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Securities code: 2168

August 7, 2024

Start date of measures for electronic provision: July 24, 2024

To: Our shareholders

Yasuyuki Nambu
Group CEO and President
Pasona Group Inc.
1-5-1 Marunouchi, Chiyoda-ku
Tokyo, Japan

Notice of the FY2023 Ordinary General Meeting of Shareholders

Dear shareholders,

We would like to notify you of the FY2023 (June 1, 2023 through May 31, 2024) Ordinary General Meeting of Shareholders (hereinafter referred to as the “Meeting”) of Pasona Group Inc. (referred to as “Pasona” or the “Company”), to be held as follows.

Please review the following documents and information for reference for the Meeting and exercise your voting rights in writing or via the internet, etc., by 5:30 p.m. on Wednesday, August 21, 2024 (Japan Standard Time). Thank you very much for your cooperation.

1. Date & time 1:00 p.m., Thursday, August 22, 2024

2. Place 501AB Sapia Hall, Station Conference Tokyo (5th floor), Sapia Tower, 1-7-12 Marunouchi, Chiyoda-ku, Tokyo

3. Meeting agenda

- Reporting**
- 1: Reporting on the Business Report, the Consolidated Accounting Documents, and the Audit Reports of the Accounting Auditor and the Audit and Supervisory Committee for the Consolidated Accounting Documents for FY2023
 - 2: Reporting on the Non-consolidated Accounting Documents for FY2023

Resolutions Proposal: Election of five directors (excluding directors who are Audit and Supervisory Committee members)

4. Instructions for exercising voting rights

Persons that are attending as proxies of shareholders need to be shareholders themselves. A proxy can only be entrusted to one shareholder with voting rights in the Company.

If approval or disapproval is not indicated for each proposal on the Voting Form, it shall be treated as an indication of approval.

Note: Please note that no gifts or light meals, etc., will be provided for attendees at the Meeting this year.

Information on matters subject to measures for electronic provision

In convening this General Meeting of Shareholders, the Company has taken measures to provide information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as "Notice of the FY2023 Ordinary General Meeting of Shareholders" and "Notice of the FY2023 Ordinary General Meeting of Shareholders: Other Matters Subject to Measures for Electronic Provision (Matters Omitting the Distribution of Documents)" on the Company's website.

The Company's website:

https://www.pasonagroup.co.jp/ir/info/stockholders_meeting.html

Tokyo Stock Exchange website (Listed Company Search):

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

To access this information, please enter the company's name or securities code "2168" and click "Search", then select "Basic Information" and "Documents for public inspection/PR information" in that order.

For shareholders who have not requested the delivery of paper-based documents, this Notice, along with the Reference Documents for the General Meeting of Shareholders and the Performance Highlights, which serve as references for the resolution of proposals, have been sent.

(Notes)

1. If attending on the day, please present the enclosed Voting Form to reception.
2. If attending, we would appreciate it if you could understand that the dress code for the Meeting consists of light business attire ("Cool Biz").
3. If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the websites above.
4. The following matters are not included in the documents delivered to shareholders who have requested the delivery of paper-based documents, in accordance with provisions of laws and regulations and Article 14 of the Company's Articles of Incorporation. These matters are included in the scope of the audit conducted by the Audit and Supervisory Committee or the Accounting Auditor in preparing an audit report.
 - (i) "Major Businesses," "Major Offices," "the Status of Employees," "Major Lenders," "Matters Regarding Shares," "Matters Regarding Stock Acquisition Rights," "Status of Accounting Auditors," and "Systems for Ensuring Proper Operations of the Company and the Status of the Management" in the Business Report
 - (ii) "Consolidated Statements of Changes in Shareholders' Equity" and "Notes to Consolidated Financial Statements" in Consolidated Financial Statements
 - (iii) "Non-consolidated Statements of Changes in Shareholders' Equity" and "Notes to Non-consolidated Financial Statements" in Non-consolidated Financial Statements

Proposal and Reference:**Proposal :****Election of Five Directors (Excluding Directors who are Audit and Supervisory Committee Members)**

The term of office for all five Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of the Meeting. Accordingly, it is hereby proposed that five Directors (excluding Directors who are Audit and Supervisory Committee Members) will be elected. The Nomination and Compensation Committee, of which the majority are Independent Outside Directors, deliberates on this proposal, giving due consideration to the composition of the Board of Directors as a whole so as to ensure diversity in terms of knowledge, experience, qualifications, etc., and submits a draft proposal for candidates to the Board of Directors, which deliberates and determines the candidates for Directors based on such findings. The Audit and Supervisory Committee of the Company judges that the procedures for determining candidates are appropriate. The candidates for the Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

Candidate no.	Name		Current position and responsibilities at the Company	Attendance at meetings of the Board of Directors
1	Yasuyuki Nambu	Reappointment	Group CEO & President	100% (16 out of 16 meetings)
2	Hiroataka Wakamoto	Reappointment	Executive Officer & Vice President, General Manager of the Corporate Planning Headquarters, General Manager of the Growth Strategy Headquarters	100% (16 out of 16 meetings)
3	Junko Fukasawa	Reappointment	Executive Officer & Vice President, General Manager of the Pasona Way Headquarters, responsible for the Social Contribution Department	100% (16 out of 16 meetings)
4	Kinuko Yamamoto	Reappointment	Executive Officer & Vice President, General Manager of the New Business Development Headquarters	100% (16 out of 16 meetings)
5	Makiya Nambu	Reappointment	Managing Executive Officer & Director, General Manager of the International Business Headquarters & Deputy General Manager of the Corporate Planning Headquarters, Pasona Group Inc.	100% (16 out of 16 meetings)

No. 1	Name	Birth date	No. of Company shares owned
	Yasuyuki Nambu	Jan. 5, 1952	14,763,200 shares
Position, main areas of responsibility, brief career summary, and important concurrent duties			
Feb. 1976	Established Man Power Center Inc. (currently Nambu Enterprise Inc.) Senior Managing Director		
Apr. 1991	Representative Director, Man Power Center Inc.		
Mar. 1992	Representative Director, Temporary Sunrise Inc. (currently Pasona Inc.)		
Mar. 1996	Director, Business Coop Inc. (currently Benefit One Inc.)		
Apr. 1999	President & COO, Pasona Inc. (currently Nambu Enterprise Inc.)		
Jun. 2000	Group CEO, Pasona Inc.		
Aug. 2004	Group CEO & President, General Manager of the Sales and Marketing Headquarters, Pasona Inc.		
Dec. 2007	Representative Director, Pasona Inc.		
	Group CEO & President, Pasona Group Inc. (to present)		
Jun. 2010	Chairman & Director, Benefit One Inc.		
Aug. 2011	Chairman & Representative Director, Pasona Inc. (to present)		
Attendance at meetings of the Board of Directors			
16 out of 16 meetings (100%)			
Important concurrent duties			
Chairman & Representative Director, Pasona Inc.			
Reason for nomination as a Director			
He has a wealth of knowledge, experience, and achievements, including driving the Group's growth since its founding in 1976. He has demonstrated strong leadership for promoting Group management and ensuring sustainable growth, thus the Company expects that he will continue to fulfill his duties as a Director.			

No. 2	Name	Birth date	No. of Company shares owned
	Hiroataka Wakamoto	Nov. 2, 1960	44,700 shares
Position, main areas of responsibility, brief career summary, and important concurrent duties			
Apr. 1984	Joined Saitama Bank, Limited (currently Resona Bank, Limited, Saitama Resona Bank, Limited)		
Jun. 1989	Joined Temporary Center Inc. (currently Nambu Enterprise Inc.)		
Sep. 2006	Managing Director, responsible for the Legal Department, Affiliated Company Department, and International Business Department, General Manager of the Corporate Planning Department, Pasona Inc.		
Dec. 2007	Managing Director, responsible for the CMO Department and the International Business Department, General Manager of the Corporate Planning Division, Pasona Group Inc.		
Jun. 2010	Director, Benefit One Inc.		
Jul. 2012	Senior Managing Director, responsible for the Corporate Planning Division, Pasona Group Inc.		
Aug. 2017	Executive Officer & Vice President, General Manager of the Corporate Planning & Administration Headquarters, Pasona Group Inc.		
Aug. 2018	Executive Officer & Vice President, General Manager of the Corporate Planning Headquarters, Pasona Group Inc.		
Jun. 2019	President & COO, Pasona Knowledge Partner Inc. (to present)		
Aug. 2020	Director, Bewith Inc. (to present)		
Dec. 2021	Executive Officer & Vice President, General Manager of the Corporate Planning Headquarters, General Manager of the Growth Strategy Headquarters, Pasona Group Inc. (to present)		
Feb. 2023	President & COO, Pasona Force Inc. (to present)		
Attendance at meetings of the Board of Directors			
16 out of 16 meetings (100%)			
Important concurrent duties			
President & COO, Pasona Knowledge Partner Inc. Director, Bewith Inc. President & COO, Pasona Force Inc.			
Reason for nomination as a Director			
As the person responsible for management planning, he possesses a wealth of knowledge and experience, including in the area of driving M&As. We expect that he will contribute to the improvement of corporate value, thus the Company expects that he will continue to fulfill his duties as a Director.			

No. 3	Name	Birth date	No. of Company shares owned
	Junko Fukasawa	May 28, 1953	195,600 shares
Position, main areas of responsibility, brief career summary, and important concurrent duties			
Apr. 1974	Joined Mitsui Toatsu Chemicals Inc. (currently Mitsui Chemicals, Inc.)		
Jul. 1978	Joined DENTSU INC. (currently Dentsu Group Inc.)		
Sep. 1981	Joined Temporary Center Inc. (currently Nambu Enterprise Inc.)		
Jan. 1990	Director, General Manager of the Public Relations Department, Temporary Center Inc.		
Jun. 2000	Senior Managing Executive Officer, General Manager of the Human Resources & Planning Headquarters, Pasona Inc.		
Apr. 2003	President & COO, Pasona Heartful Inc. (to present)		
Dec. 2007	Senior Managing Director, responsible for the Human Resources Division, Public Relations and Advertising Department, General Manager of the Social Contribution Department, Pasona Group Inc.		
Jun. 2015	Senior Managing Director, General Manager of the Human Resources & Planning Headquarters, responsible for the Social Contribution Department, Pasona Group Inc.		
Jun. 2017	Chairman & Director, Benefit One Inc.		
Aug. 2017	Executive Officer & Vice President, General Manager of the Human Resources & Planning Headquarters, responsible for the Social Contribution Department, Pasona Group Inc.		
Aug. 2018	Executive Officer & Vice President, General Manager of the Pasona Way Headquarters, responsible for the Social Contribution Department, Pasona Group Inc. (to present)		
Attendance at meetings of the Board of Directors			
16 out of 16 meetings (100%)			
Important concurrent duties			
President & COO, Pasona Heartful Inc.			
Reason for nomination as a Director			
As the person responsible for the Human Resources, Public Relations, Advertising, and Social Contribution Department, she possesses a wealth of knowledge and experience. We expect that she will contribute to the improvement of corporate value, thus the Company expects that she will continue to fulfill her duties as a Director.			

No. 4	Name	Birth date	No. of Company shares owned
	Kinuko Yamamoto	Nov. 5, 1955	144,900 shares
Position, main areas of responsibility, brief career summary, and important concurrent duties			
Feb. 1979	Joined Man Power Center Inc. (currently Nambu Enterprise Inc.)		
Jan. 1990	Director, responsible for the Osaka Sales Headquarters, Man Power Center Inc.		
Jun. 2000	Managing Executive Officer, General Manager of the Employment Development Department, Pasona Inc.		
Jun. 2005	President & COO, Kansai Employment Creation Organization Inc. (currently Pasona Masters Inc.)		
Dec. 2007	Senior Managing Director, responsible for the New Business Development Division, Pasona Group Inc.		
Sep. 2012	President & COO, Pasona Furusato Incubation Inc.		
Jun. 2015	Senior Managing Director, General Manager of the New Business Development Headquarters, Pasona Group Inc.		
Dec. 2016	President & COO, Nijigennomori Inc.		
Aug. 2017	Executive Officer & Vice President, General Manager of the New Business Development Headquarters, General Manager of the Smart Life Initiative Headquarters, Pasona Group Inc.		
Sep. 2018	Executive Officer & Vice President, General Manager of the New Business Development Headquarters, Pasona Group Inc. (to present)		
Attendance at meetings of the Board of Directors			
16 out of 16 meetings (100%)			
Important concurrent duties			
Not applicable			
Reason for nomination as a Director			
As the person responsible for new business development, she has worked for many years in the field of regional revitalization and in various new businesses with the mission of creating jobs, and she possesses a wealth of knowledge and experience related to business development. We expect that she will contribute to the improvement of corporate value, thus the Company expects that she will continue to fulfill her duties as a Director.			

No. 5	Name	Birth date	No. of Company shares owned
	Makiya Nambu	Jul. 31, 1984	200 shares
Position, main areas of responsibility, brief career summary, and important concurrent duties			
Apr. 2008	Joined Mitsubishi Corporation		
Jun. 2013	Joined Pasona Inc.		
Sep. 2018	Executive Officer, General Manager of the Global Business Division, Pasona Inc.		
Dec. 2018	General Manager of the International Business Division, Pasona Group Inc.		
Sep. 2021	Managing Executive Officer, General Manager of the Global Business Division, Pasona Inc.		
Aug. 2022	Managing Executive Officer & Director, General Manager of the International Business Division (to present)		
	Managing Executive Officer & Director, General Manager of the International Business Headquarters & Deputy General Manager of the Corporate Planning Headquarters, Pasona Group Inc. (to present)		
Attendance at meetings of the Board of Directors			
16 out of 16 meetings (100%)			
Important concurrent duties			
Managing Executive Officer & Director, Pasona Inc.			
Reason for nomination as a Director			
He has abundant experience and insight as the person in charge of the division tasked with global operations of the Company and its important subsidiary company, and he is expected to contribute to the enhancement of the Company's corporate value. It is for these reasons that the Company expects that he will continue to fulfill his duties as a Director.			

(Notes)

1. There are no conflicts of interest between each candidate and the Company.
2. The Company has an Officers Liability Insurance Contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, under which all directors are insured. In addition to the Company-borne costs for compensation for securities related damages, litigation costs, costs for internal investigation when incidents of inappropriate conduct arise, the insurance contract covers costs for compensation for damages and litigation costs incurred by the insured persons arising from claims for compensation of damages arising from actions (including negligence) carried out pursuant to the company position of the relevant director or officer. However, certain exemptions apply, such that the contract will not compensate for damages caused by acts committed with the knowledge that such acts violate laws or regulations. Each Candidate is insured under the insurance contract. The insurance contract is scheduled to be renewed during the term of office of each candidate.

(Reference) Expertise of the candidates for Board of Directors (If Proposal is approved as proposed)

Name		Knowledge/experience/abilities acquired by the candidates								
		Management	HR development	New business development	Compliance/ risk management	Finance/ accounting	Regional revitalization/ culture/art	Sustainability/ ESG	Global	Well-being
Yasuyuki Nambu		●	●	●			●	●	●	●
Hiroataka Wakamoto		●	●	●				●		
Junko Fukasawa		●	●				●	●		●
Kinuko Yamamoto		●	●	●			●			●
Makiya Nambu				●					●	
Kazufumi Nomura	Full-time Audit and Supervisory Committee Member	●			●					
Haruo Funabashi	Outside Audit and Supervisory Committee Member				●	●	●			
Kazuo Furukawa	Outside Audit and Supervisory Committee Member	●		●	●			●	●	
Ryohei Miyata	Outside Audit and Supervisory Committee Member		●				●			
Yutaka Atomi	Outside Audit and Supervisory Committee Member	●			●					●