February 10, 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)
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Announcement Regarding the Granting of Stock Compensation-type Stock Options (Stock Acquisition Rights)

Fullcast Holdings Co., Ltd. announced today that a resolution was passed at the meeting of the Board of Directors held on February 10, 2017 to discuss at the general meeting of shareholders for the 24th term scheduled to take place on March 24, 2017 the issuance of stock acquisition rights as part of the stock compensation-type stock options for the Company's Directors (excluding Directors that are Audit & Supervisory Committee Members) in order to further enhance the compensation of Directors and the linkage between the Company's performance and shareholder interests.

1. Summary of the Stock Compensation-type Stock Option System

The Company will allocate to its Directors (excluding Directors that are Audit & Supervisory Committee Members) stock options with an exercise price of 1 yen per share. These stock compensation-type stock options will be discussed at the general meeting of shareholders for the 24th term scheduled to take place on March 24, 2017.

The details of the stock acquisition rights as stock compensation-type stock options are as follows.

(1) Type and Number of Shares available under Stock Acquisition Rights

The maximum number of shares available under stock acquisition rights issued on a date within 1 year of the date of the general meeting of shareholders related to each business year shall be 96,000 of the Company's ordinary shares (common stock). However, in cases where adjustments to the number of shares granted are made as prescribed below, the number shall be adjusted by multiplying the number of shares granted after adjustment by the total number of stock acquisition rights.

The type of shares for the stock acquisition rights shall be ordinary shares (common stock) and the number of shares per one stock acquisition right (hereinafter, “number of shares granted”) shall be 100 shares. The number of shares granted shall be adjusted according to the following formula when the Company executes a share split (including the gratis allotment of the Company’s common stock; hereinafter the same shall apply) or share consolidation on a date after the resolution for this proposal.

However, such adjustments shall be made for the number of granted shares not exercised at that time, and fractional quantities of less than one share resulting from the adjustment shall be rounded down.

Number of shares granted after adjustment = Number of shares granted before adjustment x Ratio of stock split or stock consolidation

In addition to the above, when an adjustment of the number of shares granted is required, the number of granted shares shall be adjusted within a reasonable scope.

(2) Total Number of Stock Acquisition Rights

The maximum number of stock acquisition rights that will be issued within 1 year from the date of the general meeting of shareholders for each business year shall be 960.

(3) Payment Amount of Stock Acquisition Rights

The payment amount of each stock acquisition right shall be the amount prescribed by the Company’s Board of Directors using the fair value of the stock acquisition rights calculated when allotting the stock acquisition rights.

(4) Amount of Assets Required for Exercise of Stock Acquisition Rights

The amount of assets required for exercise of each stock acquisition right shall be the amount realized by multiplying the number of shares granted by the payment amount of 1 yen per share that can be exchanged for shares with the exercise of the stock acquisition rights.

(5) Period for Exercise of Stock Acquisition Rights

The period for exercising stock acquisition rights shall be prescribed by the Company’s Board of Directors, which will determine subscription matters for the stock acquisition rights, and shall be within 30 years from the date 4 years from the day after the allotment date of the stock acquisition rights.

(6) Conditions for the Exercise of Stock Acquisition Rights

i. In principle, persons who receive an allotment of stock acquisition rights must be a Director of the Company at the time of exercising these rights.
ii. Of those stock acquisition rights allocated, only the number of exercisable stock acquisition rights determined based on the level of achievement of the operating income target for the final fiscal year of the medium-term management plan can be exercised.
iii. Other conditions for the exercise of stock acquisition rights shall be prescribed by the Company’s

Board of Directors, which will determine subscription matters for the stock acquisition rights.

(7) Restrictions on the Acquisition of Stock Acquisition Rights by Assignment

The acquisition of stock acquisition rights by assignment requires approval of the Company's Board of Directors.

(8) Other Details of the Stock Acquisition Rights

Details of the matters describesd in (1) through (7) above and other matters shall be prescribesd by the Company's Board of Directors, which will determine subscription matters for the stock acquisition rights.

(Reference)

After the completion of the general meeting of shareholders for the 24th term scheduled to take place on March 24, 2017, the Company plans to grant the same stock acquisition rights as those stock acquisition rights above in the amount of 105,600 shares to the Directors and Corporate Auditors of the Company's wholly-owned subsidiaries and 19,200 shares to the employees of the Company's wholly-owned subsidiaries. This means that in the future a total of 220,800 new shares may be issued. In such a scenario, the dilution rate versus the total number of shares issued would be 0.57%.