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Stock code: 4848

March 14, 2019

Kazuki Sakamaki
President, Representative Director and CEO
Fullcast Holdings Co., Ltd.
8-9-5 Nishi-Gotanda, Shinagawa-ku, Tokyo

CONVOCAATION NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE 26TH FISCAL YEAR

Dear Shareholders:

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 26th fiscal year will be held as described below. Your attendance is cordially requested.

If you are unable to attend this meeting, please exercise your voting rights by sending back the attached voting right exercise form to the Company expressing your approval or disapproval of the proposals after reviewing the Reference Materials for the Ordinary General Meeting of Shareholders annexed hereto. Voting rights exercised in writing must be received by no later than 6:30 p.m. on Thursday, March 28, 2019.

1. **Date and Time** Friday, March 29, 2019, at 10:00 a.m. (Doors open at 9:00 a.m.)
2. **Venue** 5F, ZUIUN, Hotel Mielparque Tokyo2-5-20 Shibakoen, Minato-ku, Tokyo
(Please be aware that the venue for the General Meeting of Shareholders this fiscal year has changed. Please refer to the Information on the venue of General Meeting of Shareholders at the end of this notice.)
3. **Agenda for the Meeting**
 - Subject for Report**
 1. Business Report and Consolidated Financial Statements and Non-Consolidated Financial Statements for the 26th Fiscal Year (January 1, to December 31, 2018)
 2. Audit Report of Consolidated Financial Statements from the Accounting Auditor and Audit & Supervisory Committee
 - Subject for Resolution**
 - 1st Proposal** Partial Changes to the Articles of Incorporation
 - 2nd Proposal** Selection of 4 Directors Excluding Directors that are Audit & Supervisory Committee Members

4. Other

If you are unable to attend the meeting, you may have another shareholder with voting rights attend in your place as a proxy. However, please note that you will need to submit a written power of attorney validating your appointment of the individual as your proxy.

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- Please submit the enclosed voting right exercise form to the registration desk on the day of the meeting.
 - If revisions to the Reference Material for the Ordinary General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements arise, they will be published on the Company's website (<https://www.fullcastholdings.co.jp>).
 - The presentation method of dates has been changed from the Japanese to Western calendar starting from the Convocation Notice of the Ordinary General Meeting of Shareholders for the 26th fiscal year.

REFERENCE MATERIAL FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

Proposals and Reference Information

First Proposal: Partial Changes to the Articles of Incorporation

1. Reason for change

The Company will add and delete business purposes and make changes to item numbers by addition and deletion in order to respond to the diversifying business lines of the Company and its subsidiaries in the future and to organize the provisions in order of purpose to be more in line with the current characteristics of businesses and to clarify details of these businesses.

2 .Details of change

The revisions are as follows.

(Underlined text indicates changes.)

Before	After
Article 1 (text omitted)	Article 1 (no changes)
(Purpose)	(Purpose)
Article 2	Article 2
The purpose of the Company shall be to own the shares or equity of companies engaged in the following businesses or the shares of foreign companies engaged in similar businesses to control and manage the business activities of these companies.	The purpose of the Company shall be to own the shares or equity of companies engaged in the following businesses or the shares of foreign companies engaged in similar businesses to control and manage the business activities of these companies.
1. Worker dispatch business;	1. Worker dispatch business;
2. Management consulting business;	2. Management consulting business;
3. Information processing <u>and provision service business;</u>	3. <u>Miscellaneous information gathering,</u> information processing, <u>information provision, consulting and marketing;</u>
4. <u>General cargo automobile transport business;</u>	(Deleted)
5. <u>General section cargo automobile transport business;</u>	(Deleted)
6. <u>Contracting of packaging, sorting, loading and unloading operations within the transport business;</u>	4. <u>Business process outsourcing and operational consignment business;</u>
7. <u>Contracting of incoming/outgoing operations and management operations within the warehousing business;</u>	(Deleted)
8. <u>Contracting of transport of display fixtures, delivery and assembly/setup work within the display business;</u>	(Deleted)
9. <u>Planning, production and implementation of various events and contracting of event management operations;</u>	(Deleted)
10. <u>Contracting of assembly work for home electronics products;</u>	(Deleted)
11. <u>Proxy service for administration concerning</u>	(Deleted)

	<u>merchandise delivery contracts;</u>	
<u>12.</u>	<u>Contracting work for the installation of electrical equipment and telecommunications equipment;</u>	(Deleted)
<u>13.</u>	Planning, production and agency services for advertisements;	<u>5.</u> Planning, production and agency services for advertisements;
<u>14.</u>	Restaurant business;	<u>6.</u> Restaurant business;
<u>15.</u>	Building construction work;	<u>7.</u> Building construction work;
<u>16.</u>	Comprehensive security business;	<u>8.</u> Comprehensive security business;
<u>17.</u>	Fee-based job placement business;	<u>9.</u> Fee-based job placement business;
<u>18.</u>	<u>Development, technical provision, inspections and quality assessment operations for computer software;</u>	(Deleted)
<u>19.</u>	<u>Contracting of market research and various marketing research;</u>	(Deleted)
<u>20.</u>	<u>Financial services business;</u>	(Deleted)
<u>21.</u>	<u>Planning, contracting of manufacture and selling of apparel products;</u>	(Deleted)
<u>22.</u>	<u>Contract manufacturing of paper and cardboard;</u>	(Deleted)
<u>23.</u>	<u>Contract manufacturing of chemical fiber;</u>	(Deleted)
<u>24.</u>	<u>Contract manufacturing and consignment sales of synthetic rubber;</u>	(Deleted)
<u>25.</u>	<u>Contracting manufacturing of industrial plastic products;</u>	(Deleted)
<u>26.</u>	<u>Contract manufacturing industrial plastic materials of automotive components and electronic components;</u>	(Deleted)
<u>27.</u>	<u>Contract manufacturing of machine tools;</u>	(Deleted)
<u>28.</u>	<u>Contract manufacturing and consignment sales of automobile and automotive components;</u>	(Deleted)
<u>29.</u>	<u>Contract manufacturing and assembly works and consignment sales for freezers, various vending machines, electrical devices for kitchen, home electrical devices and related components of these devices;</u>	(Deleted)
<u>30.</u>	<u>Contract manufacturing and consignment sales of frozen foods, retort pouch foods, liquors, soft drinks, snacks and seafood;</u>	(Deleted)
<u>31.</u>	<u>Design, development and quality assessment operations for transport equipment and components;</u>	(Deleted)
<u>32.</u>	<u>Contracting of documentation, contracting of calculation, and data input using computer systems and associated administrative processing;</u>	(Deleted)

33.	<u>Development, design, production, manufacturing, sales, management, lease, lending, maintenance and consignment and import/export of telecommunications devices, electrical devices, computers and components and related/peripheral devices, as well as software and systems;</u>	(Deleted)
34.	<u>Design, manufacture, inspection, and maintenance operations for industrial transport machinery, fluid machinery, and hydraulic machinery;</u>	(Deleted)
35.	<u>Management and operations of medical facilities;</u>	(Deleted)
36.	<u>Manufacture, sales, import/export and maintenance of semiconductor manufacturing devices, semiconductor inspection devices, semiconductor devices, LCD manufacturing devices, and LCD inspection devices;</u>	(Deleted)
37.	<u>Purchase, sale and import/export of components and materials to be used for semiconductors and LCD manufacturing facilities;</u>	(Deleted)
38.	<u>Technical consulting concerning semiconductors;</u>	(Deleted)
39.	<u>Instruction and education for obtaining certification under international quality management standards;</u>	(Deleted)
40.	<u>Operations concerning the Internet connections;</u>	(Deleted)
41.	<u>Planning, drafting, creation and management of websites on the Internet;</u>	(Deleted)
42.	<u>Operations related to information provision and online sales of various merchandise using the Internet;</u>	(Deleted)
43.	<u>Education and training of computer engineers;</u>	(Deleted)
44.	<u>Adjustment and installation work for information communication equipment;</u>	(Deleted)
45.	<u>Design and construction of electrical and telecommunication facilities;</u>	(Deleted)
46.	<u>Consulting the electronics and telecommunications business, as well as sales, leasing and maintenance of incidental facilities;</u>	(Deleted)
47.	<u>Purchase, sale, lease, brokerage, mediation, contract management and consulting of real</u>	10. Purchase, sale, lease, brokerage, mediation, contract management and consulting of real

estate;	estate;
<u>48. Contract operation of receptionist & information services and telephone switching for buildings etc.;</u>	(Deleted)
<u>49. Consulting for human resource education and training for competency development;</u>	(Deleted)
<u>50. Consulting for re-employment assistance;</u>	(Deleted)
<u>51. Contracting of administrative processing, accounting operations, computer processing and other business processing for various industries;</u>	(Deleted)
<u>52. Various proxy services;</u>	<u>11. Various proxy services;</u>
<u>53. Operations concerning personnel and labor management and welfare programs;</u>	(Deleted)
<u>54. Telemarketing operations;</u>	<u>12. Telemarketing operations;</u>
<u>55. Operation of call center and education of operators;</u>	<u>13. Operation of call center and education of operators;</u>
<u>56. Sales and brokerage of amusement machinery, used amusement machinery, components, and peripheral devices;</u>	(Deleted)
<u>57. Credit investigation and guarantee affairs;</u>	(Deleted)
<u>58. Comprehensive lease business;</u>	<u>14. Comprehensive lease business;</u>
<u>59. Development, management, construction and sales of hotels, lodges and boarding houses;</u>	(Deleted)
<u>60. Import, sales, development, planning, production, repairs and lending of marine leisure goods and outdoor leisure goods;</u>	(Deleted)
<u>61. Travel business and travel agency business;</u>	<u>15. Travel business and travel agency business;</u>
<u>62. Sales and contract agency services for mobile telecommunication devices and accessories;</u>	(Deleted)
<u>63. Contract agency services for water servers and office drink services;</u>	(Deleted)
<u>64. Operations concerning Non-life insurance agency services and solicitation of life insurance;</u>	(Deleted)
<u>65. Sales, leasing and maintenance of office automation devices and peripheral devices;</u>	(Deleted)
<u>66. Management of talent agency;</u>	(Deleted)
<u>67. Buying/selling, sales agency and brokerage of antique goods</u>	<u>16. Buying/selling, sales agency and brokerage of antique goods</u>
<u>68. Installation and sales of eco products;</u>	(Deleted)
<u>69. Consulting concerning preventive medicine;</u>	(Deleted)
<u>70. Research and development, manufacturing, and sales of beauty products, health foods and supplements;</u>	(Deleted)

<p><u>71.</u> <u>Ownership and trading of marketable securities;</u></p>	<p>(Deleted)</p>
<p><u>72.</u> <u>Mediation and intermediation concerning corporate business transfers, asset sales, capital participation, business alliances and mergers;</u></p>	<p>(Deleted)</p>
<p><u>73.</u> <u>Consulting concerning asset management;</u></p>	<p>(Deleted)</p>
<p><u>74.</u> <u>Management ,development and consulting sports gyms as well as development and sales of related merchandise;</u> (New)</p>	<p>(Deleted)</p>
<p><u>75.</u> Manufacture, sales, and import/export of merchandise incidental and related to each of the previous items;</p>	<p><u>17.</u> <u>Operation and management of commercial facilities, hospitals, hotels, resorts, shopping malls, restaurants, sports gyms, educational institutions, and homes, etc.;</u></p>
<p><u>76.</u> Provision of services related to each of the previous items;</p>	<p><u>18.</u> Manufacture, sales, and import/export of merchandise incidental and related to each of the previous items;</p>
<p><u>77.</u> Investment in parties that engage in the operations from each of the previous items; (New)</p>	<p><u>19.</u> Provision of services related to each of the previous items;</p>
<p>② Operating the businesses described in the above items <u>1, or 77</u>, by the Company itself. ③ Provision of monetary loans or agency work for monetary loans. ④ Any and all operations incidental to each of the above clauses and each of the items in the above clause 1.</p>	<p><u>20.</u> Investment in parties that engage in the operations from each of the previous items;</p>
<p>Articles 3 to 42 (text omitted)</p>	<p><u>21.</u> <u>Any other legally authorized businesses</u> ② Operating the businesses described in the above items by the Company itself. ③ Provision of monetary loans or agency work for monetary loans. ④ Any and all operations incidental to each of the above clauses and each of the items in the above clause 1.</p>
<p>Articles 3 to 42 (text omitted)</p>	<p>Articles 3 to 42 (no changes)</p>

Second Proposal: Selection of 4 Directors Excluding Directors that are Audit & Supervisory Committee Members

The term of all 4 Directors (excluding Directors that are Audit & Supervisory Committee Members; hereinafter the same shall apply for this proposal) will expire at the end of this general meeting of shareholders. As a result, the Company requests the selection of 4 Directors.

Although the Audit & Supervisory Committee reviewed this proposal, no opinion was given.

Candidates for Directors are as follows:

Candidate number	Name (Date of Birth)	Career highlights and significant concurrent positions Status and responsibilities at the Company	Number of Company's shares owned by the candidate
1	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Re</div> Takehito Hirano (Aug. 25, 1961) (age 57)	Apr. 1984 Joined Harvest Futures Inc. Sept. 1990 Established Resort World Co., Ltd. (currently Fullcast Holdings Co., Ltd.) and served as Representative Director July. 2006 Representative Director of Fullcast Marketing Co., Ltd. (currently F- PLAIN Corporation) Sept. 2007 Director of the Company Dec. 2009 Managing Director and Advisor of the Company Mar. 2015 Managing Director and Chairman of the Company (present post) Apr. 2017 Representative Director and Chairman of F-PLAIN Corporation (present post) Oct. 2018 Director of Advancer Global Limited (present post) [Status of significant concurrent positions] Representative Director and Chairman of F- PLAIN Corporation Director of Advancer Global Limited	— shares
Reason for selection as candidate for Director: Takehito Hirano has sufficiently fulfilled his role in supervising business execution and the management of Board of Directors' meetings utilizing his wealth of experience as an entrepreneur and business owner, as well as his broad scope of knowledge in the staffing services industry. Therefore, the Company requests his re-election as Director because it believes he will continue to fulfill an appropriate role as Director in supervising management and business execution.			

- (Notes)
1. There are no special interests between Takehito Hirano and the Company.
 2. Takehito Hirano currently serves as a Director of the Company. He has served as Director for a period of 4 years as of the end of this general meeting of shareholders.
 3. The Company has not concluded a liability limitation contract with Takehito Hirano limiting his liability for damages per Article 423, Paragraph 1 of the Companies Act up to the limit set forth by law per Article 31, Paragraph 2 of the Articles of Incorporation.

Candidate number	Name (Date of Birth)	Career highlights and significant concurrent positions Status and responsibilities at the Company	Number of Company's shares owned by the candidate
2	<div style="border: 1px solid black; width: 20px; height: 15px; margin: 0 auto; text-align: center; line-height: 15px;">Re</div> <p>Kazuki Sakamaki (Sept. 30, 1970) (age 48)</p>	<p>Apr. 1989 Joined AI Tsusho Co., Ltd. Feb. 1995 Joined Fullcast Co., Ltd. (currently Fullcast Holdings Co.,Ltd.) Oct. 2005 Representative Director of Fullcast HR Institute Co., Ltd. (currently Fullcast Co., Ltd.) Oct. 2007 Corporate Executive Officer, General Manager of the Business Engineering Dept. of Fullcast Co., Ltd. Oct. 2008 Corporate Executive Officer, General Manager of the Tokai and Kansai Sales Dept. of Fullcast Co., Ltd. June. 2009 Representative Director of Fullcast Co., Ltd. Dec. 2011 Director of the Company Jan. 2013 President and Representative Director of Fullcast Co., Ltd. (present post) Jan. 2014 President, Representative Director and CEO of the Company (present post) [Status of significant concurrent positions] President and Representative Director of Fullcast Co., Ltd.</p>	98,462 shares
<p>Reason for selection as candidate for Director: As a Director in charge of business execution, Kazuki Sakamaki has sufficiently fulfilled his role in supervising business execution and decision making regarding material matters of the Company's management, having providing appropriate explanations for resolutions and reports presented to the Board of Directors. He has also led management as the President, Representative Director and CEO and has contributed to sustained enhancement of corporate value through establishment of targets and implementing measures for the Medium-Term Management Plan that began in the fiscal year ended December 2016, which were achieved two years ahead of schedule. Based on these qualifications, the Company requests his re-election as Director because it believes he is an ideal choice and will continue to work to achieve sustained growth of the Company through his leadership of management as President, Representative Director and CEO.</p>			

- (Notes)
1. There are no special interests between Kazuki Sakamaki and the Company.
 2. The number of Company's shares owned by the Kazuki Sakamaki represents the effective number of shares including those held through Fullcast Holdings Co., Ltd.'s executive stock ownership plan.
 3. Kazuki Sakamaki currently serves as a Director of the Company. He has served as Director for a period of 7 years and 3 months as of the end of this general meeting of shareholders.

Candidate number	Name (Date of Birth)	Career highlights and significant concurrent positions Status and responsibilities at the Company	Number of Company's shares owned by the candidate
3	<div style="border: 1px solid black; width: 20px; height: 15px; margin: 0 auto; text-align: center; line-height: 15px;">Re</div> <p>Takahiro Ishikawa (July. 22, 1967) (age 51)</p>	<p>Sept. 1990 Senior Managing Director of Resort World Co., Ltd. (currently Fullcast Holdings Co.,Ltd.)</p> <p>Sept. 2000 Representative Director of Fullcast Factory Co., Ltd.</p> <p>Apr. 2006 Representative Director of Fullcast Central Co., Ltd.</p> <p>Jan. 2012 Director of STARTLINE Co., Ltd. (present post)</p> <p>May. 2012 Representative Director of Beat Co., Ltd.</p> <p>Dec. 2014 Representative Director of Beattech Co., Ltd.</p> <p>Mar. 2016 Director of the Company (present post)</p> <p>Apr. 2016 Representative Director and Chairman of Beat Co., Ltd. (present post)</p> <p>Jan. 2017 Representative Director and Chairman of Beattech Co., Ltd. (present post)</p> <p>[Status of significant concurrent positions] Representative Director and Chairman of Beat Co., Ltd. Director of STARTLINE Co., Ltd. Representative Director and Chairman of Beattech Co., Ltd.</p>	154,600 shares
Reason for selection as candidate for Director: Takahiro Ishikawa possesses knowledge and experience as a business manager in the specialized short-term operational support service industry within the broader staffing services industry. He has played an important role in the oversight of management and business execution by the Board of Directors. Given these qualifications, the Company requests his re-election as Director because it believes he is a suitable choice for continuing to carry out the oversight of management and business execution as Director.			

- (Notes)
1. There are no special interests between Takahiro Ishikawa and the Company.
 2. Takahiro Ishikawa currently serves as a Director of the Company. He has served as Director for a period of 3 years as of the end of this general meeting of shareholders.
 3. The Company has not concluded a liability limitation contract with Takahiro Ishikawa limiting his liability for damages per Article 423, Paragraph 1 of the Companies Act up to the limit set forth by law per Article 31, Paragraph 2 of the Articles of Incorporation.

Candidate number	Name (Date of Birth)	Career highlights and significant concurrent positions Status and responsibilities at the Company	Number of Company's shares owned by the candidate
4	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Re</div> Shiro Kaizuka (Oct. 3, 1961) (age 57)	Sept. 1990 Senior Managing Director of Resort World Co., Ltd. (currently Fullcast Holdings Co., Ltd.) May. 2002 Representative Director of Fullcast Technology Co., Ltd. (currently YUME TECHNOLOGY Co., Ltd.) Oct. 2002 Director of Interbiz Limited (present post) Feb. 2010 Representative Director of Rearvio Co., Ltd. (present post) Sept. 2013 Representative Director of Dimension Pockets Co., Ltd. (present post) Apr. 2016 Representative Partner of IPM G.K. (present post) June. 2016 Representative Partner of One Suite G.K. (present post) Mar. 2017 Director of the Company (present post) [Status of significant concurrent positions] Representative Director of Dimension Pockets Co., Ltd. Representative Partner of One Suite G.K. Director of Interbiz Limited Representative Director of Rearvio Co., Ltd. Representative Partner of IPM G.K.	125,200 shares
Reason for selection as candidate for Director: Shiro Kaizuka possesses knowledge and experience as a business manager in the specialized short-term operational support service industry within the broader staffing services industry. He has played an important role in the oversight of management and business execution by the Board of Directors. Given these qualifications, the Company requests his re-election as Director because it believes he is a suitable choice to continue to carry out the oversight of management and business execution as Director.			

- (Notes)
1. The Company lending funds to Dimension Pockets Co., Ltd.
 2. Shiro Kaizuka currently serves as a Director of the Company. He has served as Director for a period of 2 years as of the end of this general meeting of shareholders.
 3. The Company has not concluded a liability limitation contract with Shiro Kaizuka limiting his liability for damages per Article 423, Paragraph 1 of the Companies Act up to the limit set forth by law per Article 31, Paragraph 2 of the Articles of Incorporation.