4 November 2020

To Whom It May Concern

Company Name:	OUTSOURCING Inc.
Representative:	Haruhiko Doi Chairman and CEO
(First Section of TSE:	Securities Code 2427)
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Notice Regarding the Proposal to Acquire the Ireland-Based Company Cpl Resources plc

OUTSOURCING Inc. (Haruhiko Doi as Chairman and CEO; headquartered in Chiyoda-ku, Tokyo; hereinafter referred to as "the Company") hereby announces that it has agreed with Cpl Resources plc (Anne Heraty as CEO; headquartered in Dublin, Ireland; listed on the Euronext Growth Market operated by Euronext Dublin and the AIM Market of the London Stock Exchange; hereinafter referred to as "Cpl") on the terms of its acquisition of Cpl (hereinafter, "the Acquisition"). The Acquisition will be made through the cash purchase of all issued and to-be-issued ordinary shares of Cpl under a scheme of arrangement pursuant to Irish law.

The Acquisition has already been approved by the Company's board of directors but is still subject to approval by Cpl's shareholders and the Irish High Court. Cpl's board of directors has unanimously recommended that its shareholders vote in favor of the Acquisition. The Company has also made an announcement about the Acquisition on 4 November 2020 (7:00 a.m. Ireland time or 4:00 p.m. Japan time) in accordance with Rule 2.5 of the Irish Takeover Rules.

For details (in English) of this announcement as required by Rule 2.5 of the Irish Takeover Rules, please see the Company's website (https://www.outsourcing.co.jp/en/offer-for-c/).

Particulars

1. Background and strategic significance of the Acquisition

The OUTSOURCING Group provides human resources outsourcing services as its core business. This business is mainly based on a recurring revenue model where financial performance is directly correlated with the number of employees and their working hours. Consequently, the number of employees outsourced to client worksites has been one of the key performance indicators. However, with the global trend toward reducing working hours and the fundamental changes brought about by technological innovations including robots and AI, the industry has been seeing decreasing working hours per employee as well as increasing employment risk. Under these circumstances, the Company believes that it will become crucial to establish a new business model where revenue growth is not directly dependent on increasing the number of employees sent to client worksites.

Recognizing an urgent need to fundamentally break away from the conventional recurring-revenue business, the OUTSOURCING Group has created a new medium-term management plan, *VISION 2024: Change the GAME*, to

lay out the foundations for the next level of business growth. The new management plan encompasses a growth strategy formulated based on the current trends and serves as the first step in creating a new business model that will open up entirely new dimensions in HR services.

In regions of the world with rapidly changing business environments, the Company's overseas engineering outsourcing business has been faced by greater needs for a quicker decision-making in management matters such as growth opportunities and risks. To solve this issue, the Company adopted a holding company structure in the U.K. and the Oceania region starting on 1 January 2020. By consolidating business resources through this new structure, the Company hopes to achieve greater growth as an entire group rather than as each individual company.

In addition, the Company forecasts that all industries worldwide will be driven by the Fourth Industrial Revolution to undergo major shifts in the near future, as they scramble to adapt to the changes caused by technological innovations and face more globalized and specialized challenges in business. Conducting business only within the borders of each country during such an era will only let the Company provide its customers with limited access to information and human resources. Therefore, in order to become a true engineering partner for its customers, the OUTSOURCING Group has been working on expanding its pool of engineers and specialists to create a global HR platform of such talents and developing a structure for globally supporting its customers adapt to leading-edge technologies.

Cpl is Ireland's largest player in temporary staffing, placement and outsourcing services. It is especially strong in specialized staffing for the IT, healthcare and pharmaceutical industries. With a remarkably extensive customer base including the top global players in IT and healthcare, Cpl has a firm global network centered around Irish companies.

By acquiring Cpl's excellent, extensive customer base and widely ranged HR services, the Company believes that it can further expand its business scale and portfolio in the European market as well as globally. For this reason, the Company decided to propose the Acquisition.

2. Outline of the Acquisition

(1) Target company: Cpl

(2) Method of acquisition: The Company's wholly-owned subsidiary Outsourcing Talent Ireland Limited will acquire all issued and to-be-issued shares of Cpl through a scheme of arrangement (please see *Section 4. Acquisition method and process* below for details).

(3) Number of shares to be acquired, acquisition value and number of shares held before and after the Acquisition

Number of Cpl's shares held before the Acquisition	0 shares (Number of voting rights: 0) (Percentage of voting rights: 0%)
Number of shares to be acquired	28,245,935 shares[1] [2] (Number of voting rights: 28,245,935)
Acquisition value	Cpl's ordinary shares: Approximately EUR 318 million (Approximately JPY 38.9 billion)[3] Advisory fees and other related expenses: Approximately JPY 760 million
Expected number of shares held after the Acquisition	28,245,935 shares (Number of voting rights: 28,245,935) (Percentage of voting rights: 100%)

(4) Acquisition terms: 11.25 euro per ordinary share of Cpl

(5) Source of acquisition capital: The Acquisition will be funded through the Company's cash reserves and externally raised capital (including borrowings from Sumitomo Mitsui Banking Corporation).
(6) Date of completion: The Acquisition is planned to be completed during the first quarter of the fiscal year 2021 (January to March 2021).

[1] Fully diluted basis.
[2] The precise number of shares to be acquired will not be confirmed until closer to completion; however, it should not exceed the sum of current issued share capital (27,745,935) and the expected number of new shares to be issued pursuant to exercise of Long Term Incentive Plan options (500,000).
[3] In this Notice, an exchange rate of 122.55 yen per euro was used in the calculations.

3. Characteristics of Cpl

Headquartered in Dublin, Ireland, Cpl is a global provider of talent and workforce solutions. With revenues of €569.3 million in the financial year to 30 June 2020, Cpl has almost 13,000 employees across 45 offices worldwide. Cpl operates through distinct specialist brands in a wide range of sectors including technology, finance and legal, healthcare, pharmaceutical, life sciences, sales, engineering, HR, light industrial and office administration. Cpl has a diverse range of clients from market leading multinationals to small and medium sized enterprises and operates across the full talent spectrum from permanent, contract and temporary recruitment to the provision of managed solutions and strategic talent advisory services.

4. Acquisition method and process

The Acquisition is planned to be conducted through a scheme of arrangement pursuant to Irish law. The Acquisition is conditional on, among other things, (i) the approval by Cpl shareholders of the Acquisition; (ii) the sanction of the scheme of arrangement by the Irish High Court, and (iii) receipt of required regulatory and other necessary approvals. Cpl's board of directors has unanimously recommended that its shareholders vote in favor of the Acquisition. So far, Cpl's major shareholders have already agreed with the Company to vote in favor of the Acquisition, representing a total of approximately 43.3% of all issued shares of Cpl.

A resolution on the approval of the Acquisition by Cpl's shareholders will be proposed at a Cpl shareholders' meeting that is to be convened by the Irish High Court. To be approved, the resolution must be approved by a majority in number of Cpl shareholders representing at least three-fourths (75%) in value of the Cpl shares, held by such shareholders, present and voting at the shareholder meeting. A number of ancillary resolutions must also be approved by Cpl shareholders by the requisite majority at a separate Cpl shareholder meeting to be held immediately after the initial Cpl shareholder meeting convened by the Irish High Court. If the Acquisition is approved by both Cpl's shareholders and the Irish High Court, it is expected to become effective during the first quarter of the fiscal year 2021 (January to March 2021). Shortly after the Acquisition becomes effective, the ordinary shares of Cpl will be de-listed from all stock exchanges. A detailed schedule of the acquisition process will be disclosed in the circular to be sent by Cpl to its shareholders in due course.

5. Overview of the subsidiary acquiring the shares (Outsourcing Talent Ireland Limited) (At the end of October 2020)

(1)	Company name	Outsourcing Talent Ireland Limited
(2)	Headquarter location	Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland
(3)	Name and title of representative	Yuya Ono, Director
(4)	Business description	Holding company
(5)	Issued share capital	1 euro
(6)	Date established	31 August 2020
(7)	Net assets	1 euro
(8)	Major shareholders and shareholding ratios	Wholly owned by OUTSOURCING Inc.

6. Overview of the target company (Cpl)

(1)	Company name	Cpl Resources plc	
(2)	Headquarter location	83 Merrion Square, Dublin 2, Ireland	
(3)	Name and title of representative	Anne Heraty, CEO	
(4)	Business description	Temporary staffing, HR placement, outsourcing, managed services, etc.	
(5)	Share capital (At the end of June 2020)	EUR 2,743 thousand	
(6)	Date established	1990	
(7)	Relationship/ties with the Company	Capital	NA
		Personnel	NA
		Business	NA

(8) Consolidated financial results and consolidated financial standing of Cpl over the past three years (thousand euro)

Fiscal year	Ended June 2018	Ended June 2019	Ended June 2020
Consolidated net assets	92,497	110,368	126,415
Consolidated total assets	162,971	191,195	211,683
Consolidated net assets per share (euro)	3.3	4.0	4.6
Consolidated revenue	522,691	564,858	569,268
Consolidated operating profit	17,881	24,818	24,978
Net profit attributable to owners of the parent company	16,089	21,186	20,950
Consolidated net profit per share (cent)	56.6	77.3	76.3
Dividend per share (cent)	13.5	19.0	10.0

7. Future outlook

The impact of the Acquisition on the Company's current fiscal year's consolidated financial results is negligible.

(End)

Cautionary statement regarding the future outlook

Forward-looking statements in this Notice such as those predicting future financial results are based on information available to the Company as of the date of this Notice and certain assumptions that the Company believes are reasonable. The forward-looking statements are not guarantees of any future performance and the actual financial results or other outcomes may differ from the predictions due to various factors.

Reference: Consolidated financial forecasts for the current fiscal year (same as those announced on 14 May 2020) and last fiscal year's consolidated financial results

(unit: million yen)

	Revenue	Operating profit	Profit before tax	Net profit	Net profit attributable to owners of the Company
Current fiscal year's consolidated financial forecasts (fiscal year ending December 2020)	365,000	10,000	6,800	3,600	3,000
Last fiscal year's consolidated financial results (fiscal year ended December 2019)	361,249	15,342	13,319	8,975	8,227

(Note) Consolidated financial statements for the fiscal year ended December 2019 have been retrospectively adjusted for the finalized changes in accounting pertaining to business combinations.

General rules

The laws of the relevant jurisdictions may affect the availability of the Acquisition to persons who are not resident in Ireland or the United Kingdom. Persons who are not resident in Ireland or the United Kingdom, or who are subject to laws of any jurisdiction other than Ireland or the United Kingdom, should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable legal or regulatory requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility and liability for the violation of such restrictions by any person.

The Acquisition will not be made available, directly or indirectly, in a Restricted Jurisdiction, and the Acquisition will not be capable of acceptance from within a Restricted Jurisdiction.

The release, publication or distribution of this Notice in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this Notice and all other documents relating to the Acquisition are not being, and must not be, released, published, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the Company, Outsourcing Talent Ireland Limited and Cpl disclaim any responsibility or liability for the violations of any such restrictions by any person.

Cautionary statement regarding forward-looking statements

This Notice contains certain forward-looking statements with respect to the Company, Outsourcing Talent Ireland Limited and Cpl. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "believe", "will", "may", "would", "could" or "should" or other words of similar meaning or the negative thereof. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial conditions, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the operations of the OUTSOURCING Group or the Cpl Group; and (iii) the effects of government regulation on the business of the OUTSOURCING Group or the Cpl Group.

These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All subsequent oral or written forward-looking statements attributable to the Company, Outsourcing Talent Ireland Limited or Cpl or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Neither the Company, Outsourcing Talent Ireland Limited nor Cpl shall undertake any obligation to update publicly or revise forward-looking or other statements contained in this Notice, whether as a result of new information, future events or otherwise, except to the extent legally required.

Responsibility statement

The directors of the Company and the directors of Outsourcing Talent Ireland Limited accept responsibility for the information contained in this Notice other than that relating to Cpl, the Cpl Group and the directors of Cpl and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the directors of the Company and the directors of Outsourcing Talent Ireland Limited (who have taken all reasonable care to ensure that such is the case), the information contained in this Notice for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.