



March 14, 2023

For Immediate Release:

Company name: Fullcast Holdings Co., Ltd.  
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(Stock code: 4848: TSE Prime Market)  
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## **Announcement Regarding the Results of the Tender Offer for Treasury Shares and Completion of the Acquisition of Treasury Shares**

At the Board of Directors' Meeting held on February 10, 2023, based on the provision of Article 156, Paragraph 1 of the Companies Act (Act No. 86, 2005, including subsequent revisions, the "Companies Act") as applied mutatis mutandis pursuant to the provision of Article 165, Paragraph 3 of the Companies Act and the Articles of Incorporation of the Company, Fullcast Holdings Co., Ltd. decided to acquire treasury shares and to conduct a tender offer of treasury shares (the "Tender Offer") as a specific method of acquiring treasury shares. The Tender Offer was initiated on February 13, 2023 and ended on March 13, 2023. Details about the results are as follows.

Fullcast Holdings Co., Ltd. also announced today that its acquisition of treasury shares pursuant to the resolutions passed at the Board of Directors' Meetings held on February 10, 2023 has been completed with the completion of the Tender Offer.

### **I. Results of the Tender Offer**

#### **1. Outline of the Tender Offer, etc.**

##### **(1) Name and address of Tender Offeror**

Fullcast Holdings Co., Ltd., 8-9-5 Nishi-Gotanda, Shinagawa-ku, Tokyo

##### **(2) Type of listed shares under the Tender Offer**

Ordinary shares

##### **(3) Period of the Tender Offer**

###### **1) Period of the Tender Offer (the "Tender Offer Period")**

From Monday, February 13 to Monday, March 13, 2023 (20 business days)

###### **2) Publication date for commencing the Tender Offer**

Monday, February 13, 2023

##### **(4) Tender Offer Price**

2,505 yen per share of ordinary shares

##### **(5) Settlement method**

###### **1) Name and address of the head office of financial instruments business operator/bank that will conduct settlement of the Tender Offer**

Mizuho Securities Co., Ltd. 1-5-1 Otemachi, Chiyoda-ku, Tokyo

2) Commencement date of settlement

Wednesday, April 5, 2023

3) Settlement method

When the Tender Offer Period ends, a written notice for purchase through the Tender Offer will be sent by mail without delay to the address of the shareholders who tendered in the Tender Offer (the “Tendering Shareholders,” and standing proxies in the case of shareholders resident overseas (including corporate shareholders, the “Non-Japanese Shareholders.”)). The purchase will be made in cash. The amount after deducting the applicable withholding tax (Note) relating to deemed dividends from the purchase amount will be, at the direction of Tendering Shareholders (standing proxies in the case of Non-Japanese Shareholders), remitted to the place designated by Tendering Shareholders (standing proxies in the case of Non-Japanese Shareholders) by the tender offer agent or paid into the accounts of Tendering Shareholders registered for the application at the tender offer agent without delay after the commencement date of settlement.

Note : Taxation on shares purchased through the Tender Offer (\*)

(a) For individual shareholders

If the proceeds received through the application for the Tender Offer exceed the amount corresponding to the attributable shares for the purchase out of the amounts of stated capital, etc. (the amounts of consolidated individual stated capital, etc. in the case of a consolidated corporation) of the corporation issuing shares, the tender offeror, the excess part (the “Deemed Dividend”) will be treated as income pertaining to dividend income. In addition, the amount after deducting the Deemed Dividend from the proceeds received through the Tender Offer will be treated as income arising from the transfer of shares.

In the cases there is no Deemed Dividend, all proceeds through the Tender Offer will be treated as income arising from the transfer of shares.

As a general rule, the 20.315% withholding tax will be imposed on Deemed Dividend. (The tax rate of 20.315% comprises the income tax and the special income tax for reconstruction (in accordance with the “Act on Special Measures for Securing Financial Resources Necessary to Implement Measures for Reconstruction following the Great East Japan Earthquake,” Act No. 117 of 2011 (the “Special Income Tax for Reconstruction”) of 15.315% and the 5% local inhabitant tax.) (Local inhabitant tax will not be imposed on non-residents.). Provided, however, that if the individual shareholder corresponds to a large shareholder specified in Article 4-6-2, Paragraph 12 of the Order for Enforcement of the Act on Special Measures Concerning Taxation, the amount equivalent to 20.42% (income tax and Special Income Tax for Reconstruction only) will be withheld. In addition, as a general rule, the amount after deducting the acquisition cost of shares from income deemed as arising from the transfer of shares is subject to separate self-assessment taxation (Non-residents who do not own permanent establishments in Japan are not subject to taxation as a general rule.). When applying for the Tender Offer with the shares in the tax-free accounts set out in Article 37-14 (tax exemptions on income from transfers of small amounts of publicly-traded shares in tax-free accounts) in the Act on Special Measures Concerning Taxation, if such tax-free accounts are accounts at Mizuho Securities Co., Ltd., which is a financial instrument business operator, as a general rule, tax will be exempted on income from the transfer of shares in the Tender Offer. In the case that such tax-free accounts are accounts at financial instruments business operators other than Mizuho Securities Co., Ltd., the treatment may differ from the above.

(b) For corporate shareholders

As a general rule, the amount obtained by multiplying the amount of the dividend by 15.315% (income tax and Special Income Tax for Reconstruction) will be withheld for the amount of Deemed Dividend. In addition, the proceeds received through the Tender Offer excluding the Deemed Dividend will be regarded as the amount of compensation relating to the transfer of securities.

(\*) Shareholders should make their own decisions after consulting a certified tax accountant or other professional with regard to any specific questions and concerns on tax matters.

## 2. Results of the Tender Offer

### (1) Number of Share Certificates under the Tender Offer

Because the total number of share certificates tendered in the Tender Offer (the “Tendered Share Certificates”) did not exceed the number of share certificates planned for purchase (485,900 shares), the Company will purchase all of the Tendered Share Certificates.

Type of share certificates	Number of share certificates planned for purchase	Number of planned excess amount of shares	Number of subscriptions	Number of tenders
Ordinary shares	485,900 shares	- shares	485,900 shares	485,900 shares

### (2) Calculation in the case tendering on a pro rata method

There are no relevant matters.

## 3. Place where a copy of the Tender Offer Report is available for public inspection

Fullcast Holdings Co., Ltd.: 8-9-5 Nishi-Gotanda, Shinagawa-ku, Tokyo  
Tokyo Stock Exchange, Inc.: 2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo

## II. Completion of the Acquisition of Treasury Shares

### 1. Details of the acquisition

#### (1) Type of shares acquired

Ordinary shares

#### (2) Total number of shares acquired

485,900 shares

Note: Percentage of the total shares issued: 1.30% (rounded to third decimal place)

#### (3) Total acquisition cost

1,217,179,500 yen

Note: The above amount does not include any fees payable to the tender offer agent or various other expenses.

#### (4) Acquisition period

From Monday, February 13 to Monday, March 13, 2023

#### (5) Acquisition method

Tender Offer

With the completion of the Tender Offer, Fullcast Holdings Co., Ltd. has concluded the acquisition of treasury shares pursuant to the resolutions passed at the Board of Directors meeting held on February 10, 2023 pursuant to Article 156, Paragraph 1 of the Companies Act, as applied by replacing certain terms pursuant to Article 165, Paragraph 3 of the said Act, and the provisions of the Company's Articles of Incorporation.

(Reference)

Details of the resolution of the Board of Directors meeting at the February 10, 2023 on the acquisition of treasury shares

(1) Types of shares to be acquired

Ordinary shares

(2) Total number of shares that can be acquired

486,000 shares (Upper limit)

Note: Percentage of the total shares issued: 1.30% (rounded to third decimal place)

(3) Total acquisition cost

1,217,430,000 yen (Upper limit)

(4) Acquisition period

From Monday, February 13 to Friday, April 28, 2023