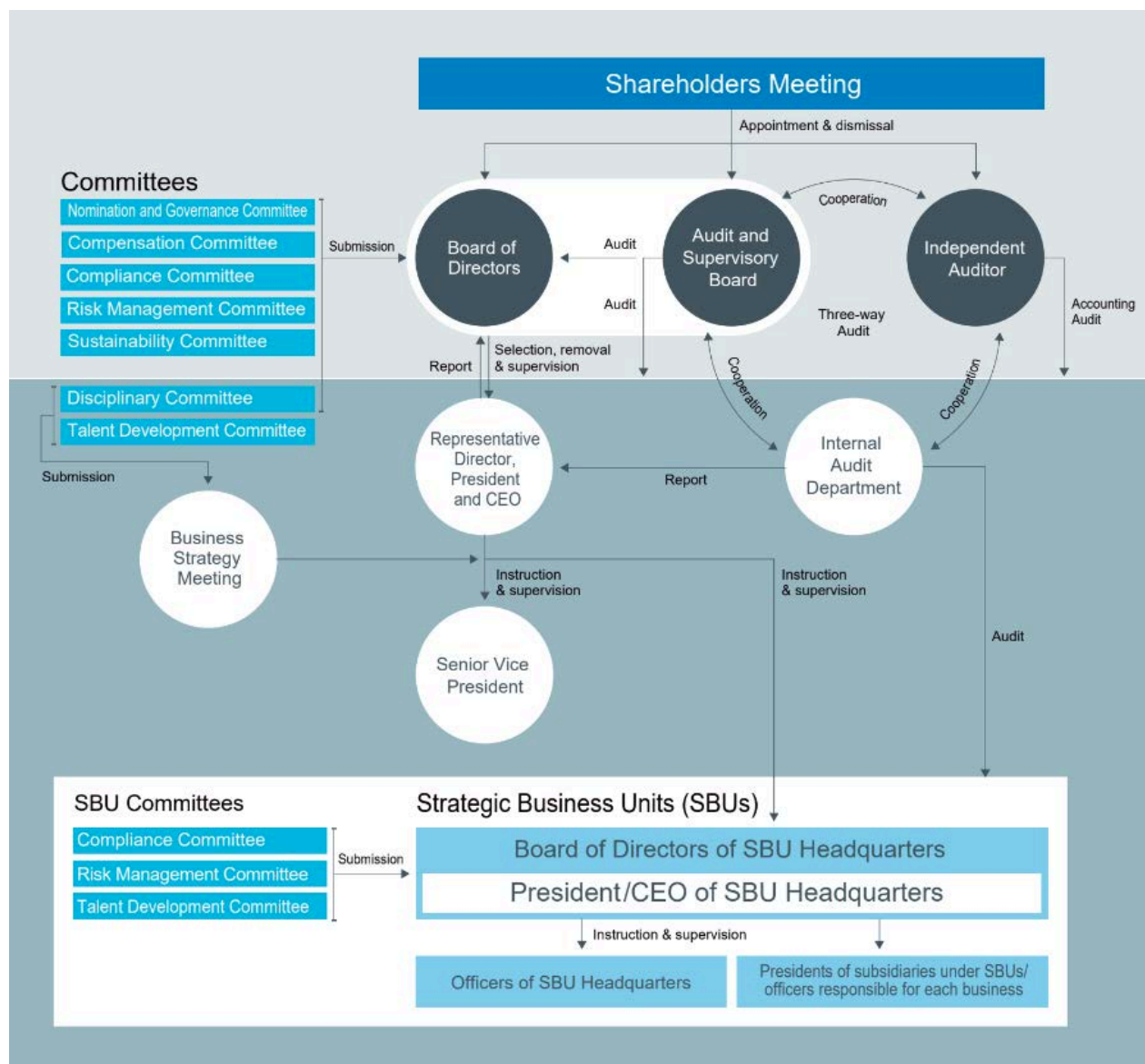
Furthermore, the Company has appointed Senior Vice Presidents, and established the Business Strategy Meeting to serve as an advisory body to the CEO, in order to enhance the Company's decision-making process and execution. The Business Strategy Meeting discusses important matters for the Company and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

The Company recognizes that the Board of Directors should maintain and expand its members to include those with varied skills, experiences, and backgrounds 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, the Company has a structure in which different persons serve as the Chairperson of the Board of Directors and the CEO. The Company believes 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 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 views a well-balanced Board comprising members with varied skills, experiences, and backgrounds. The Company has specifically set a target for gender, and aims to propose candidates for election to its Annual Meeting of Shareholders to achieve gender parity among our board members, and audit and supervisory board members. As of May 9, 2025, 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 9, 2025, 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 FY2024.

- 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 the progress and plans for sustainability activities to achieve the sustainability goals 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/20240709\\_0002/](https://recruit-holdings.com/en/newsroom/20240709_0002/)

[https://recruit-holdings.com/en/newsroom/20250228\\_0001/](https://recruit-holdings.com/en/newsroom/20250228_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 and Governance Committee, and Compensation Committee**

The Nomination and Governance Committee, and the 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 and Governance Committee***

The matters subject to deliberation by the Nomination and Governance 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

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

The Nomination and Governance 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 process for appointing or dismissing Director candidates, Senior Vice Presidents, and Corporate Professional Officers, the Nomination and Governance 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. Regarding the Director candidates and the requirements for the appointment thereof, the Committee identified succession planning for Independent Directors as a priority and deliberated on the key talent criteria and review process. Based on these deliberations and given his extensive knowledge in information security, a critically important field for our company, the Committee presented the proposal to nominate Tsuyoshi Kodera, as a new candidate for Independent Director to the Board of Directors.

As for governance systems such as the Company's organizational structure and the composition of the Board of Directors, the Nomination and Governance 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.

### ***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.

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 goals 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.

The Company held the Sustainability Committee twice in FY2024. The main topics deliberated were as follows:

- Report and discuss on the sustainability goals
- Update on sustainability issues to be addressed by the Company based on social trends

With regard to current trends in sustainability issues, during the latest fiscal year, the Committee monitored the progress of the sustainability goals, as well as the status of compliance with the sustainability information disclosure regulations, which legislation is under deliberation in Europe ahead of other countries.

The deliberations were submitted to the Board of Directors for resolution.

## 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, 2025

Composition as of March 31, 2025

<b>C</b>	Chair	<b>M</b>	Member	<b>O</b>	Observe
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Numbers in the table: Number of meetings attended / Number of meetings held

Position	Name and surname	Board of Directors		Audit and Supervisory Board		Business Strategy Meeting <sup>2</sup>		Nomination and Governance Committee		Compensation Committee		Compliance Committee		Risk Management Committee		Sustainability Committee	
Representative Director and Chairperson	Masumi Minegishi	<b>C</b>	14/14			<b>O</b>	-	<b>M</b>	3/3			<b>O</b>	2/2	<b>O</b>	2/2	<b>M</b>	2/2
Representative Director, President and CEO	Hisayuki Idekoba	<b>M</b>	14/14			<b>C</b>	-	<b>M</b>	3/3	<b>M</b>	2/2	<b>C</b>	2/2	<b>M</b>	2/2	<b>M</b>	2/2
Internal Directors	Ayano Senaha	<b>M</b>	14/14			<b>M</b>	-	<b>O</b>	3/3	<b>M</b>	2/2	<b>M</b>	2/2	<b>C</b>	2/2	<b>C</b>	2/2
	Rony Kahan	<b>M</b>	14/14			<b>O</b>	-										
Independent Directors	Naoki Izumiya	<b>M</b>	14/14					<b>C</b>	3/3	<b>M</b>	2/2						
	Hiroki Totoki	<b>M</b>	14/14					<b>M</b>	3/3	<b>C</b>	2/2						
	Keiko Honda	<b>M</b>	14/14					<b>M</b>	3/3	<b>M</b>	2/2					<b>M</b>	2/2
	Katrina Lake	<b>M</b>	14/14							<b>M</b>	2/2						
Standing Audit and Supervisory Board Members	Yukiko Nagashima	<b>M</b>	14/14 <sup>1</sup>	<b>M</b>	16/16	<b>M</b>	-					<b>O</b>	2/2	<b>O</b>	2/2		
	Takashi Nishimura	<b>M</b>	14/14 <sup>1</sup>	<b>C</b>	16/16	<b>M</b>	-					<b>O</b>	2/2	<b>O</b>	2/2		
Independent Audit and Supervisory Board Members	Yoichiro Ogawa	<b>M</b>	14/14 <sup>1</sup>	<b>M</b>	16/16			<b>M</b>	3/3								
	Katsuya Natori	<b>M</b>	14/14 <sup>1</sup>	<b>M</b>	16/16					<b>M</b>	2/2						
Senior Vice Presidents	Yoshihiro Kitamura					<b>O</b>	-									<b>M</b>	2/2
	Rob Zandbergen															<b>M</b>	2/2
	Junichi Arai					<b>M</b>	-					<b>M</b>	2/2	<b>M</b>	2/2		
	Mio Kashiwamura					<b>M</b>	-					<b>M</b>	2/2	<b>M</b>	2/2		
	Akihiko Mori					<b>M</b>	-					<b>M</b>	2/2	<b>M</b>	2/2		
	Kentaro Mori					<b>M</b>	-					<b>M</b>	2/2	<b>M</b>	2/2		
	Lowell Brickman					<b>M</b>	-					<b>M</b>	2/2	<b>M</b>	2/2		
Outside Experts	Aron Cramer															<b>M</b>	2/2
	Yves Serra															<b>M</b>	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> 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 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.

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.

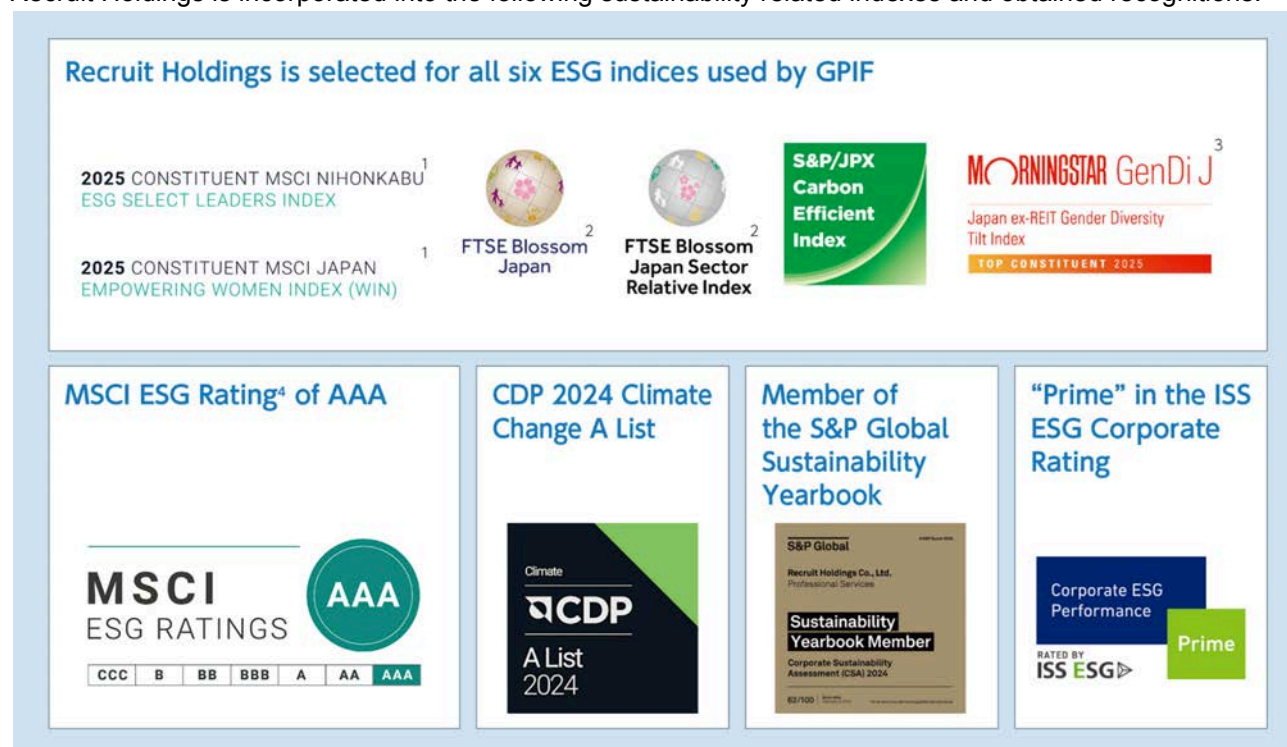
Total annual dividend guidance for FY2025 is 25.0 yen per share, which consists of an interim dividend of 12.5 yen per share and a year-end dividend of 12.5 yen per share

Resolution date at the Board of Directors meetings	Total dividend (In millions yen)	Dividend per share (In yen)
November 11, 2024	18,696	12.0
May 9, 2025	18,330	12.0



## Reference | Sustainability Indexes and Recognitions

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



<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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.

<sup>4</sup> THE USE BY Recruit Holdings Co., Ltd. OF ANY MSCI ESG RESEARCH LLC OR ITS AFFILIATES ("MSCI") DATA, AND THE USE OF MSCI LOGOS, TRADEMARKS, SERVICE MARKS OR INDEX NAMES HEREIN, DO NOT CONSTITUTE A SPONSORSHIP, ENDORSEMENT, RECOMMENDATION, OR PROMOTION OF Recruit Holdings Co., Ltd. BY MSCI. MSCI SERVICES AND DATA ARE THE PROPERTY OF MSCI OR ITS INFORMATION PROVIDERS, AND ARE PROVIDED 'AS-IS' AND WITHOUT WARRANTY. MSCI NAMES AND LOGOS ARE TRADEMARKS OR SERVICE MARKS OF MSCI.

For more information on each index, award and recognition, please visit

<https://recruit-holdings.com/en/sustainability/about/recognitions/>.

<sup>5</sup> The above contents are based on the latest information available to the Company as of March 2025.

# Venue Access Guide for the Annual Meeting of Shareholders

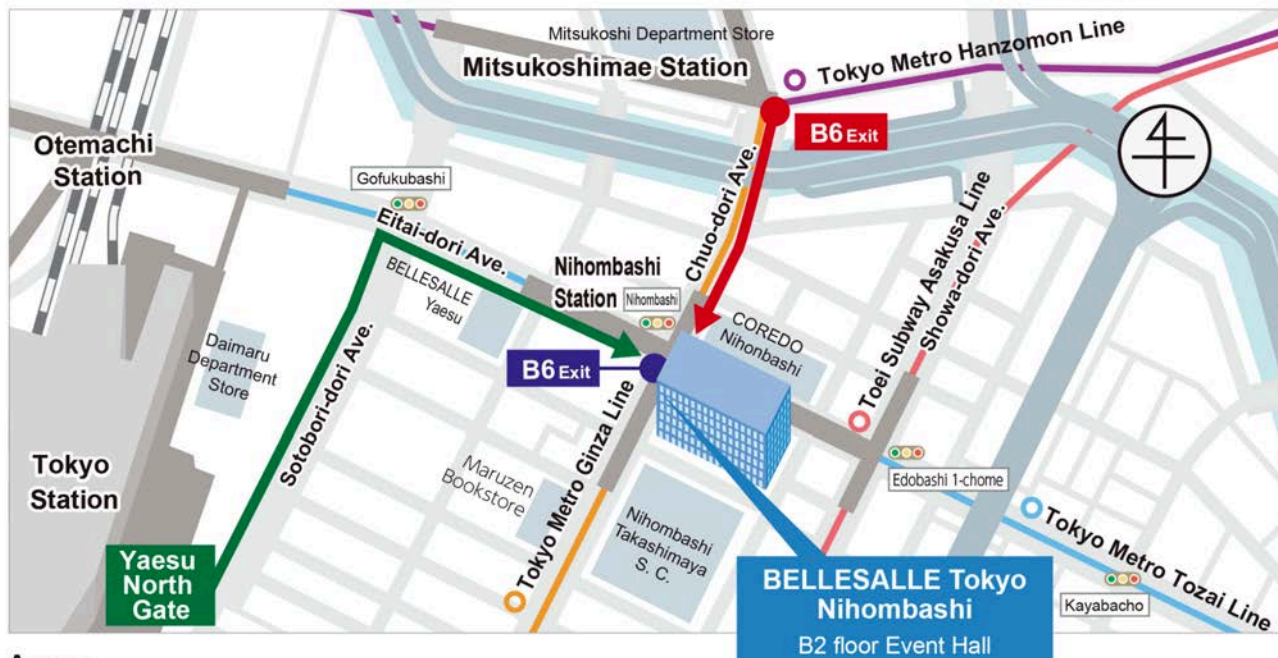
Date and Time

June 26, 2025 (Monday) 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 Tokyo Nihombashi  
Tokyo Nihombashi Tower, 2-7-1 Nihombashi, Chuo-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.

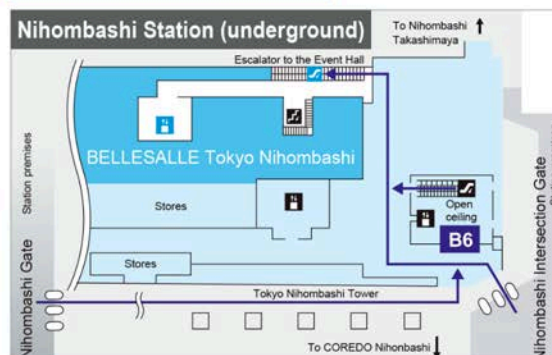


## Access

<ul style="list-style-type: none"> <li>○ Tokyo Metro Ginza Line</li> <li>○ Tokyo Metro Tozai Line</li> <li>○ Toei Subway Asakusa Line</li> </ul>	<b>Nihombashi Station</b>	<b>Direct access from B6 Exit</b>
<ul style="list-style-type: none"> <li>○ Tokyo Metro Ginza Line</li> <li>○ Tokyo Metro Hanzomon Line</li> </ul>	<b>Mitsukoshimae Station</b>	<b>Approx. 3 min. walk from B6 Exit</b>
<ul style="list-style-type: none"> <li>○ JR Lines</li> </ul>	<b>Tokyo Station</b>	<b>6 min. walk from Yaesu North Exit</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.



Recruit Holdings Co., Ltd.

# Matters omitted in the printed Notice of Annual Meeting of Shareholders 2025

**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, 2025 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	FY2021	FY2022	FY2023	FY2024 (current consolidated fiscal year)
Revenue	2,871,705	3,429,519	3,416,492	3,557,478
Profit before tax	382,749	367,767	426,241	527,143
Profit attributable to owners of the parent	296,833	269,799	353,654	408,504
Basic earnings per share (yen)	181.68	168.59	225.99	271.44
Equity attributable to owners of the parent	1,363,776	1,627,010	2,000,922	1,617,582
Total assets	2,423,542	2,793,281	3,144,646	2,772,252
Equity attributable to owners of the parent per share (yen)	847.45	1,030.33	1,295.40	1,102.86

<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, 2025)

### 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		
		RGF Staffing B.V.
		Flevoland, Netherlands
	Japan	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
		Peoplebank Hong Kong Ltd
		Sheung Wan, Hong Kong



## Employees (as of March 31, 2025)

Segment	Number of employees
HR Technology	11,860
Matching & Solutions	24,000
Staffing	13,496
Holding Company corporate function	124
Total	49,480

<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.

## Main Lenders (as of March 31, 2025)

Not applicable.

## Status of Shares (as of March 31, 2025)

Total Number of Shares Authorized to be Issued	6,000,000,000
Total Number of Shares Issued	1,563,912,149
Number of Shareholders	61,551

### Major Shareholders

Shareholder name	Number of shares	Shareholding ratio
The Master Trust Bank of Japan, Ltd. (Trust account)	294,439,807	19.27%
Custody Bank of Japan, Ltd. (Trust account)	111,218,360	7.28%
STATE STREET BANK AND TRUST COMPANY 505001	63,336,310	4.14%
JP MORGAN CHASE BANK 385632	46,246,941	3.02%
STATE STREET BANK WEST CLIENT - TREATY 505234	29,454,094	1.92%
GIC PRIVATE LIMITED - C	28,874,646	1.89%
The Master Trust Bank of Japan, Ltd. (ESOP Trust account 76826)	28,852,866	1.88%
Nippon Television Network Corporation	25,500,000	1.66%
The Master Trust Bank of Japan, Ltd. (ESOP Trust account 76576)	23,745,527	1.55%
GOVERNMENT OF NORWAY	22,678,807	1.48%

<sup>1</sup> The Company's treasury stock (36,408,381 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 (2,873,714 shares) and the ESOP Trust (57,914,467 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, 2025.

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, 2025.

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%
Total	87,567,350	5.16%

- <sup>4</sup> A change report of the Report of Large Volume Holding that was made available for public inspection on April 3, 2025 reports that BlackRock Japan Co., Ltd. and its joint holders BlackRock Advisers, LLC, BlackRock Financial Management, Inc., BlackRock (Netherlands) BV, BlackRock Fund Managers Limited, BlackRock Asset Management Canada 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 March 31, 2025. 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, 2025.

Overview of the change report is as follows.

Name	Number of shares	Shareholding ratio
BlackRock Japan Co., Ltd.	34,489,900	2.21%
BlackRock Advisers, LLC	2,848,094	0.18%
BlackRock Financial Management, Inc.	1,740,677	0.11%
BlackRock (Netherlands) BV	5,168,344	0.33%
BlackRock Fund Managers Limited	4,514,912	0.29%
BlackRock Asset Management Canada Limited	2,301,303	0.15%
BlackRock Asset Management Ireland Limited	10,663,356	0.68%
BlackRock Fund Advisors	28,117,900	1.80%
BlackRock Institutional Trust Company, N.A.	20,456,303	1.31%
BlackRock Investment Management (UK) Limited	2,046,212	0.13%
Total	112,347,001	7.18%

- <sup>5</sup> A change report of the Report of Large Volume Holding that was made available for public inspection on March 24, 2025 reports that Capital Research and Management Company and its joint holder Capital International Inc. hold shares as given below as of March 14, 2025. 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, 2025.

Overview of the change report is as follows.

Name	Number of shares	Shareholding ratio
Capital Research and Management Company	66,223,308.4	4.01%
Capital International Inc.	2,126,976	0.13%
Total	68,350,284.4	4.14%

## The details of the BIP Trust compensation that was awarded to executives during FY2024 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, 2025

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

Stock acquisition rights issued based on the resolution of the meeting of the Board of Directors held on July 9, 2024.

- Number of stock acquisition rights: 2,525
- Type and number of shares subject to stock acquisition rights  
Common stock: 252,500 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: 8,937 yen
- Period during which stock acquisition rights may be exercised  
April 1, 2025 to July 23, 2034
- 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)	1,865	Common stock	186,500 shares	4
Senior Vice Presidents	660	Common stock	66,000 shares	4

## Status of Stock Acquisition Rights Granted in FY2024

Stock acquisition rights issued based on the resolution of the meeting of the Board of Directors held on July 9, 2024.

- Number of stock acquisition rights: 2,525
- Type and number of shares subject to stock acquisition rights  
Common stock: 252,500 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: 8,937 yen
- Period during which stock acquisition rights may be exercised  
April 1, 2025 to July 23, 2034
- 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)	1,865	Common stock	186,500 shares	4
Senior Vice Presidents	660	Common stock	66,000 shares	4

## 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
Naoki Izumiya (Appointed in June 2018)	<p>Naoki Izumiya has within the past 10 years 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 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>
Hiroki Totoki (Appointed in June 2018)	<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>
Keiko Honda (Appointed in June 2022)	<p>Keiko Honda currently serves as an Independent Director of AGC, Outside Director of Mitsubishi UFJ Financial Group. They have business relationships with the Company.</p> <p>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 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)	<p>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.</p> <p>Therefore, the Company believes that Ms. Lake has sufficient independence where there are no potential conflicts of interests with general shareholders.</p>

Yoichiro Ogawa  
(Appointed in June 2020)

Yoichiro Ogawa currently works as Chief of Yoichiro Ogawa CPA Office, which has no 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 & 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 FY2024**

For the attendance record of each person at the Board of Directors meetings, the Audit and Supervisory Board meetings, and Committees during FY2024, please refer to "Composition and Attendance of the Board and Committees as of March 31, 2025" 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 and Governance 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 and Governance 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 and Governance 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 and Governance 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 FY2024

633 million yen

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

912 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 19, 2024.

#### ***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 and Governance 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 FY2024 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 FY2024, the Board of Directors of the Company met 14 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 FY2024, the Business Strategy Meeting, an advisory body to the Company’s CEO, was held 13 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 Statement of Financial Position

As of March 31, 2025

(In millions of yen)

Description	Amount
<b>Assets</b>	
<b>Current assets</b>	<b>1,470,378</b>
Cash and cash equivalents	808,625
Trade and other receivables	565,069
Other financial assets	18,697
Other assets	77,985
<b>Non-current assets</b>	<b>1,301,874</b>
Property and equipment	54,897
Right-of-use assets	154,572
Goodwill	508,133
Intangible assets	174,977
Investments in associates and joint ventures	17,476
Other financial assets	163,102
Deferred tax assets	217,020
Other assets	11,693
<b>Total assets</b>	<b>2,772,252</b>
<b>Liabilities</b>	
<b>Current liabilities</b>	<b>802,185</b>
Trade and other payables	377,543
Lease liabilities	44,453
Other financial liabilities	5,011
Income tax payables	53,235
Provisions	15,437
Other liabilities	306,503
<b>Non-current liabilities</b>	<b>342,706</b>
Borrowings	1,011
Lease liabilities	163,476
Other financial liabilities	945
Provisions	15,289
Net liability for retirement benefits	63,408
Deferred tax liabilities	90,465
Other liabilities	8,108
<b>Total liabilities</b>	<b>1,144,892</b>
<b>Equity</b>	
<b>Equity attributable to owners of the parent</b>	<b>1,617,582</b>
Common stock	40,000

Retained earnings	1,606,348
Treasury stock	(515,363)
Other components of equity	486,596
<b>Non-controlling interests</b>	<b>9,777</b>
<b>Total equity</b>	<b>1,627,360</b>
<b>Total liabilities and equity</b>	<b>2,772,252</b>

## Consolidated Statement of Profit or Loss

For the year ended March 31, 2025

(In millions of yen)

Description	Amount
<b>Revenue</b>	<b>3,557,478</b>
Cost of sales	1,471,834
<b>Gross profit</b>	<b>2,085,644</b>
Selling, general and administrative expenses	1,558,654
Other operating income	3,387
Other operating expenses	39,834
<b>Operating income</b>	<b>490,542</b>
Share of profit (loss) of associates and joint ventures	(8,810)
Finance income	56,037
Finance costs	10,625
<b>Profit before tax</b>	<b>527,143</b>
Income tax expense	118,983
<b>Profit for the year</b>	<b>408,159</b>
<b>Profit attributable to:</b>	
Owners of the parent	408,504
Non-controlling interests	(344)
Profit for the year	408,159



## Consolidated Statement of Changes in Equity

For the year ended March 31, 2025

(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
Balance as of April 1, 2024	40,000	-	1,884,258	(407,049)	88,242	395,471
Profit for the year			408,504			
Other comprehensive income						(7,484)
Comprehensive income for the year	-	-	408,504	-	-	(7,484)
Transfer from other components of equity to retained earnings			(17,849)			
Purchase of treasury stock		(563)		(823,674)		
Disposal of treasury stock		28,347		54,655	(82,228)	
Retirement of treasury stock		(660,705)		660,705		
Transfer from retained earnings to share premium		632,921	(632,921)			
Dividends			(35,642)			
Share-based payments					92,605	
Equity transactions with non-controlling interests						
Transactions with owners - total	-	-	(686,413)	(108,313)	10,376	-
Balance as of March 31, 2025	40,000	-	1,606,348	(515,363)	98,619	387,986

	Equity attributable to owners of the parent					Non-controlling interests	Total equity
	Other components of equity				Total		
	Net change in debt instruments measured at fair value through other comprehensive income	Net change in equity instruments measured at fair value through other comprehensive income	Remeasurements of defined benefit plans	Total			
Balance as of April 1, 2024	-	-	-	483,714	2,000,922	7,977	2,008,900
Profit for the year				-	408,504	(344)	408,159
Other comprehensive income	(9)	(19,912)	2,063	(25,343)	(25,343)	317	(25,025)
Comprehensive income for the year	(9)	(19,912)	2,063	(25,343)	383,161	(27)	383,134
Transfer from other components of equity to retained earnings		19,912	(2,063)	17,849	-		-
Purchase of treasury stock				-	(824,238)		(824,238)
Disposal of treasury stock				(82,228)	774		774
Retirement of treasury stock				-	-		-
Transfer from retained earnings to share premium				-	-		-
Dividends				-	(35,642)		(35,642)
Share-based payments				92,605	92,605		92,605
Equity transactions with non-controlling interests				-	-	1,826	1,826
Transactions with owners - total	-	19,912	(2,063)	28,225	(766,500)	1,826	(764,674)
Balance as of March 31, 2025	(9)	-	-	486,596	1,617,582	9,777	1,627,360

## 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: 223

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
- Peoplebank Hong Kong Ltd

#### 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.

## 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 instruments**

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

- 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 instruments 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 instruments**

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

FVTOCI equity instruments 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 instruments 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 instruments.

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 statement 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***

The Company enters into derivative contracts primarily to manage risks arising from fluctuations in interest rates and exchange rates. 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 statement 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 statement 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, 2025, such accounting estimates were recognized under "Other financial assets" in the consolidated statement 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, 2025, such accounting estimates were recognized under "Property and equipment," "Right-of-use assets," "Goodwill," and "Intangible assets" in the consolidated statement 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, 2025, such accounting estimates were recognized under "Net liability for retirement benefits" in the consolidated statement 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, 2025, such accounting estimates were recognized under "Deferred tax assets" in the consolidated statement of financial position.



## Notes to Consolidated Statement of Financial Position

### Loss allowance directly deducted from assets

Trade and other receivables	9,480 million yen
Other financial assets	594 million yen

### Accumulated depreciation and accumulated impairment losses of property and equipment

152,412 million yen

### Accumulated depreciation and accumulated impairment losses of right-of-use assets

181,653 million yen

## Notes to Consolidated Statement of Changes in Equity

### Class and total number of shares issued as of March 31, 2025

Common stock:	1,563,912,149 shares
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### Class and number of shares of treasury stock as of March 31, 2025

Common stock:	97,196,562 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, 2025 includes 60,788,181 shares in the Holding Company held by the trusts. During FY2024, the BIP Trust and the ESOP Trust acquired 500,000 shares of the Holding Company's stock and sold and delivered 14,499,836 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, 2024 Meeting of the Board of Directors <sup>1</sup>	Retained earnings	18,393	11.5	March 31, 2024	June 21, 2024
November 11, 2024 Meeting of the Board of Directors <sup>2</sup>	Retained earnings	18,696	12.0	September 30, 2024	December 9, 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.

<sup>2</sup> The total amount of dividends includes dividends of 817 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, 2025 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 9, 2025 Meeting of the Board of Directors <sup>1</sup>	Retained earnings	18,330	12.0	March 31, 2025	June 27, 2025

<sup>1</sup> The total amount of dividends includes dividends of 729 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, 2025 (excluding those for which the first day of the exercise period has not arrived)

Common stock: 3,177,300 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. (24,855 million yen as of March 31, 2025). The remaining amortization period as of March 31, 2025 is 5 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	277,114
Staffing	RGF Staffing B.V.	186,386
	Other entities	44,631
	Total	508,133

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 statement 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, 2025 is as follows:

(In millions of yen)

	Amount
HR Technology	1,126,565
US	745,650
Europe and Others	261,936
Japan	118,978
Matching & Solutions	816,013
HR Solutions	275,383
Marketing Solutions	529,592
Other and Elimination	11,037
Staffing	1,666,994
Japan	805,164
Europe, US and Australia	861,829
Adjustments	(52,095)
Total	3,557,478

Considering the strategic importance of the Japan region in HR technology, the revenue of the business is disaggregated and presented in three regions: US, Europe and Others, and Japan from the fiscal year ending March 31, 2025.

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 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.

The Company limits its fund management and derivative transactions to transactions with financial institutions with high credit ratings and management of bonds in accordance with internal policies. Furthermore, the Company establishes credit limits for each counterparty, and does not have credit risks that are excessively concentrated on 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 Instruments and Debt Instruments

The fair value of financial instruments included in equity instruments and debt instruments for which active markets exist is determined based on market prices. The fair value of stocks included in equity instruments and debt instruments for which there are no active markets 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, 2025. 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
<b>Financial assets</b>				
Equity instruments	124,401	64,154	-	60,246
Debt instruments	19,398	15,181	-	4,216
Derivative assets	352	-	-	352
<b>Total</b>	<b>144,152</b>	<b>79,335</b>	<b>-</b>	<b>64,816</b>
<b>Financial liabilities</b>				
Derivative liabilities	4,876	-	4,876	-
<b>Total</b>	<b>4,876</b>	<b>-</b>	<b>4,876</b>	<b>-</b>

Equity instruments categorized within Level 1 include stocks for which there are active markets. Debt instruments include foreign bonds.

Equity instruments categorized within Level 3 include unlisted stocks for which there are no active markets. Debt instruments include convertible bonds for which there are no active markets.

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 instruments	Debt instruments	Derivative assets (liabilities)
Beginning balance	83,884	9,114	48
Profit or loss <sup>1</sup>	-	(4,898)	290
Other comprehensive income <sup>2</sup>	(22,821)	-	-
Purchase	522	-	-
Sale	(320)	-	-
Other	(1,018)	-	13
Ending balance	60,246	4,216	352
Total unrealized profit or loss recognized as profit or loss for financial assets held as of March 31, 2025	-	(4,898)	290

<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 statement 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 equity instruments measured at fair value through other comprehensive income" in the consolidated statement 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: 1,102.86 yen

Basic earnings per share: 271.44 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 60,788,181 shares.

The average number of treasury stock deducted for the calculation of basic earnings per share is 64,435,604 shares in the current fiscal year.

## Notes on Significant Subsequent Events

### Changes in Reportable Segment Structures

The Company recognizes revenue from three operating segments by type of business, HR Technology, Matching & Solutions, and Staffing. Starting from the fiscal year ending March 31, 2026, in order to accelerate the progress of the Company's business strategy, "Simplify Hiring," HR Technology and the HR Solutions business of Matching & Solutions will be integrated and operated together under HR Technology.

Due to this change in the governance structure, the Company has transferred its HR Solutions business, previously included in Matching & Solutions, into HR Technology, effective April 1, 2025. Matching & Solutions, which was previously composed of two business areas, HR Solutions and Marketing Solutions, will consist solely of Marketing Solutions following this change. Furthermore, from the fiscal year ending March 31, 2026, the segment name of the Matching & Solutions will be changed to Marketing Matching Technologies.

Information on the relationship between the disaggregated revenue and segment revenue for the fiscal year ended March 31, 2025, based on the changed reportable segments, is as follows:

(In millions of yen)

	Amount
HR Technology	1,372,252
US	745,340
Europe and Others	261,936
Japan	364,975
Staffing	1,666,994
Japan	805,164
Europe, US and Australia	861,829
Marketing Matching Technologies	539,518
Adjustments	(21,287)
Total	3,557,478

## Share Repurchase

On February 28, 2025, the Company's Board of Directors resolved to conduct share repurchases of its common stock (the "Purchases"), pursuant to the provisions of Article 156 of the Companies Act as applied by replacing certain terms pursuant to the provisions of Article 165, Paragraph 3 of the said Act, and has conducted the Purchases as follows.

Furthermore, in light of stock market trends, the Company's Board of Directors resolved on April 25, 2025 to revise the total number of shares to be repurchased.

### Reasons for the Purchases

The Company's primary use of capital is to invest in its long-term business strategy in order to achieve sustainable profit growth and increase enterprise value.

After considering several factors including the ability to make strategic business investments, the current stock price, market conditions, and the forecast of our financial position, the Company has determined that acquiring its own shares is the best way to further improve capital efficiency and to maximize shareholder returns. This approach is in line with the Company's existing capital allocation policy.

The shares acquired through the Purchases may be used in the future for the delivery of shares upon the exercise of stock acquisition rights, for stock compensation using the Company's common stock for employees of the Company, or for strategic M&A with the Company's common stock as consideration, as well as may be retired.

### Details of the resolution by the Board of Directors

(Revised sections are underlined)

	Before revision (Resolution by the Board of Directors on February 28, 2025)	After revision (Resolution by the Board of Directors on April 25, 2025)
Type of shares to be repurchased	Common shares of Recruit Holdings	Common shares of Recruit Holdings
Total number of shares to be repurchased	52,000,000 shares (Maximum)	<u>62,000,000</u> shares (Maximum)
Total purchase price	450,000 million yen (Maximum)	450,000 million yen (Maximum)
Repurchase period	From March 3, 2025 to December 23, 2025	From March 3, 2025 to December 23, 2025
Method of repurchases	(1) Market purchases on Tokyo Stock Exchange, Inc. through an appointed securities dealer with transaction discretion (2) Purchases through Off-Auction Own Share Repurchase Trading System (ToSTNeT-3)	(1) Market purchases on Tokyo Stock Exchange, Inc. through an appointed securities dealer with transaction discretion (2) Purchases through Off-Auction Own Share Repurchase Trading System (ToSTNeT-3)

### Details of common shares repurchased on and after April 1, 2025

Type of shares repurchased:	Shares of common stock of Recruit Holdings
Total number of shares repurchased:	26,990,500 shares
Total purchase price:	204,945 million yen
Acquisition period:	From April 1, 2025 to April 30, 2025 (delivery date basis)

### Total number of common shares repurchased pursuant to the Board of Directors resolution described above (As of April 30, 2025)

Type of shares repurchased:	Shares of common stock of Recruit Holdings
Total number of shares repurchased:	41,599,200 shares
Total purchase price:	333,315 million yen

# NON-CONSOLIDATED FINANCIAL STATEMENTS

## Balance Sheet

As of March 31, 2025

(In millions of yen)

Description	Amount
<b>Assets</b>	
<b>Current assets</b>	<b>268,039</b>
Cash and deposits	173,433
Accounts receivable - trade	59,727
Prepaid expenses	232
Short-term loans receivable	34,655
Accounts receivable - other	76
Other current assets	407
Allowance for doubtful accounts	(493)
<b>Non-current assets</b>	<b>1,386,308</b>
<b>Property, plant and equipment</b>	<b>129</b>
Buildings	71
Machinery and equipment	1
Tools, furniture and fixtures	57
<b>Intangible assets</b>	<b>172</b>
Software	134
Other intangible assets	38
<b>Investments and other assets</b>	<b>1,386,005</b>
Investment securities	49,163
Stocks of subsidiaries and associates	1,254,152
Long-term loans receivable	79,009
Other assets	3,684
Allowance for doubtful accounts	(3)
<b>Total assets</b>	<b>1,654,348</b>
<b>Liabilities</b>	
<b>Current liabilities</b>	<b>645,551</b>
Short-term borrowings	633,941
Accounts payable - other	825
Accrued expenses	4,639
Income taxes payable	5,877
Deposits received	49
Other current liabilities	219
<b>Long-term liabilities</b>	<b>315,423</b>
Long-term borrowings	200,000
Provision for retirement benefits for directors (and other officers)	436
Provision for Board Incentive Plan Trust	6,135
Deferred tax liabilities	108,695

Other long-term liabilities	155
<b>Total liabilities</b>	<b>960,975</b>
<b>Equity</b>	
<b>Shareholders' equity</b>	<b>665,567</b>
Common stock	40,000
Retained earnings	1,232,969
Legal retained earnings	10,000
Other retained earnings	1,222,969
Retained earnings brought forward	1,222,969
Treasury stock	(607,401)
<b>Valuation and translation adjustments</b>	<b>23,818</b>
Unrealized gain (loss) on available-for-sale securities	23,818
<b>Stock acquisition rights</b>	<b>3,987</b>
<b>Total equity</b>	<b>693,373</b>
<b>Total liabilities and equity</b>	<b>1,654,348</b>

## Statement of Income

For the year ended March 31, 2025

(In millions of yen)

Description	Amount
<b>Operating revenue</b>	<b>615,773</b>
Dividends from subsidiaries and associates	561,477
Royalty income	54,296
<b>Operating expenses</b>	<b>10,665</b>
Salaries and allowances	4,871
Business commissions	3,090
Other	2,703
<b>Operating income</b>	<b>605,107</b>
<b>Non-operating income</b>	<b>3,920</b>
Interest income	610
Dividend income	2,832
Other	478
<b>Non-operating expenses</b>	<b>5,372</b>
Interest expense	3,855
Foreign exchange losses	492
Commission for purchase of treasury shares	743
Other	281
<b>Ordinary income</b>	<b>603,655</b>
<b>Extraordinary income</b>	<b>14,497</b>
Gain on sales of investment securities	14,497
<b>Extraordinary losses</b>	<b>0</b>
Loss on retirement of non-current assets	0
<b>Income before income taxes</b>	<b>618,151</b>
Income taxes - current	11,674
Income taxes - deferred	1,860
<b>Net income</b>	<b>604,616</b>

## Statement of Changes in Equity

For the year ended March 31, 2025

(In millions of yen)

	Shareholders' equity								
	Common stock	Capital surplus		Retained earnings			Treasury stock	Total share-holders' equity	
		Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings				Total retained earnings
					General reserve	Retained earnings brought forward			
Balance at beginning of the current period	40,000	-	-	10,000	820,909	440,465	1,271,374	(472,674)	838,700
Changes of items during the period									
Cash dividends						(37,089)	(37,089)		(37,089)
Reversal of general reserve					(820,909)	820,909	-		-
Net income						604,616	604,616		604,616
Purchase of treasury stock								(823,674)	(823,674)
Disposal of treasury stock		54,773	54,773					28,241	83,014
Retirement of treasury stock		(660,705)	(660,705)					660,705	-
Transfer from retained earnings to capital surplus		605,932	605,932			(605,932)	(605,932)		-
Other changes during the period									
Total changes of items during the period	-	-	-	-	(820,909)	782,503	(38,405)	(134,727)	(173,132)
Balance at end of the current period	40,000	-	-	10,000	-	1,222,969	1,232,969	(607,401)	665,567

	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	38,003	38,003	3,078	879,782
Changes of items during the period				
Cash dividends				(37,089)
Reversal of general reserve				-
Net income				604,616
Purchase of treasury stock				(823,674)
Disposal of treasury stock				83,014
Retirement of treasury stock				-
Transfer from retained earnings to capital surplus				-
Other changes during the period	(14,185)	(14,185)	909	(13,276)
Total changes of items during the period	(14,185)	(14,185)	909	(186,409)
Balance at end of the current period	23,818	23,818	3,987	693,373

## 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, 2025**

Stocks of subsidiaries and associates 1,254,152 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 13,471 million yen and 2,873,714 shares as of March 31, 2025.

**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 312,997 million yen and 57,914,467 shares as of March 31, 2025.

## Notes to Balance Sheet

**Accumulated depreciation of property, plant and equipment:** 556 million yen

### Guarantee obligation

The Holding Company guarantees the following subsidiaries and associates as stated below:

Indeed, Inc.	124,323 million yen
Indeed Ireland Operations Limited	46,194 million yen
Glassdoor LLC	16,772 million yen
Other	20,131 million yen
Total	207,421 million yen

### Monetary receivables and payables in relation to subsidiaries and associates

Short-term monetary receivables:	94,562 million yen
Short-term monetary payables:	637,394 million yen
Long-term monetary receivables:	79,009 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):	615,773 million yen
Transaction volume of operating transactions (expenses):	956 million yen
Transaction volume of non-operating transactions (revenue):	483 million yen
Transaction volume of non-operating transactions (expenses):	3,843 million yen

## Notes to Statement of Changes in Equity

### Class and number of shares of treasury stock as of March 31, 2025

Common stock: 97,196,562 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, 2025 is 60,788,181 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	98,804 million yen
Other	4,871 million yen
Subtotal of deferred tax assets	103,675 million yen
Valuation allowance	(99,488) million yen
Total deferred tax assets	4,186 million yen

#### **Deferred tax liabilities**

Stocks of subsidiaries and associates	(105,572) million yen
Unrealized gain (loss) on available-for-sale securities	(7,308) million yen
Other	(1) million yen
Total deferred tax liabilities	(112,882) million yen
Net deferred tax assets (liabilities)	(108,695) 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>
Subsidiary	RGF OHR USA, INC.	Ownership Direct 100%	Interlocking directorate	Receipt of dividends	120,633	-	-
Subsidiary	RGF OHR International Limited	Ownership Direct 100%	-	Receipt of dividends	206,082	-	-
Subsidiary	Recruit Co., Ltd.	Ownership Direct 100%	Loan transactions; Interlocking directorate	Royalty income <sup>*1</sup>	47,390	Accounts receivable - trade	52,130
				Collection of funds	26,336	Short-term loans receivable	26,336
				Loan of funds <sup>*2</sup>	-	Long-term loans receivable	79,009
				Borrowing of funds <sup>*3</sup>	-	Short-term borrowings	152,387
Subsidiary	RGF Staffing B.V.	Ownership Direct 100%	Interlocking directorate	Receipt of dividends	149,977	-	-
Subsidiary	Recruit Staffing Co., Ltd.	Ownership Indirect 100%	Loan transactions; Interlocking directorate	Borrowing of funds <sup>*3</sup>	-	Short-term borrowings	27,567
Subsidiary	STAFF SERVICE HOLDINGS CO., LTD.	Ownership Indirect 100%	Loan transactions; Interlocking directorate	Borrowing of funds <sup>*3</sup>	-	Short-term borrowings	35,292
Subsidiary	Seanuts Co., Ltd.	Ownership Indirect 66%	Loan transactions	Borrowing of funds <sup>*3</sup>	-	Short-term borrowings	19,122
Subsidiary	Recruit Global Treasury Services Ltd.	Ownership Indirect 100%	Loan transactions	Payment of funds <sup>*3</sup>	271,679	Short-term borrowings	-
				Payment of funds <sup>*4</sup>	200,000	Long-term borrowings	-

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>
Subsidiary	RGF TREASURY SERVICES LIMITED	Ownership Direct 100%	Loan transactions; Interlocking directorate	Receipt of dividends	84,784	-	-
				Borrowing of funds <sup>4</sup>	312,950	Short-term borrowings	312,950
				Borrowing of funds <sup>4</sup>	200,000	Long-term borrowings	200,000
				Payment of interest	3,084	-	-
Subsidiary	RGF ASSET MANAGEMENT LIMITED	Ownership Direct 100%	Underwriting of investments; Interlocking directorate	Underwriting of increased investments	60,650	-	-

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: 470.02 yen

Net income per share: 401.76 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 60,788,181 shares.

The average number of treasury stock deducted for the calculation of net income per share is 64,435,604 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.”

### Dividends from consolidated subsidiaries

The Holding Company received dividends from surplus of three consolidated subsidiaries. Accordingly, it has recorded the following dividend income as operating income in the fiscal year ending March 31, 2026.

Company name	Amount of dividend (In millions of yen)	Date of receipt
RGF TREASURY SERVICES LIMITED	21,999	April 10, 2025
RGF OHR USA, INC.	87,996	April 10, 2025
RGF OHR International Limited	83,657	April 10, 2025

## Notes on Company Subject to Regulation on Consolidated Dividends

The Holding Company is subject to regulation on consolidated dividends.

# AUDIT REPORTS

(English Translation)  
**Independent Auditor's Report**

May 9, 2025

The Board of Directors  
Recruit Holdings Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Hitoshi Matsuoka  
Designated Engagement Partner  
Certified Public Accountant

Takeshi Saida  
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 statement of financial position, the consolidated statement of profit or loss, the consolidated statement 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, 2024 to March 31, 2025.

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, 2025, 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.

- Plan and conduct an audit of the consolidated financial statements to obtain sufficient and appropriate audit evidence regarding the financial information of the Company as a basis of forming our opinion on the consolidated financial statements. We are responsible for the direction, supervision and review 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.

(English Translation)  
**Independent Auditor's Report**

May 9, 2025

The Board of Directors  
Recruit Holdings Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Hitoshi Matsuoka  
Designated Engagement Partner  
Certified Public Accountant

Takeshi Saida  
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 65th fiscal year from April 1, 2024 to March 31, 2025.

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, 2025, 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 2024, from April 1, 2024 through March 31, 2025. 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 Statement of Financial Position, Consolidated Statement of Profit or Loss, Consolidated Statements of Change in Equity, and Notes to the Consolidated Financial Statements for the year ended March 31, 2025.

## **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 9, 2025

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