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Notification of Disposal of Treasury Shares as Restricted Stock Compensation

PERSOL HOLDINGS CO., LTD. (the "Company") announces that, with respect to the disposal of treasury shares as compensation by Restricted Stock for three years for the management-level and equivalent employees who will be responsible in the future for management of the Company and the PERSOL Group (hereinafter referred to as the "Disposal of Treasury Shares"), a meeting of the Board of Directors held today resolved as follows:

1. Outline of the disposal

(1)	Payment date	September 26, 2025
(2)	Type and number of shares to be disposed of	12,636,897 PERSOL HOLDINGS ordinary shares
(3)	Disposal price	JPY 268 per share
(4)	Total disposal amount	JPY 3,386,688,396
(5)	Planned disposal recipient	PERSOL HOLDINGS management-level employees 285 persons 1,063,335 shares Directors, auditors and management-level employees of subsidiaries in Japan 3,102 persons 11,573,562 shares
(6)	Other	The Disposal of Treasury Shares shall be made on the condition that securities registration statements under the Financial Instruments and Exchange Act become effective.

2. Purpose and reason for disposal

The Company has resolved to introduce a Share Compensation Scheme to issue Restricted Stock (hereinafter referred to as the "Scheme") for the purpose of giving incentives to the management-level employees of the Company and directors, auditors and management-level employees of its subsidiaries in Japan to enhance its enterprise value on a continual basis, and of promoting further sharing value with shareholders.

At today's meeting of the Board of Directors, with regard to compensation by Restricted Stock for the management-level employees of the Company and directors, auditors and management-level employees of its subsidiaries in Japan for the period from April 1,

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2025 to March 31, 2028, it has been resolved that 12,636,897 ordinary shares of the Company will be allocated to the specified Restricted Stock through an arrangement in which the amount of monetary compensation claims totaling JPY 3,386,688,396 will be paid to 3,387 persons who are planned recipients, including the management-level employees of the Company and directors, auditors and management-level employees of its subsidiaries in Japan (hereinafter referred to as "Eligible Individuals"), followed by contribution in kind of all the compensation claims paid to the Eligible Individuals. The amount of monetary compensation claims for each of the Eligible Individuals in the Company and its subsidiaries in Japan is decided taking into consideration various factors including contributions. This amount of monetary compensation claims will be provided to the Eligible Individuals subject to conditions including the one that each Eligible Individual executes an agreement with the Company for the allocation of Restricted Stock that contains the following provisions (hereinafter referred to as "Allocation Agreement").

3. Overview of Allocation Agreement

(1) Restricted period of transfer

From September 26, 2025, to March 31, 2028

During the restricted period of transfer specified above (hereinafter referred to as the "Restricted Period of Transfer"), an Eligible Individual shall not transfer, pledge, offer as security of transfer, donate before death, bequeath or otherwise dispose of the Restricted Stock allocated to such Eligible Individual (hereinafter referred to as the "Allocated Shares") to a third party (hereinafter referred to as "Restriction on Transfer")

The Scheme is applicable to the management-level employees of the Company and directors, auditors and management-level employees of its subsidiaries in Japan who are on the register as of April 1, 2025 as Eligible Individuals, and it is an incentive scheme for work for three years commencing on the aforementioned date.

(2) Acquisition of Restricted Stock without considerations

An Eligible Individual who is a management-level employee of the Company or a management-level employee of its subsidiary will acquire the Allocated Shares automatically without consideration upon resignation or retirement from all positions as an employee of the Company, an employee of its subsidiary prior to the expiration of the Restricted Period of Transfer, and an Eligible Individual who is a director or auditor of a subsidiary will acquire the Allocated Shares automatically without consideration upon resignation or retirement from all positions as an employee of the Company, a director, an auditor and an employee of its subsidiary prior to the expiration of the Restricted Period of Transfer except for cases where there are grounds to prevent it that are deemed by the executive officer CHRO of the Company to be reasonable, or the occurrence of any of the events set forth in an Allocation Agreement separately executed between the Eligible Individual and the Company.

In case where there are grounds deemed reasonable by the executive officer CHRO of the Company, or in case of the occurrence of any of the events set forth in an Allocation Agreement separately executed between the Eligible Individual and the Company with regard to the aforementioned resignation or retirement, the Company will automatically acquire without consideration the number of the Allocated Shares held by the Eligible Individual at such time (hereinafter referred to as the "Number of Shares") after deduction of the number calculated as follows: Dividing the number of the Allocated Shares held by the Eligible Individual at the

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time of resignation or retirement by the number of months from April 2025 to the month in which the date of resignation or retirement or the date of the occurrence of such event exists which is divided by 36 (if the result is greater than 1, it shall be deemed as 1), and then multiplying the result by the Number of Shares (if the result of this calculation has any fraction less than 1 share, such fraction will be rounded down).

In addition, if there are any Allocated Shares at the time of expiration of the Restricted Period of Transfer (hereinafter referred to as the "Expiration of the Period") for which the restriction on transfer is not released pursuant to the provision of causes for release specified in the following (3) Release of restrictions on transfer, the Company will automatically acquire such Allocated Shares without considerations immediately after the Expiration of the Period.

(3) Release of restrictions on transfer

The Company will release the restrictions on transfer upon the Expiration of the Period with regard to all Allocated Shares held by the Eligible Individuals at that time, on the condition that an Eligible Individual who is a management-level employee of the Company or a management-level employee of its subsidiary has been in either position as an employee of the Company or its subsidiary throughout the Restricted Period of Transfer, and that an Eligible Individual who is a director or a auditor of a subsidiary has been in either position as an employee of the Company or a director, an auditor or an employee of a subsidiary throughout the Restricted Period of Transfer. In case where there are grounds deemed reasonable by the executive officer CHRO of the Company, or in case of the occurrence of any of the events set forth in an Allocation Agreement separately executed between the Eligible Individual and the Company with regard to the aforementioned resignation or retirement, the Company will release the restrictions on transfer immediately after such resignation or retirement or immediately after the occurrence of such event with regard to all the number of Allocated Shares after acquisition without consideration as specified in (2) above.

(4) Provision regarding management of shares

Eligible Individuals shall complete the procedure to open an account at SMBC Nikko Securities Inc. to register or record the Allocated Shares in such manner as designated by the Company and shall store and maintain the Allocated Shares in such account during a period until the restrictions on transfer is released.

(5) Treatment in case of organization restructuring

In case where a proposal of a merger contract with the Company as defunct company, a share swap agreement with the Company becoming a wholly owned subsidiary, or a share transfer plan or any other organizational restructure is approved in a meeting of shareholders of the Company (or by a meeting of the Board of Directors of the Company if such organization restructure, etc. does not need to be approved at a meeting of shareholders), the Company will, upon decision by its executive officer CHRO, release the restrictions on transfer immediately prior to the business day before the effective date of such organization restructure, etc. with regard to the number of Allocated Shares that is calculated by dividing the number of months from April 1, 2025 to the month in which the date of such approval exists by 36 and then multiplying the result by the Number of Shares held by the Eligible Individual as of the date of such approval (if the result of this calculation has any fraction less than 1 share, such fraction will be rounded down).

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In that case, the Company will automatically acquire all the number of Allocated Shares without consideration on the business day before the effective date of such organization restructure, etc. for which the restriction on transfer is not released on the same day pursuant to the aforementioned provision.

4. Calculation basis of payment amounts and relevant details

Disposal price in the Disposal of Treasury Shares shall be JPY 268, rounded up from JPY 267.9, which is the closing price of ordinary share of the Company at Tokyo Stock Exchange on the business day (May 12, 2025) before the date of resolution in the Board of Directors meeting to exclude any arbitrariness. This is the market price immediately before the date of resolution in the Board of Directors meeting, which we believe is reasonable and is not deemed an advantageous price.

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