



May 31, 2022

For Immediate Release:

Company name: Fullcast Holdings Co., Ltd.
 Representative: Kazuki Sakamaki,
 President, Representative Director and CEO
 (Stock code: 4848; Stock Exchange listing:
 Prime Market of the Tokyo Stock Exchange)
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Announcement Regarding the Acquisition of Shares Involving the Transfer of a Subsidiary

In accordance with the resolution adopted at the meeting of the Board of Directors held on May 13, 2022, Fullcast Holdings Co., Ltd. has today acquired all the shares of Hayfield inc. and made it a subsidiary. The details are as follows.

As the timely disclosure standards of Tokyo Stock Exchange do not apply to this matter, some disclosure items and details have been omitted.

1. Reason for acquisition of the shares

Hayfield inc. provides placement services for specialized human resources in the real estate industry. The company's "Takken Job Agent" is a well-known career change support/human resource placement service specializing in the real estate industry and the company provides high-quality human resource services with high levels of customer satisfaction.

Under its New "Medium-Term Management Plan 2024", Fullcast Holdings has set a business strategy to aggressively invest in M&A to expand into professional, value-added positions, and to enhance its business portfolio, in addition to "human resource services in the light work and blue-collar fields," which are our specialty. In addition, in Our Vision, the Group aims to create the best opportunities for its registered staff to move up to specialized positions with qualifications and for seeking employment formats such as permanent employee. Fullcast Holdings has determined that the services provided by Hayfield inc. constitute a business area that will play a key role in realizing the growth of the Group.

2. Overview of a subsidiary to be transferred

Corporate name	Hayfield inc.		
Home office address	9F U's-1 Building, 7-1-10 Nishi-Gotanda, Shinagawa-ku, Tokyo		
Representative	Kenta Sugiura, Representative Director		
Business	Human resource placement specializing in the real estate industry		
Capital	3,999,999 yen		
Date of established	April 1, 2019		
Major shareholder and ratio of shareholdings	Osen Inc. (98.04%) 1 private shareholder (1.96%)		
Relationship between Fullcast Holdings Co., Ltd. and Hayfield inc.	Capital relationship	None	
	Personal relationship	None	
	Transaction relationship	None	
Management results and financial condition of Hayfield inc. over the last three year period			
End of fiscal Year	March 2020	March 2021	March 2022
Net assets	8 million yen	24 million yen	139 million yen
Total assets	52 million yen	78 million yen	297 million yen

Net assets per share	26 thousand yen	78 thousand yen	453 thousand yen
Net sales	58 million yen	151 million yen	408 million yen
Operating profit	4 million yen	19 million yen	171 million yen
Ordinary profit	4 million yen	23 million yen	171 million yen
Profit	3 million yen	16 million yen	115 million yen
Profit per share	10 thousand yen	52 thousand yen	375 thousand yen
Dividend paid per share	—	—	—

3. Summary of counterparty of share acquisition

Shareholder name	Number of shares transferred
Osen Inc.	300
1 private shareholder	6

There are no capital, personal, or transaction relationships between the Company and Hayfield inc. or the individual.

4. Number of shares acquired and status of shareholdings before and after acquisition

Number of shareholdings before transfer	0 shares (Number of voting rights: 0) (Ratio of voting rights: 0.0%)
Number of shares acquired	306 shares (Number of voting rights: 306)
Number of shareholders after transfer	306 shares (Number of voting rights: 306) (Ratio of voting rights: 100.0%)

The acquisition price was determined reasonably within the scope of a stock valuation amount by a third-party institution. 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	May 13, 2022
Date of share purchase agreement signing	May 13, 2022
Date of share transfer execution	May 31, 2022

6. Future outlook

The impact of this matter on the Company's consolidated performance will be minimal. Details will be promptly announced if matters requiring disclosure arise.