

Stock code: 4848

March 12, 2025

(Date of starting Electronic provisioning measures: March 5, 2025)

Takehito Hirano
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 32TH FISCAL YEAR

Dear Shareholders:

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 32th fiscal year will be held as described below.

In convening this General Meeting of Shareholders, electronic disclosure is available on the following website: "Convocation Notice of the Ordinary General Meeting of Shareholders for the 32th Fiscal Year" and "Other Matters Subject to Electronic Provision Measures (Matters Omitted from Document to be Sent)."

Fullcast Holdings Website(<https://www.fullcastholdings.co.jp/corporate/ir/stockinformation/generalmeeting/>)

Also, it can be found on the following website.

TSE Website

(<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>)

Visit the above website, enter or search for Fullcast Holdings or securities code (4848), and select "Basic Information" then "Public Documents/PR Information" to view the contents.

When exercising voting rights in advance, please review the reference documents for the General Meeting of Shareholders in Electronic Format, exercise your voting rights by no later than 6:30 pm on Thursday, March 27, 2025 (JST).

1. **Date and time:** Friday, March 28, 2025, at 10:00 am (Doors open at 9:00 am)
2. **Venue:** 2-3-1 Hamamatsucho, Minato-ku, Tokyo
Hamamatsucho Convention Hall & Hybrid Studio (Main Hall A), Nippon Life
Hamamatsucho Crea Tower 5F
3. **Agenda for the Meeting**
Subject for Report:
 1. Business Report and Consolidated Financial Statements and Non-Consolidated Financial Statements for the 32th Fiscal Year (January 1 to December 31, 2024)
 2. Audit Report of Consolidated Financial Statements from the Accounting Auditor and Audit & Supervisory Committee**Subject for Resolution**
Proposal : Selection of 5 Directors (excluding Directors who 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 document 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.
 - Documents to be sent also serve as the document describing the matters to be provided electronically based on the request for delivery of documents. The matters subject to electronic provision measures are posted on our website (<https://www.fullcastholdings.co.jp/corporate/ir/stockinformation/generalmeeting/>). Therefore, in accordance with laws and regulations and Article 16 of our Company's Articles of Incorporation, the following items are not included in the document to be sent. Accordingly, such documents are part of the documents audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing the Audit Report.
 - The Business Report: Matters concerning Share Acquisition Rights, etc., Summary of Liability Limitation Contract, Summary of an Officer Liability Insurance Agreement, Status of Accounting Auditor, Corporate Structure and Policies, and Audit Report on the Business Report.
 - The Consolidated Financial Statements: Consolidated Statements of Changes in Equity, Notes to the Consolidated Financial Statements, and the Accounting and Audit Reports on the Consolidated Financial Statements.

- The Non-Consolidated Statements: the Balance Sheet and Statement of Income, Statements of Changes in Equity, Notes to Non-Consolidated Financial Statement, and the Accounting and Audit Reports on the Non-Consolidated Statement.
- In case of any modification to the matters subject to electronic provision measures, revisions will be posted on the respective websites listed.
- A small gift will be available for attending shareholders. Please understand that there is one gift per shareholder, regardless of how many voting right exercise forms the participant brings.

REFERENCE MATERIAL FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

Proposals and Reference Information

Proposal : Selection of 5 Directors (excluding Directors who are Audit & Supervisory Committee Members)

The term of all 4 Directors (excluding Directors who are Audit & Supervisory Committee Members; The same applies hereafter in this proposal.) will expire at the end of this general meeting of shareholders. Accordingly, in order to ensure management transparency and further strengthen corporate governance, our Company proposes to increase the number of Outside Directors by one and to elect 5 Directors.

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

Candidates for Directors are as follows:

Candidate No.	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="display: flex; justify-content: space-around; border: 1px solid black; padding: 2px;"> Reappointed Inside </div> <p style="text-align: center;">Takehito Hirano (Aug. 25, 1961) (Age: 63)</p>	<p>Apr. 1984 Joined Harvest Futures Inc. Sept. 1990 Established Resort World Co., Ltd. (currently Fullcast Holdings Co., Ltd.) and served as President, Representative Director July 2006 President, Representative Director of Fullcast Marketing Co., Ltd. (currently F-PLAIN Corporation) Sept. 2007 Director of the Company Dec. 2009 Director and Advisor of the Company Mar. 2015 Director and Chairman of the Company Apr. 2017 Representative Director and Chairman of F-PLAIN Corporation (present post) Oct. 2018 Director of Advancer Global Limited (present post) Dec. 2024 President, Representative Director and CEO of the Company (present post)</p> <p>[Status of significant concurrent positions] Representative Director and Chairman of F-PLAIN Corporation Advancer Global Limited Director</p>	2,000 shares
<p>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. He had assumed the role of President, Representative Director and CEO of the Company in December 2024. The Company requests his re-election as Director because it believes he is an ideal choice for leading management as President, Representative Director and CEO and for the Company to aspire toward sustainable growth by heading up the implementation its medium-term management plan.</p> <p>The attendance record of the Board of Directors, etc. Board of Directors 100% (12/12) Nomination Committee -% (-/-) Remuneration Committee -% (-/-)</p>			

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 10 years as of the end of this general meeting of shareholders.
3. The Company has concluded an officer liability insurance agreement with an insurance company under Article 430-3 of the Companies Act, and if Takehito Hirano is reappointed, the Company plans to renew said agreement, and he will continue to be the insured under said agreement. The said agreement is described in the Business Report "II. Status of the Company, 3. Matters related to Directors (3) Summary of an Officer Liability Insurance Agreement."
4. As of December 20, 2024, as the result of a change in Representative Director, Takehito Hirano has become a member of the Nomination and Remuneration Committees.

Candidate No.	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; display: inline-block; padding: 2px;">Reappointed</div> <div style="border: 1px solid black; display: inline-block; padding: 2px; margin-left: 5px;">Inside</div> Kazuki Sakamaki (Sept. 30, 1970) (Age: 54)	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 & 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 Dec. 2024 Vice President, Representative Director (present post) [Status of significant concurrent positions] President and Representative Director of Fullcast Co., Ltd.	109,394 shares
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 provided appropriate explanations for resolutions and reports presented to the Board of Directors. He had assumed the role of Vice President, Representative Director of the Company in December 2024. The Company requests his re-election as Director because it believes he will be able to contribute to the sustainable growth of our company and to improving our corporate value in the medium to long term as a Director in charge of business execution. The attendance record of the Board of Directors, etc. Board of Directors 100% (12/12) Nomination Committee 100% (3/3) Remuneration Committee 100% (2/2)			

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 13 years and 3 months as of the end of this general meeting of shareholders.

4. The Company has concluded an officer liability insurance agreement with an insurance company under Article 430-3 of the Companies Act, and if Kazuki Sakamaki is reappointed, the Company plans to renew said agreement, and he will continue to be the insured under said agreement. The said agreement is described in the Business Report "II. Status of the Company, 3. Matters related to Directors (3) Summary of an Officer Liability Insurance Agreement."

Candidate No.	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; display: inline-block; padding: 2px;">Reappointed</div> <div style="border: 1px solid black; display: inline-block; padding: 2px; margin-left: 10px;">Inside</div> Takahiro Ishikawa (July 22, 1967) (Age: 57)	Sept. 1990 Senior Managing Director of Resort World Co., Ltd. (currently Fullcast Holdings Co., Ltd.) Sept. 2000 Representative Director of Fullcast Factory Co., Ltd. Apr. 2006 Representative Director of Fullcast Central Co., Ltd. Jan. 2012 Director of STARTLINE Co., Ltd. (present post) May 2012 President and Representative Director of Beat Co., Ltd. Dec. 2014 President and Representative Director of Beatech Co., Ltd. Mar. 2016 Director of the Company (present post) Apr. 2016 Representative Director and Chairman of Beat Co., Ltd. (present post) Jan. 2017 Representative Director and Chairman of Beatech Co., Ltd. (present post) [Status of significant concurrent positions] Representative Director and Chairman of Beat Co., Ltd. Director of STARTLINE Co., Ltd. Representative Director and Chairman of Beatech Co., Ltd.	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 of the Board of Directors. Given these qualifications, the Company requests his re-election as Director because it believes he is an ideal choice for continuing to carry out the oversight of management and business execution as Director. The attendance record of the Board of Directors, etc. Board of Directors 100% (12/12)			

- 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 9 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.
 4. The Company has concluded an officer liability insurance agreement with an insurance company under Article 430-3 of the Companies Act, and if Takahiro Ishikawa is reappointed, the Company plans to renew said agreement, and he will continue to be the insured under said agreement. The said agreement is described in the Business Report "II. Status of the Company, 3. Matters related to Directors (3) Summary of an Officer Liability Insurance Agreement."

Candidate No.	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;">Reappointed</div> <div style="border: 1px solid black; display: inline-block; padding: 2px; margin-left: 5px;">Inside</div> Shiro Kaizuka (Oct. 3, 1961) (Age: 63)	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.	75,200 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 of the Board of Directors. Given these qualifications, the Company requests his re-election as Director because it believes he is an ideal choice for continuing to carry out the oversight of management and business execution as Director. The attendance record of the Board of Directors, etc. Board of Directors 100% (12/12)			

Notes: 1. There are no special interests between Shiro Kaizuka and the Company.

2. Shiro Kaizuka currently serves as a Director of the Company. He has served as Director for a period of 8 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.

4. The Company has concluded an officer liability insurance agreement with an insurance company under Article 430-3 of the Companies Act, and if Shiro Kaizuka is reappointed, the Company plans to renew said agreement, and he will continue to be the insured under said agreement. The said agreement is described in the Business Report "II. Status of the Company, 3. Matters related to Directors (3) Summary of an Officer Liability Insurance Agreement."

Candidate No.	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
5	New	Outside	Indepe ndent	Apr. 2003 Joined Asahi National Broadcasting Co., Ltd. (currently TV Asahi Holdings Corporation) Dec. 2021 Left TV Asahi Holdings Corporation Jan. 2022 Joined Reiwa Travel, Inc. Apr. 2023 Became Executive Officer and CCO of the company (present post) [Status of significant concurrent positions] Executive Officer and CCO of Reiwa Travel, Inc.	- shares
	Yuuki Ohki (December 12, 1980) (Age: 44)			Reason for selection as candidate for Outside Director and overview of expected role Yuuki Ohki has worked in the broadcasting industry for many years, and possesses a wealth of experience and broad range of insight. She currently serves as an executive officer for a private company. The Company expects that her knowledge and experience will help enhance its supervisory and risk management functions. In addition, the Company believes that she will provide useful opinions on management issues related to sustainability and diversity. For these reasons, the Company requests her appointment as an Outside Director.	

Notes: 1. There are no special interests between Yuuki Ohki and the Company.

2. Yuuki Ohki's legal name is Yuuki Kodera.

3. Yuuki Ohki is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. She satisfies the "Requirements of independence" stipulated by the Tokyo Stock Exchange and also satisfies the "Criteria for Independence of Outside Officers" (listed at the end of this reference material for the ordinary general meeting of shareholders) stipulated by the Company. She will become an independent officer if her appointment is approved.

4. If Yuuki Ohki's appointment is approved, the Company will conclude a liability limitation contract with her limiting her 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.

5. The Company has concluded an officer liability insurance agreement with an insurance company under Article 430-3 of the Companies Act if Yuuki Ohki's appointment is approved in this proposal, the Company plans to conclude a similar officer liability insurance agreement with Yuuki Ohki as the insured. The said agreement is described in the Business Report "II. Status of the Company, 3. Matters related to Directors (3) Summary of an Officer Liability Insurance Agreement."

Directors' Skills after the ordinary general meeting of shareholders

		Management	Business strategy	Compliance	M&A	Industry experience	ESG	Law	Finance, Accounting, Tax
President, Representative Director and CEO	Takehito Hirano	✓	✓	✓	✓	✓	✓		
Vice President, Representative Director	Kazuki Sakamaki	✓	✓	✓	✓	✓	✓		
Director	Takahiro Ishikawa	✓				✓			
Director	Shiro Kaizuka	✓				✓			
Independent Outside Director,	Yuuki Ohki	✓							
Independent Outside Director, Full-time Audit & Supervisory Committee Member	Kouji Sasaki	✓							✓
Independent Outside Director, Audit & Supervisory Committee Member	Masataka Uesugi	✓					✓	✓	
Independent Outside Director, Audit & Supervisory Committee Member	Hideyuki Totani	✓							✓

The above table shows the areas in which the Directors can demonstrate their expertise based on their experience and professional careers, and does not list all the knowledge they possess.

(Reference) Criteria for the Independence of Outside Officers

The Company has stipulated the following criteria for determining the independence of the Company's Outside Directors (including Directors who are Audit & Supervisory Committee Members) as part of its efforts to strengthen corporate governance.

[Conditions of Independence for Independent Officers]

The Company's independent officers are Outside Directors as stipulated in the Companies Act and Ordinance for Enforcement of the Companies Act and they are persons who satisfy the following conditions, in addition to the conditions for independence set forth by financial instrument exchanges in Japan, including the Tokyo Stock Exchange.

1. Persons who do not fall into any of the following categories

- (1) A Director who is not an executor of business or executor of business of the Company's parent company;
- (2) An executor of business of the Company's sister company;
- (3) An organization for whom Company or the Company's subsidiaries (hereinafter, "the Group") is the major customer or a person who executes the business of that major customer;
- (4) A major customer of the Group or a person who executes the business of that major customer;
- (5) A consultant, accounting expert or legal expert who, in addition to Director's remuneration receives money exceeding a certain amount or other assets from the Group (or an organization that receives the said assets or person who belongs to the said organization);
- (6) A person who fell into any of the categories described in (1) to (5) above in the last one year;
- (7) A relative of a person (excluding unimportant persons) who falls into any of the following categories (i) to (iii) within the second degree of the relationship:
 - (i) A person who falls into any of the above categories (1) to (6);
 - (ii) An executor of business for a subsidiary of the Company;
 - (iii) A person who falls into (ii) or was an executor of business for the Company in the last year.

2. Individuals who do not have other circumstances that prevents them from fulfilling their duties as independent officer.

3. Even when 1 or 2 above applies, an individual can still be appointed as independent officer if it is determined they effectively possess independence, and the reason is explained and disclosed at the time of their appointment as outside officer.

(Notes)

1. An "executor of business" means a Director in charge of business execution, an executive officer, or an employee.
2. A "major customer" means a company whose payments or receivables account for over 2% of annual consolidated net sales of the Group within most recent business year.
3. "In addition to Director's remuneration receives money exceeding a certain amount or other assets from the Group" means a person who received monetary proceeds of 10 million yen or more or interests with the equivalent value from the Group, in addition to Director's remuneration, in the most recent business year.