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Securities Code : 2168

August 3, 2016

Pasona Group Inc.

Notice of FY2015 Ordinary General Meeting of Shareholders

Dear Shareholders,

You are cordially invited to attend the FY2015 (June 1, 2015 through May 31, 2016) Ordinary General Meeting of Shareholders (the "Meeting") of Pasona Group Inc. ("Pasona" or the "Company"), to be held as follows.

If you are unable to attend the meeting, you can exercise your voting rights by paper ballot by no later than the close of business (5:30 p.m.) on Thursday, August 18, 2016 (Japan Time).

Thank you very much for your cooperation.

1. Date and time 1:00 p.m., Friday, August 19, 2016

2. Place Bellesalle Tokyo Nihonbashi (floor B2), Tokyo Nihonbashi Tower,
2-7-1, Nihonbashi, Chuo-ku, Tokyo

3. Agenda for the Meeting

- Reports**
- 1: Report on the Business Report, the Consolidated Accounting Documents, and Audit Reports of the Accounting Auditor and the Board of Corporate Auditors on the Consolidated Accounting Documents for FY2015
 - 2: Report on the Non-Consolidated Accounting Documents for FY2015

- Resolutions**
- Proposal 1: Election of 15 Members of the Board of Directors
 - Proposal 2: Election of 1 Substitute Audit & Supervisory Board Member

4. Instructions for Exercising Voting Rights

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

Notes

* When attending on the day, please present the enclosed Voting Form to the reception.

* In accordance with the applicable laws and regulations and Article 14 of the Articles of Incorporation of the Company, "Consolidated Statements of Changes in Shareholders' Equity", "Notes to Consolidated Financial Statements", "Non-consolidated Statements of Changes in Shareholders' Equity" and the "Notes to Non-consolidated Financial Statements" are not included in this Notice as they are disclosed online on our website. (<http://www.pasonagroup.co.jp/ir>)

Further, the "Consolidated Statements of Changes in Shareholders' Equity", "Notes to Consolidated Financial Statements", "Non-consolidated Statements of Changes in Shareholders' Equity" and the "Notes to Non-consolidated Financial Statements" which are disclosed on our website are included in such Consolidated Financial Statements and Non-consolidated Financial Statements as the Corporate Auditor and the Accounting Auditor of the Company have audited in preparing an audit report.

* Any amendments to the Reference Documents for the Meeting, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements will be posted on the Company's website. (<http://www.pasonagroup.co.jp/ir>)

Proposal 1 :
Election of 15 Members of the Board of Directors

The term of office of 14 Members of the Board of Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we hereby request that 15 Members of the Board of Directors be elected. In order to further enhance management structure, the number of Directors is increased by one. Of the 15 Director candidates, 3 are candidates for Outside Director.

The candidates for the position are as follows:

Candidate No.	Name		Current position and responsibilities at the Company
1	Yasuyuki Nambu	Reappointment	President & Group CEO
2	Heizo Takenaka	Reappointment	Chairman & Director
3	Junko Fukasawa	Reappointment	Senior Managing Director, General Manager, Human Resources & Planning Headquarters In charge of Social Contribution Department
4	Kinuko Yamamoto	Reappointment	Senior Managing Director, General Manager, New Business Development Headquarters
5	Hiroataka Wakamoto	Reappointment	Senior Managing Director, General Manager, Corporate Planning & Administration Headquarters
6	Yuko Nakase	Reappointment	Managing Director & CFO, General Manager, Finance and Accounting Headquarters
7	Akira Kamitomai	Reappointment	Managing Director, General Manager, Corporate Governance Headquarters
8	Tsukasa Sato	Reappointment	Director, General Manager, International Business Headquarters
9	Kouichi Morimoto	Reappointment	Director
10	Takashi Watanabe	Reappointment	Director
11	Norio Shiraishi	Reappointment	Director
12	Shintaro Nakao	New appointment	—
13	Hajime Hirasawa	Reappointment Outside Independent	Outside Director (Independent Director)
14	Takeshi Goto	Reappointment Outside Independent	Outside Director (Independent Director)
15	Seiichi Kondo	Reappointment Outside Independent	Outside Director (Independent Director)

Reappointment

No. 1	Name	Birth Date	No. of the Company's 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	President & Group CEO, General Manager, Sales and Marketing Headquarters, Pasona Inc.		
Dec. 2007	Representative Director, Pasona Inc. President & Group CEO, Pasona Group Inc. (to present)		
Jun. 2010	Chairman & Director, Benefit One Inc. (to present)		
Aug. 2011	Chairman & Representative Director, Pasona Inc. (to present)		
Jun. 2012	Outside Director, Nippon Columbia Co., Ltd. (to present)		
Reason for Nomination as 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, so he is being asked to continue to serve as Director.			

Reappointment

No. 2	Name	Birth Date	No. of the Company's Shares Owned
	Heizo Takenaka	Mar. 3, 1951	16,600 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Apr. 1995	Professor, Faculty of Policy Management, Keio University		
Apr. 2001	Minister of State for Economic and Fiscal Policy, Minister of State for IT		
Sep. 2002	Minister of State for Economic and Fiscal Policy, Minister of State for Financial Services		
Jul. 2004	Member of the House of Councillors		
Sep. 2004	Minister of State for Economic and Fiscal Policy, Minister of State for Postal Privatization		
Oct. 2005	Minister of for Internal Affairs and Communications, Minister of State for Postal Privatization		
Nov. 2006	Professor, The head of Global Security Research Institute, Keio University		
Dec. 2006	Senior Adviser, Japan Center for Economic Research President, Academy Hills (to present)		
Feb. 2007	Senior Adviser and Member of Advisory Board, Pasona Inc.		
Aug. 2009	Chairman & Director, Pasona Group Inc. (to present)		
Apr. 2010	Research Adviser, Japan Center for Economic Research (to present)		
Jun. 2015	Outside Director, ORIX Corporation (to present)		
Apr. 2016	Professor Emeritus, Keio University (to present) Professor, Faculty of Regional Development Studies, Toyo University (to present)		
Jun. 2016	Outside Director, SBI Holdings, Inc. (to present)		
Reason for Nomination as Director			
He possesses deep knowledge of domestic and international events related to corporate management and economic trends arising out of his extensive experience serving consecutively as Minister of State for Economic and Fiscal Policy, Minister of State for Financial Services and Minister for Internal Affairs and Communications and later as a professor at Keio University and Toyo University. We expect that he will contribute to improvement of corporate value, so he is being asked to continue to serve as Director.			

Reappointment

No. 3	Name	Birth Date	No. of the Company's Shares Owned
	Junko Fukasawa	May 28, 1953	185,100 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.		
Sep. 1981	Joined Temporary Center Inc. (currently Nambu enterprise Inc.)		
Jan. 1990	Director, General Manager, Public Relations Department, Temporary Center Inc.		
Jun. 2000	Senior Managing Executive Officer, General Manager, Human Resources & Planning Headquarters, Pasona Inc.		
Apr. 2003	President & COO, Pasona Heartful Inc. (to present)		
Dec. 2007	Senior Managing Director, responsible for Human Resources Division, Public Relations and Advertising Department, General Manger, Social Contribution Department, Pasona Group Inc.		
Jun. 2015	Senior Managing Director, General Manager, Human Resources & Planning Headquarters, responsible for Social Contribution Department, Pasona Group Inc. (to present)		
Reason for Nomination as Director			
As the person responsible for Human Resources, Public Relations, Advertising and Social Contribution, she possesses a wealth of knowledge and experience. We expect that she will contribute to improvement of corporate value, so she is being asked to continue to serve as Director.			

Reappointment

No. 4	Name	Birth Date	No. of the Company's Shares Owned
	Kinuko Yamamoto	Nov. 5, 1955	125,800 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, Osaka Sales Headquarters, Man Power Center Inc.		
Jun. 2000	Managing Executive Officer, General Manager of Employment Development Department, Pasona Inc.		
Jun. 2005	President & COO, Kansai Employment Creation Organization Inc. (currently Nihon Employment Creation Organization Inc.)		
Dec. 2007	Senior Managing Director, responsible for New Business Development Division, Pasona Group Inc.		
Sep. 2012	President & COO, Pasona Furusato Incubation Inc. (to present)		
Jun. 2015	Senior Managing Director, General Manager, New Business Development Headquarters, Pasona Group Inc. (to present)		
Reason for Nomination as Director			
As the person responsible for new business development, she has worked for many years in the agricultural field and various new businesses with the mission of creating jobs and possesses a wealth of knowledge and experience related to business development. We expect that she will contribute to improvement of corporate value, so she is being asked to continue to serve as Director.			

Reappointment

No. 5	Name	Birth Date	No. of the Company's Shares Owned
	Hiroataka Wakamoto	Nov. 2, 1960	38,300 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 Legal Department, Affiliated Company Department and International Business Department, General Manager, Corporate Planning Department, Pasona Inc.		
Dec. 2007	Managing Director, responsible for CMO Department and International Business Department, General Manager, Corporate Planning Division, Pasona Group Inc.		
Jun. 2010	Director, Benefit One Inc. (to present)		
Jul. 2012	Senior Managing Director, responsible for Corporate Planning Division, Pasona Group Inc.		
Jun. 2015	Senior Managing Director, General Manager, Corporate Planning & Administration Headquarters, Pasona Group Inc. (to present)		
Reason for Nomination as 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 improvement of corporate value, so he is being asked to continue to serve as Director.			

Reappointment

No. 6	Name	Birth Date	No. of the Company's Shares Owned
	Yuko Nakase	Oct. 31, 1969	20,500 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Apr. 1992	Joined Temporary Center Inc. (currently Nambu Enterprise Inc.)		
Aug. 2002	General Manager, Public Relations Division, Pasona Inc.		
Sep. 2005	Executive Officer, General Manager, Investor Relations Department, Pasona Inc.		
Dec. 2007	Executive Officer, General Manager, Investor Relations Department, Pasona Group Inc.		
Sep. 2009	Managing Executive Officer, General Manager, Investor Relations Department, Pasona Group Inc.		
Jun. 2010	Director, Benefit One Inc. (to present)		
Aug. 2010	Managing Director, responsible for Finance and Accounting Division and Investor Relations Department, Pasona Group Inc. Managing Director, General Manager, Finance and Accounting Headquarters, Pasona Inc.		
Aug. 2011	Managing Director & CFO, Pasona Inc. (to present)		
Jun. 2015	Managing Director & CFO, General Manager, Finance and Accounting Headquarters, Pasona Group Inc. (to present)		
Reason for Nomination as Director			
As the person responsible for Finance, Accounting and Investor Relations, she possesses a wealth of knowledge and experience. We expect that she will contribute to improvement of corporate value, so she is being asked to continue to serve as Director.			

Reappointment

No. 7	Name	Birth Date	No. of the Company's Shares Owned
	Akira Kamitomai	Dec. 19, 1959	1,100 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Apr. 1983	Joined The Ministry of Finance		
Jul. 1995	Head, Budget Bureau, The Ministry of Finance		
Jul. 1997	Went on loan to The World Bank		
Jul. 2009	General Manager, Co-ordination Division, Commissioner's Secretariat, National Tax Agency		
Feb. 2010	Executive Officer, responsible for Special missions, Pasona Group Inc.		
Jun. 2010	Director, Benefit One Inc. (to present)		
Aug. 2010	Managing Executive Officer, responsible for Special missions, Pasona Group Inc.		
Aug. 2013	Managing Director, responsible for Public strategy and Special missions, Pasona Group Inc.		
Aug. 2014	Managing Director, responsible for Human Incubation Institute and Special missions, Pasona Group Inc.		
Jun. 2015	Managing Director, General Manager, Corporate Governance Headquarters, Pasona Group Inc. (to present)		
	Outside Director, Kawakin Holdings Co., Ltd. (to present)		
Reason for Nomination as Director			
He possesses deep knowledge of finance and governance arising out of his extensive experience at the Ministry of Finance and international agencies. We expect that he will contribute to improvement of corporate value, so he is being asked to continue to serve as Director.			

Reappointment

No. 8	Name	Birth Date	No. of the Company's Shares Owned
	Tsukasa Sato	May 15, 1970	19,200 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Feb. 2000	Joined Pasona International, Inc. (currently Pasona N A, Inc.)		
Apr. 2004	President & COO, Pasona N A, Inc.		
Dec. 2007	Managing Executive Officer, General Manager, International Business Department, Pasona Group Inc.		
Jun. 2009	Executive Vice President, Pasona Inc.		
Mar. 2010	Executive Vice President COO, Company President of Pasona Company, Pasona Inc.		
Aug. 2011	Director, responsible for International Business Department, Pasona Group Inc. President & COO, Pasona Inc. (to present)		
Jan. 2013	President CEO & COO, Pasona Tquila Inc.		
Mar. 2014	President & COO, Medical Associa Inc. (currently Pasona Medical Inc.) (to present)		
Jun. 2015	Director, General Manager, International Business Headquarters, Pasona Group Inc. (to present)		
Mar. 2016	President & COO, Pasona Cyber Lab Inc. (to present)		
Jun. 2016	Representative Director, Pasona Tquila Inc. (to present)		
Reason for Nomination as Director			
He possesses a wealth of knowledge and experience, having served as President & COO of Pasona Inc., our core HR services company, and helped grow the Group's overseas business. We expect that he will contribute to improvement of corporate value, so he is being asked to continue to serve as Director.			

Reappointment

No. 9	Name	Birth Date	No. of the Company's Shares Owned
	Kouichi Morimoto	Jul. 3, 1965	40,000 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Apr. 1989	Joined Temporary Center Inc. (currently Nambu Enterprise Inc.)		
Mar. 1998	Director, Pasona Tech Inc.		
Oct. 1999	President & COO, Pasona Tech Inc.		
Aug. 2009	Director, Pasona Group Inc.		
Aug. 2010	Director, responsible for IT Planning Division, Pasona Group Inc.		
Mar. 2012	Representative Director, CAPLAN Corporation		
Apr. 2012	President & COO, CAPLAN Corporation (to present) Chairman & Representative Director, Pasona Tech Inc. (to present)		
Jun. 2012	President & COO, Pasona CIO Inc.		
Jun. 2013	Chairman & Representative Director, Pasona Tquila Inc. (to present)		
Sep. 2015	Director, Pasona Group Inc. (to present)		
Reason for Nomination as Director			
He possesses a wealth of knowledge and experience, having helped Pasona Tech, Inc., which offers HR services specific to the field of IT and engineering, grow as Representative Director of the company and currently serves as President & COO of CAPLAN Corporation, the core company in our education and training business. We expect that he will contribute to improvement of corporate value, so he is being asked to continue to serve as Director.			

Reappointment

No. 10	Name	Birth Date	No. of the Company's Shares Owned
	Takashi Watanabe	Dec. 11, 1964	52,200 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Apr. 1989	Joined Temporary Center Inc. (currently Nambu Enterprise Inc.)		
Feb. 2000	President & COO, Personnel Exchange System Organization (currently Pasona Inc.)		
Mar. 2010	Executive Vice President & COO, President of Pasona Career Company, Pasona Inc. (to present)		
Aug. 2010	Director, Pasona Group Inc. (to present)		
Reason for Nomination as Director			
As the person responsible for Placement/Recruiting and Outplacement, he possesses a wealth of knowledge and experience. We expect that he will contribute to improvement of corporate value, so he is being asked to continue to serve as Director.			

Reappointment

No. 11	Name	Birth Date	No. of the Company's Shares Owned
	Norio Shiraishi	Jan. 23, 1967	0 share
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Aug. 1990	Joined Pasona Japan Inc. (currently Randstad K.K.)		
Jun. 1993	Sales Manager, Pasona Japan Inc.		
Mar. 1996	Director, Business Coop Inc. (currently Benefit One Inc.)		
Jun. 2000	President & COO, Benefit One Inc. (to present)		
Aug. 2013	Director, Pasona Group Inc. (to present)		
Reason for Nomination as Director			
He possesses a wealth of knowledge and experience, having launched Benefit One Inc., which provides welfare outsourcing services, and serves as its President & COO since 2000. We expect that he will contribute to improvement of corporate value, so he is being asked to continue to serve as Director.			

New appointment

No. 12	Name	Birth Date	No. of the Company's Shares Owned
	Shintaro Nakao	Sep. 11, 1974	4,200 share
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Apr. 1998	Joined Pasona Inc.		
Feb. 2010	President & COO, Pasona Dotank Inc. (currently Pasona Inc.)		
Sep. 2013	Executive Officer & Director, responsible for solution, Sales & Marketing Headquarters, General Manager, Dotank division, Pasona Inc.		
Aug. 2015	Managing Director, responsible for solution, Sales & Marketing Headquarters, General Manager, Dotank division, Pasona Inc. (to present)		
Reason for Nomination as Director			
<p>He possesses a wealth of knowledge and experience, having been responsible for BPO (Business Process Outsourcing) and other HR solutions departments as Managing Director of Pasona Inc., our core HR services company, and having been involved in several M&As that it initiated. We expect that he will contribute to improvement of corporate value, so he is being asked to continue to serve as Director.</p>			

Reappointment

Outside

Independent

No. 13	Name	Birth Date	No. of the Company's Shares Owned
	Hajime Hirasawa	Mar. 26, 1967	6,700 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Apr. 1990	Joined Nintendo Co., Ltd.		
Oct. 1992	Established Faith, Inc. President & COO (to present)		
Mar. 2003	Representative Director, HASSO, Inc. (to present)		
Aug. 2004	Outside Director, Pasona. Inc		
Dec. 2007	Outside Director, Pasona Group Inc. (to present)		
Apr. 2010	Director and Chairman of the Board, Columbia Music Entertainment, Inc. (currently NIPPON COLUMBIA CO., LTD.)		
Jun. 2010	Chairman, Columbia Music Entertainment, Inc. (to present)		
	Outside Director, Benefit One Inc.		
Sep. 2014	Representative Director, GENESIS, Inc. (to present)		
Important Concurrent Duties			
<p>President & COO, Representative Director, Faith, Inc. Representative Director, HASSO, Inc. Chairman, NIPPON COLUMBIA CO., LTD. Representative Director, GENESIS, Inc.</p>			
Reason for Nomination as Director			
<p>He is recommended for the position of Outside Director as he is expected to contribute to the supervisory function of the Board by making best use of his abundant experiences and insight accumulated through his career with regard to management.</p>			

Reappointment

Outside

Independent

No. 14	Name	Birth Date	No. of the Company's Shares Owned
	Takeshi Goto	Mar. 29, 1941	3,200 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Aug. 1963	Joined IBM Japan, Ltd.		
May 1984	Director, responsible for administration, IBM Japan, Ltd.		
Mar. 1988	Managing Director, responsible for administration, IBM Japan, Ltd.		
Apr. 1993	Senior managing director and General Manager of customer financing Asia pacific, IBM Japan, Ltd.		
Apr. 2001	Vice chairman, IBM Japan, Ltd.		
Apr. 2006	Senior adviser, IBM Japan, Ltd.		
Jun. 2006	Outside Audit & Supervisory Board Member, COMSYS Holdings Corporation		
	Outside Audit & Supervisory Board Member, Nippon COMSYS Corporation		
May 2007	Adviser, IBM Japan, Ltd		
Dec. 2007	Outside Audit & Supervisory Board Member, Pasona Group Inc.		
Jun. 2010	Audit & Supervisory Board Member, Benefit One Inc. (to present)		
Jun. 2012	Outside Director, COMSYS Holdings Corporation		
Aug. 2012	Outside Director, Pasona Group Inc. (to present)		
Important Concurrent Duties			
Audit & Supervisory Board Member, Benefit One Inc.			
Reason for Nomination as Director			
He is recommended for the position of Outside Director as he is expected to contribute to the supervisory function of the Board by making best use of his abundant experiences and insight accumulated through his career with regard to management.			

Reappointment

Outside

Independent

No. 15	Name	Birth Date	No. of the Company's Shares Owned
	Seiichi Kondo	Mar. 24, 1946	500 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties			
Apr. 1972	Joined the Ministry of Foreign Affairs		
Jul. 1988	Director, International Press Division, the Ministry of Foreign Affairs		
Sep. 1999	Deputy Secretary-General, the Organization for Economic Co-operation and Development (OECD)		
Jul. 2003	Director-General, Cultural Affairs Division		
Sep. 2006	Ambassador Extraordinary and Plenipotentiary, Permanent Delegation of Japan to the United Nations Educational, Scientific and Cultural Organization (UNESCO)		
Sep. 2008	Ambassador Extraordinary and Plenipotentiary to the Kingdom of Denmark		
Jul. 2010	Commissioner for Cultural Affairs		
Jul. 2013	Retired from Commissioner for Cultural Affairs		
Jun. 2014	Outside Director, KAGOME CO.,LTD. (to present)		
	Outside Director, JX Holdings, Inc (to present)		
Aug. 2014	Outside Director, Pasona Group Inc. (to present)		
Important Concurrent Duties			
Director, Kondo Institute for Culture & Diplomacy			
Outside Director, KAGOME CO., LTD.			
Outside Director, JX Holdings, Inc			
Reason for Nomination as Director			
He is recommended for the position of Outside Director as he is expected to contribute to the supervisory function of the Board by making best use of his abundant experiences and insight accumulated through his career with regard to public administration and international relations.			

(Notes)

1. There are no conflicts of interest between each candidate and the Company.
2. The Company has entered into a limited liability agreement with Messrs. Heizo Takenaka, Norio Shiraishi, Hajime Hirasawa, Takeshi Goto and Seiichi Kondo to limit the amount of their liability as stipulated in Article 423, Paragraph 1 of the Companies Act. According to the agreement, the maximum liability of each is the higher of 4.8 million yen or the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. Upon approval of their reappointment, the Company will renew the limited liability agreement with them under the same conditions.

(Reference)

Independence Standards and Qualification for Independent Directors

The Company considers that an outside director, an outside auditor or a candidate therefor is independent, if he or she satisfies the following independence criteria set forth by the Company:

- No relative within a second degree of kinship is or has been an executive director of the Company or any of its subsidiaries.
- No business transaction that they have been involved in has never exceeded two percent of the Company's consolidated net sales in a three-business year period (where he/she is currently an executive officer or employee of a firm with which the Pasona Group has a business relationship).
- He or she never received compensation exceeding 10 million yen directly from the Pasona Group in the past three years for services rendered as a legal, accounting, or taxation professional or consultant (except for payments in the form of compensation for services rendered as the Company's outside director or outside auditor or for fees paid to the organization or firm that the outside director or outside auditor is affiliated with).
- He/she is not an executive officer of an organization that has received donations from the Pasona Group in excess of 10 million yen annually over the past three business years.

Proposal 2 :
Election of 1 Substitute Audit & Supervisory Board Member

In order to be prepared in the event that the Company lacks the number of Audit & Supervisory Board Members and it becomes less than that required by laws and regulations, we hereby request that 1 Substitute Audit & Supervisory Board Member be elected.

This resolution may be cancelled up until the time the elected Substitute Audit & Supervisory Board Member assumes office, by a resolution of the Board of Directors, subject to the approval of the Audit & Supervisory Board.

The Audit & Supervisory Board has consented to the proposal of this resolution. The candidate for a Substitute Audit & Supervisory Board Member is as follows:

Name	Birth Date	No. of the Company's Shares Owned
Kazufumi Nomura	Mar. 15, 1955	44,900 shares
Position, Main Areas of Responsibility, Brief Career Summary and Important Concurrent Duties		
Apr. 1977	Joined Manpower center Inc. (currently Nambu Enterprise Inc.)	
Nov. 1982	General Manager, Otemachi Branch, Manpower center Inc.	
Jan. 1985	General manager, Tokyo sales department, Manpower center Inc.	
Apr. 1985	Director, Manpower center Inc.	
Sep. 1999	Managing Director, General Manager of East Japan Sales & Marketing Division, Manpower center Inc.	
Jun. 2000	Managing Executive officer, General Manager of Kanto Sales & Marketing Division, Pasona Inc.	
Jun. 2001	President & COO, NS Personnel Service Co., Ltd. (currently Pasona Inc.)	
Apr. 2010	Chairman & Representative Director, NS Personnel Service Co., Ltd.	
May 2013	Senior Adviser, Pasona Inc.	
Aug. 2013	Audit & Supervisory Board Member, Pasona Inc. (to present)	

(Note) There is no conflict of interest between Mr. Kazufumi Nomura and the Company.