



February 12, 2016

For Immediate Release:

Company name: Fullcast Holdings Co., Ltd.
 Representative: Kazuki Sakamaki,
 President, Representative Director and CEO
 (Stock code: 4848; Stock Exchange listing:
 First Section of the Tokyo Stock Exchange)
 (ADR information: Symbol: FULCY, CUSIP: 35968P100)
 Contact: Yasuomi Tomotake,
 General Manager of the Accounting and Finance
 Department
 Telephone: +81-3-4530-4830

Announcement Regarding the Transition to a company with an Audit & Supervisory Committee and Changes of Management

Fullcast Holdings Co., Ltd. announced today that a resolution has been passed at its Board of Directors’ meeting convened on February 12, 2016 to transition from a company with an Audit & Supervisory Board to a company with an Audit & Supervisory Committee under the condition that “Partial Changes to the Articles of Incorporation” be approved at the 23rd annual shareholders meeting scheduled to be held on March 25, 2016.

Please see the “Announcement Regarding Partial Changes to the Articles of Incorporation” disclosed today for more details about the “Partial Changes to the Articles of Incorporation.”

Fullcast Holdings Co., Ltd. also announced today that it will discuss the “Selection of 3 Directors Excluding Directors that are Audit & Supervisory Committee Members” and “Selection of 3 Directors who are Audit & Supervisory Committee Members” in conjunction with the transition to a company with an Audit & Supervisory Committee at the same annual shareholders meeting.

1. Purpose of transitioning to a company with an Audit & Supervisory Committee

Fullcast Holdings Co., Ltd. will transition to a company with an Audit & Supervisory Committee in order to reinforce the supervisory functions for the execution of director duties and to further enhance its corporate governance structure.

2. Structure of the Board of Directors after the transition to a company with an Audit & Supervisory Committee

Currently, the Board of Directors comprises a total of four directors including two independent outside directors and the Audit & Supervisory Board comprises three outside Audit & Supervisory Board. After the transition to a company with an Audit & Supervisory Committee, the Board of Directors will comprise a total of six directors, including three independent outside directors who will be Audit & Supervisory Committee Members and three directors who will not be Audit & Supervisory Committee Members.

All three Audit & Supervisor Committee Members will be independent outside directors and half, although not a majority, of the Board of Directors will comprise three independent outside directors. This will enhance audit functions while also securing management transparency and enhance management efficiencies, which will help to realize “sustainable improvement of corporate value.”

3. Change of directors after the transition to a company with an Audit & Supervisory Committee

(1) Director (excluding directors who are Audit & Supervisory Committee Members) candidates

New title	Name	Previous title
President, Representative	Kazuki Sakamaki	President, Representative

Director and CEO		Director and CEO
Chairman and Director	Takehito Hirano	Chairman and Director
Director (newly appointed)	Takahiro Ishikawa	—

(2) Director candidates who will also be Audit & Supervisory Committee Members

New title	Name	Previous title
Director (newly appointed) Audit & Supervisory Committee Member (Outside)	Kouji Sasaki	Full-time Audit & Supervisory Board Member
Director (newly appointed) Audit & Supervisory Committee Member (Outside)	Masataka Uesugi	—
Director (newly appointed) Audit & Supervisory Committee Member (Outside)	Hideyuki Totani	—

Notes 1: Mr. Kouji Sasaki, Mr. Masataka Uesugi, and Mr. Hideyuki Totani who are Audit & Supervisory Committee Members defined in Article 2.3.(7) of the Ordinance for Enforcement of the Companies Act. are candidates for Outside Director. If Mr. Kouji Sasaki, Mr. Masataka Uesugi, and Mr. Hideyuki Totani are approved, they will be designated as independent officers in accordance with the stipulations of the Tokyo Stock Exchange and the Tokyo Stock Exchange will be notified of this designation.

4. Name and career summary of new candidates for director

(1)

Name: Takahiro Ishikawa
Date of birth: July 22, 1967
Career summary: Sept 1990 Senior Managing Director of Resort World Co., Ltd. (currently Fullcast Holdings Co., Ltd.)
Sept 2000 Representative Director of Fullcast Factory Co., Ltd.
April 2006 Representative Director of Fullcast Central Co., Ltd.
Jan 2012 Director of STARTLINE Co., Ltd. (present post)
May 2012 Representative Director of Beat Co., Ltd. (present post)
Dec 2014 Representative Director of Beatech Co., Ltd. (present post)

Number of shares owned: 150,600 shares

(2)

Name: Kouji Sasaki
Date of birth: August 2, 1945
Career summary: April 1966 Joined Tokyo Regional Taxation Bureau and worked in the general affairs division, before later working in tax offices
Dec 1984 Passed the tax accountant examination
June 1995 Retired as a special examiner at Nakano tax office
Dec 1999 Outside Audit & Supervisory Board Member of the Company (present post)
Dec 2004 Outside Audit & Supervisory Board Member of Fullcast Technology Co., Ltd. (currently YUME TECHNOLOGY Co., Ltd.)
Sept 2008 Audit & Supervisory Board Member of Fullcast HR Research Institute Co., Ltd. (currently Fullcast Co., Ltd.)

Number of shares owned: 9,600 shares

(3)

Name:	Masataka Uesugi	
Date of birth:	July 31, 1965	
Career summary:	April 1995	Registered as an attorney-at-law (Tokyo Bar Association)
	April 1999	Founded Uesugi Law Office
	June 2003	Partner of Amlec Law and Accounting Firm
	June 2003	Audit & Supervisory Board Member of Digital Arts Inc. (present post)
	June 2004	Audit & Supervisory Board Member of Nextech Co., Ltd.
	Dec. 2012	Outside Audit & Supervisory Board Member of F-Plain Co., Ltd.
	Dec. 2013	Audit & Supervisory Board Member of Ceres inc. (present post)
	Dec. 2014	Audit & Supervisory Board Member of Aiming Inc. (present post)
	March 2015	Founded Sakurada Dori Partners (Partner; present post)
Number of shares owned:	0 shares	

(4)

Name:	Hideyuki Totani	
Date of birth:	January 5, 1979	
Career summary:	Oct. 2003	Joined Ernst & Young ShinNihon LLC
	June 2007	Registered as Certified Public Accountant
	July 2007	Partner at Seiwa Audit Corporation (present post)
	June 2013	Outside Audit & Supervisory Board Member of FPlain Co., Ltd. (present post)
	July 2014	Outside Audit & Supervisory Board Member of Ichigo Holdings, Inc. (present post)
Number of shares owned:	0 shares	

5. Scheduled date of appointment

March 25, 2016

6. Timing of transition to a company with an Audit & Supervisory Committee

Fullcast Holdings Co., Ltd. will transition from a company with an Audit & Supervisory Board to a company with an Audit & Supervisory Committee on the same day as “Partial Changes to the Articles of Incorporation” is approved at the 23rd annual shareholders meeting scheduled to be held on March 25, 2016.