



March 12, 2019

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 Results of the Tender Offer for Treasury Shares

At the Board of Directors' Meeting held on February 8, 2019, based on the provision of Article 156, Paragraph 1 of the Companies Act (Act No. 86, 2005, including subsequent revisions. Hereinafter referred to as the "Companies Act") as applied mutatis mutandis pursuant to the provision of Article 165, Paragraph 3 of the Companies Act and the Articles of Incorporation of the Company, Fullcast Holdings Co., Ltd. decided to acquire treasury shares and to conduct a tender offer of treasury shares (hereinafter referred to as "the Tender Offer") as a specific method of acquiring treasury shares. The Tender Offer was initiated on February 12, 2019 and ended on March 11, 2019. Details are as follows. Furthermore, the acquisition (by market purchase) of treasury shares after the end of the Tender Offer will be carried out as stipulated in the Company's February 8, 2019 release entitled "Announcement Regarding the Decision on Matters Related to the Acquisition of Treasury Shares and Tender Offer for Treasury Shares."

I. Outline of the Tender Offer, etc.

(1) Name and address of Tender Offeror

Fullcast Holdings Co., Ltd., 8-9-5 Nishi-Gotanda, Shinagawa-ku, Tokyo

(2) Type of listed shares under the Tender Offer

Common stock

(3) Period of the Tender Offer

1) Period of the Tender Offer ("Tender Offer Period")

Tuesday, February 12, 2019 to Monday, March 11, 2019 (20 business days)

2) Publication date for commencing the Tender Offer

Tuesday, February 12, 2019

(4) The Tender Offer Price

1,767 yen per share of common stock

(5) Settlement method

1) Name and address of the head office of financial instruments business operator/bank that will conduct settlement of the Tender Offer

Mizuho Securities Co., Ltd. 1-5-1 Otemachi, Chiyoda-ku, Tokyo

2) Commencement date of settlement

Wednesday, April 3, 2019

3) Settlement method

When the Tender Offer Period ends, a written notice for purchase through the Tender Offer will be sent by mail without delay to the address of the shareholders who tendered in the Tender Offer (hereinafter, referred to as “Tendering Shareholders”) (standing proxies in the case of shareholders resident overseas (including corporate shareholders. Hereinafter, referred to as “Non-Japanese Shareholders.”)). The purchase will be made in cash. The amount after deducting the applicable withholding tax (Note) relating to dividends from the purchase amount will be remitted to the place designated by Tendering Shareholders (standing proxies in the case of Non-Japanese Shareholders) without delay after the commencement date of settlement by the TOB agent or paid into the accounts of Tendering Shareholders registered for the application at the TOB agent.

(Note) Taxation on shares purchased through Tender Offer

(*) Shareholders should make their own decisions after consulting a certified tax accountant or other professional with regard to any specific questions and concerns on tax matters.

(a) For individual shareholders

If the proceeds received through the application for the Tender Offer exceed the amount corresponding to the attributable shares for the purchase out of the amounts of stated capital, etc. (the amounts of consolidated individual stated capital, etc. in the case of a consolidated corporation) of the corporation issuing shares, the Tender Offer, the excess part (hereinafter, referred to as “Deemed Dividend”) will be treated as income pertaining to dividend income. In addition, the amount after deducting the Deemed Dividend from the proceeds received through the Tender Offer will be treated as income arising from the transfer of shares.

In the cases there is no Deemed Dividend, all proceeds through the Tender Offer will be treated as income arising from the transfer of shares.

As a general rule, the 20.315% withholding tax will be imposed on Deemed Dividend (The tax rate of 20.315% comprises the income tax plus and the special income tax for reconstruction (in accordance with the Act on Special Measures for Securing the Financial Resources Necessary to Implement Measures for Reconstruction following the Great Eastern Japan Earthquake, Act No. 117 of 2011 (hereinafter, referred to as the “Special Income Tax for Reconstruction”)) of 15.315% and the 5% local inhabitant tax.) (Local inhabitant tax will not be imposed on non-residents). Provided, however, that the if the individual shareholder corresponds to a large shareholder specified in Article 4-6-2, Paragraph 12 of the Order for Enforcement of the Act on Special Measures Concerning Taxation, the amount equivalent to 20.42% (income tax and special income tax for reconstruction only) will be withheld. In addition, as a general rule, the amount after deducting the acquisition cost of shares from income deemed as arising from the transfer of shares is subject to separate self-assessment taxation (Non-residents who do not own permanent establishments in Japan are not subject to taxation as a general rule.). When applying for the Tender Offer with the shares in the tax-free accounts set out in Article 37-14 (tax exemptions on income from transfers of small amounts of publicly-traded shares in tax-free accounts) in the Act on Special Measures Concerning Taxation, if such tax-free accounts are accounts at Mizuho Securities Co., Ltd., which is a financial instrument business operator, as a general rule, tax will be exempted on income from the transfer of shares in the Tender Offer. In the case that such tax-free accounts are accounts at financial instruments business operators other than Mizuho Securities Co., Ltd., the treatment may differ from the above.

(b) For corporate shareholders

As a general rule, the amount obtained by multiplying the amount of the dividend by 15.315% (income tax and special income tax for reconstruction) will be withheld for the amount of Deemed Dividend. In addition, the proceeds received through the Tender Offer excluding the Deemed Dividend will be regarded as the amount of compensation relating to the transfer of securities.

2. Results of the Tender Offer

(1) Number of shares under the Tender Offer

Because the total number of tendered share certificates in response to in this Tender Offer (“Tendered Share Certificates”) did not exceed the number of share certificates planned for purchase (440,000 shares), the Company will purchase all of the Tendered Share Certificates. .

Type of share certificates	Number of share certificates planned for purchase	Number of planned excess amount of shares	Number of subscriptions	Number of tenders
Common stock	440,000 shares	- shares	400,000 shares	400,000 shares

(2) Calculation in the case tendering on a pro rata method

There are no relevant matters.

3. Place where a copy of the Tender Offer Report is available for public inspection

Fullcast Holdings Co., Ltd.: 8-9-5 Nishi-Gotanda, Shinagawa-ku, Tokyo
Tokyo Stock Exchange, Inc.: 2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo

(Reference)

Details of the resolution of the Board of Directors at the February 8, 2019 on the acquisition of treasury shares

(1) Types of shares to be acquired:

Common stock

(2) Total number of shares that can be acquired:

450,000 shares (maximum limit) (1.17% of total number of shares issued (excluding treasury shares))
(rounded to three decimal places)

(3) Total acquisition cost:

827 million yen (maximum limit)

(4) Acquisition period:

February 12, 2019-April 26, 2019