



January 26, 2017

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
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Notices of Changes into an Affiliated Company Accounted for by the Equity-Method (Conversion into Consolidated Subsidiary) and the Launch of a New Business

Fullcast Holdings Co., Ltd. announced today that a resolution was passed as follows at the Board of Directors' meeting convened on January 26, 2016 to acquire shares of F-PLAIN Corporation, making it a consolidated subsidiary, and to launch a new business.

1. Reason for Acquiring the Shares and Summary of the New Business being Launched

As an affiliated company accounted for by the equity-method in the Group, F-PLAIN Corporation has a high level of sales know-how in the sales support field centered around a call center business. F-PLAIN Corporation's core business which is call center business has a high level of affinity with human resource services and BPO related services in the short-term business support business that is the Group's core business, and we have determined that converting F-PLAIN Corporation into a consolidated subsidiary will make it possible to strengthen of our future growth strategy based on a strong capital relationship, achieve the smooth mutual utilization of the management resources of each company, further stabilize the management foundation, and aim for expanded profits in the future.

We aim to improve the corporate value of both companies by providing even higher added value services than up until now through the effective use of the business resources of each company include the customer base, services, and know-how.

2. Overview of F-PLAIN Corporation and Summary of the New Business

Corporate name	F-PLAIN Corporation	
Home office address	3-20-16 Nishiazabu, Minato-ku, Tokyo	
Representative	Takehito Hirano, President and Representative Director	
Business	Call center business, etc.	
Capital	681 million yen	
Date of established	June 1, 2006	
Major shareholder and ratio of shareholdings	Hirano Associates Co., Ltd. (27.7%)	
Relationship between	Capital relationship	Owns 23.8% of shares.

Fullcast Holdings Co., Ltd. and F-PLAIN Corporation	Personnel relationship	A Representative Director of that company serves concurrently as a Director for the Company. An Outside Corporate Auditor of that company serves concurrently as a Director who is a member of the Company's Audit & Supervisory Committee.	
	Transactional relationship	There are no significant transactional relationships.	
Management results and financial condition of F-PLAIN Corporation over the last three years(non-consolidated basis)			
End of fiscal year	September 2014	September 2015	September 2016
Net assets	1,651 million yen	1,306 million yen	1,416 million yen
Total assets	2,266 million yen	1,785 million yen	2,498 million yen
Net assets per share	468,689 yen	370,846 yen	402,010 yen
Net sales	3,736 million yen	2,764 million yen	2,337 million yen
Operating income	307 million yen	24 million yen	22 million yen
Ordinary income	309 million yen	48 million yen	32 million yen
Net income	289 million yen	(329) million yen	53 million yen
Net income per share	82,166 yen	(93,368) yen	14,972 yen
Dividend per share	— yen	—yen	—yen

3. Summary of Counterparty of Share Acquisition

Corporate name	Hirano Associates Co., Ltd.	
Home office address	1-15-3 Dogenzaka, Shibuya-ku, Tokyo	
Representative	Miki Hirano, Representative Director	
Business	Real estate	
Capital	10 million yen	
Date of established	November 13, 2001	
Relationship between Fullcast Holdings Co., Ltd. and Hirano Associates Co., Ltd.	Capital relationship	Owns 33.3% of the Company's shares.
	Personnel relationship	Not applicable.
	Transactional relationship	There are no significant transactional relationships.
	Applicable relationships with related parties	Applicable relationship with related parties applies as a major shareholder of the Company.

Corporate name	Beat Co., Ltd.	
Home office address	2-32-2 Tsuruya-cho, Kanagawa-ku, Yokohama, Kanagawa Prefecture	
Representative	Takahiro Ishikawa, Representative Director	
Business	Work contracting, human resources dispatch business, etc.	
Capital	50 million yen	
Date of established	February 15, 2000	
Net assets	424 million yen	
Total assets	1,700 million yen	
Major shareholder and ratio of shareholdings	Takahiro Ishikawa (65.5%)	
Relationship between Fullcast Holdings Co., Ltd.	Capital relationship	The Company owns 30.0% of shares.
	Personnel relationship	A Representative Director of that company

and Beat Co., Ltd.		serves concurrently as a Director for the Company.
	Transactional relationship	There are no significant transactional relationships.
	Applicable relationships with related parties	Applicable relationship with related parties applies as the party is a Director of the Company.

Corporate name	SBI Innovation Fund No. 1	
Home office address	1-6-1 Roppongi, Minato-ku, Tokyo	
Basis of establishment, etc.	Association based on Article 667 of the Civil Law Act	
Overview of managing partner	Corporate name	SBI Investment Management Co., Ltd.
	Home office address	1-6-1 Roppongi, Minato-ku, Tokyo
	Position and name of representative	Katsuya Kawashima ,Representative Director
	Nature of business	Operations and management of venture capital funds, etc.
	Capital	50 million yen
Relationship between the Company and SBI Innovation Fund No. 1	Relationship between the Company and this fund	The Company does not make any direct or indirect investments in this fund. Furthermore, there are no capital relationships, personnel relationships, or transactional relationships requiring mention between the Company and this fund (including the initial contributor).
	Relationship between the Company and this managing partner	There are no capital relationships, personnel relationships, or transactional relationships requiring mention between the Company and the managing partner of this fund.

Name	Takehito Hirano
Address	Setagaya-ku, Tokyo
Relationship with the Company and this individual	Applicable relationship with related parties applies as the party is a Director of the Company.

4. Number of Shares Acquired and Status of Shareholdings Before and After Acquisition

Number of shareholdings before transfer	839 shares (Number of voting rights: 839) (Ratio of voting rights: 23.8 %)
Number of shares acquired	1,916 shares (Number of voting rights: 1,916)
Acquisition cost	Ordinary shares of F-PLAIN Corporation 1,198 million yen Advisory fees (estimated) 6 million yen Total (estimated) 1,204 million yen
Number of shareholders after transfer	2,755 shares (Number of voting rights: 2,755) (Ratio of voting rights: 78.2%)

*The acquisition cost was reasonably determined within the scope of the stock value valuation amount (DCF method) by a third-party institution, supplemented by comparison with similar companies. This amount was approved by the Board of Directors of the Company after it was determined that it is fair and appropriate.

5. Schedule

Date of Board of Directors' resolution	January 26, 2017
Date of share purchase agreement signing	January 26, 2017
Date of share transfer execution	January 26, 2017

*The stock transfer execution date of SBI Innovation Fund No. 1 in January 31.

6. Future Outlook

The impact of this matter on the Company's consolidated performance will be promptly announced as soon as it is determined.