TRANSLATION for Reference Purposes Only, Japanese Version Preferred

14 May 2025

Company name: JAC Recruitment Co., Ltd.
Stock exchange listing: Tokyo Stock Exchange
Code number: 2124
Representative: Hiromi Tazaki, Co-Founder, Executive Director, Chairman & CEO
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Disposal of Treasury Stock as Employees' Incentive Plan

On 14 May 2025, our Board of Directors (the "Board of Directors") resolved to dispose of treasury stock (the "Disposal of Treasury Stock" or "Disposal") as follows.

1. Outline of this disposal

(1)	Disposal date	4 Jun. 2025
(2)	Type and number of shares to be disposed of	Our common stock 300,000shares
(3)	Disposal price	828yen per share However, if the highest closing price of our common shares on TSE on the business day immediately prior to May 17 to 22 May 2025 (hereinafter referred to as the "Conditional Date") exceeds 828yen, the disposal price shall be the same as the highest amount of the closing price on the business day prior to the Conditional Date. (NOTE)
(4)	Total amount disposed of	248,400,000yen (But this is the estimated amount as of today, and the total amount disposed of will be same as the disposal price in (3) is multiplied by the number of shares disposed in (2))
(5)	Destination for disposal	The Master Trust Bank of Japan, Ltd. (Stock-granted ESOP trust account)
(6)	Others	We have submitted a securities registration statement under the Financial Instruments and Exchange Act for the Disposal of Treasury Stock.

(NOTE) Method for determining the disposal of treasury stock

(Purpose of establishing a conditional date)

On 14 May 2025, the resolution date for the Disposal, we also have disclosed our consolidated financial results for the three months ended March 31, 2025. For this reason, on 22 May 2025, we take the highest closing price of our common stock on TSE on 13 May 2025 and the closing price on the business day before the conditional date as the disposal price, with the aim of incorporating the change in the share price occurred by this financial results disclosure into the disposal price of our treasury stock.

2. Purpose and reason for this disposal

At the meeting of our Board of Directors held on 14 May 2021, our Board of Directors resolved to reintroduce ESOP system for issuing shares through a stock-granted trust (the "Trust") and to dispose of treasury shares through a third-party allotment to the Trust, as an incentive plan aimed at improving the long-term performance of our employees and motivation and morale for rising share prices, as well as enhancing corporate value over the medium to long term.

Although the Trust is scheduled to have a term of trust from 31 May 2021 to 31 May 2027, the number of our employees (the "eligible employees") eligible for share grants in satisfaction of the beneficiary requirements of the Trust has increased more than originally planned, and is expected to increase in the future, in line with our steady expansion in business performance. Accordingly, the number of shares currently remaining in the Trust is expected to be insufficient for the number of shares to be delivered to eligible employees in the future, and we have decided to acquire an additional 0.3 million shares of common stock with an additional contribution of money for the disposal of the Treasury Stock.

(NOTE) For more information regarding the Trust, please refer to the Notice of "Reintroduction of the Stock Delivery Plan by Stock-Granted ESOP Trust", disclosed on 14 May 2021 (only in Japanese).

3. Outline of the Trust
(1) Type: Money trust other than money in specified independent operation (other benefit trust)
(2) Objective: Providing incentives for our employees who meet the beneficiary requirements
(3) Trustor: JAC Recruitment Co., Ltd.
(4) Trustee: Mitsubishi UFJ Trust and Banking Corporation
(Joint Trustee: The Master Trust Bank of Japan, Ltd.)
(5) Beneficiaries: Our employees who meet the beneficiary requirements
(6) Trust administrator: Third party (CPA) who is an expert and has no interest in us
(7) Trust agreement date: 31 May 2021
(8) Trust Period: From 31 May 2021 to 31 May 2027 (plan)
(9) Start Date of Plan: 31 May 2021
(10) Exercising voting rights: Trust administrator shall give instructions to trustee, reflecting the status of the exercise of voting rights by prospective beneficiaries

4. Basis for calculating the amount to be paid and the specific contents thereof
The disposal price is the highest of the closing price of our common stock on TSE on 13 May 2025 (the business day prior to the resolution date of our Board of Directors meeting) and the closing prices on the business day prior to the Conditional Dates. This method of determining the disposal price of treasury stock is a reasonable method in consideration of the profits of existing shareholders. In addition, the disposal price is determined to be the same as the market share price. Therefore, we have determined that the objectivity and rationality of this calculation basis are high.
Regarding this disposal price, our Audit & Supervisory Committee (consisting of 3 directors who are members of the Audit & Supervisory Committee, all of whom are external directors, and independent directors as defined by TSE) has expressed its opinion that it does not fall under particularly favorable disposal price.

End of Notice