



May 18, 2026

Company Name: PERSOL HOLDINGS CO., LTD.
Representative: Takao Wada
Representative Director, President and CEO
(Security code:2181; TSE Prime Market)
Inquiries: Tetsuo Kemmochi
Executive Manager, Group Finance Division
Tetsuo Kemmochi

Notification of Continuation of the Share Delivery Scheme for PERSOL Group Senior Executives, etc.

PERSOL Holdings Co., Ltd. (the “Company”) has implemented a share delivery scheme using a trust since FY2017 as a new incentive plan for directors of the Company’s group subsidiaries and senior executives of the Company and its group subsidiaries (hereinafter collectively referred to as the “Scheme”; persons eligible for the Scheme are hereinafter collectively referred to as the “Group Senior Executives, etc.”). The Company hereby announces that it has decided to continue the Scheme, as described below.

Please refer to the Company’s timely disclosure titled “Notification of Continuation and Partial Revision of the Share-Based Compensation Scheme for Directors, etc.” dated today for details of the share-based compensation scheme for the Company’s directors and executive officers.

1. Continuation of the Scheme

- (1) The Company resolved in FY2017 to introduce the Scheme with the aim of providing incentives to the Group Senior Executives, etc. to enhance the medium- to long-term business performance and corporate value of PERSOL Group.

The Company believes that the Scheme continues to be effective as an incentive to enhance the medium- to long-term business performance and corporate value of the Company’s group, and has resolved at the meeting of the board of directors held today to continue the Scheme for a new three-fiscal-year period ending on March 31, 2029.

- (2) The Scheme, which is primarily for directors of the Company’s group subsidiaries, adopts a structure referred to as the Board Incentive Plan (BIP) trust (hereinafter referred to as the “BIP Trust”), and the Scheme for senior executives of the Company and its group subsidiaries adopts a structure referred to as the Employee Stock Ownership Plan (ESOP) trust (hereinafter referred to as the “ESOP Trust”).

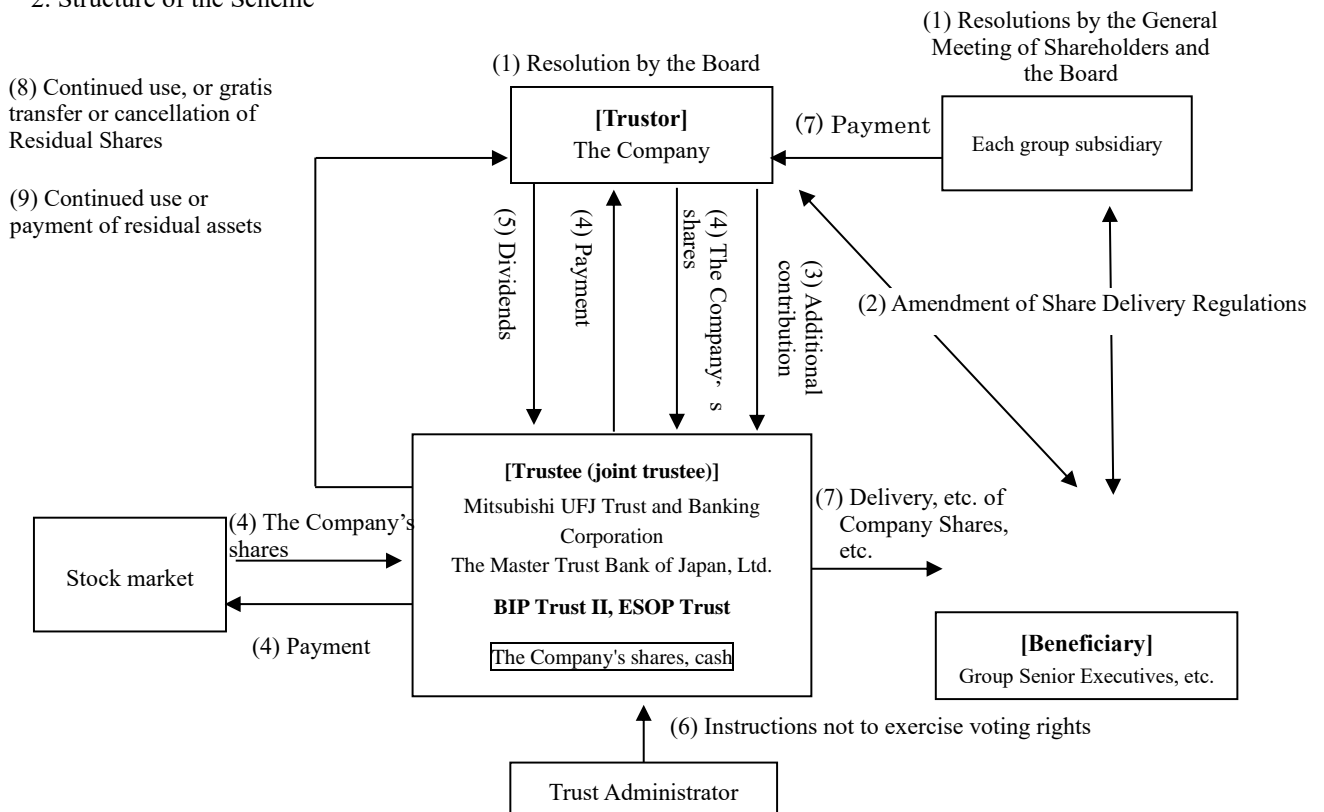
Under the Scheme, the Company’s shares and cash in an amount equivalent to the proceeds from the sale of the Company’s shares (hereinafter referred to as the “Company Shares, etc.”) are, in principle, delivered and paid (hereinafter referred to as “Delivery, etc.”) to the Group Senior Executives, etc. after their resignation or retirement.

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

In addition, the Company has separately resolved today to continue a share-based compensation scheme for the Company’s directors (excluding directors who are Audit and Supervisory Committee Members and outside directors), executive officers of the Company, outside directors who are not Audit and Supervisory Committee Members, and directors who are Audit and Supervisory Committee Members. This scheme also adopts the BIP Trust structure, and is managed separately as BIP Trust I, while the Scheme for directors of the Company’s group subsidiaries is managed separately as BIP Trust II.

(3) Continuation of the Scheme for directors and senior executives of the Company’s group subsidiaries is subject to approval by the respective boards and other relevant bodies of the group subsidiaries. In addition, the Company may establish each year a BIP Trust II and an ESOP Trust covering a three-fiscal-year period.

2. Structure of the Scheme



- (1) Each group subsidiary obtains approval at its respective board or other relevant body for the continuation of the Scheme (BIP Trust II) for directors. The Company and each group subsidiary obtain approval at their respective boards for the continuation of the Scheme for senior executives (ESOP Trust). Hereinafter, the BIP Trust II and ESOP Trust are collectively referred to as the “Trusts.”
- (2) The Company and each group subsidiary revise their respective share delivery regulations, as necessary, at their respective boards in connection with the continuation of the Scheme.
- (3) The Company makes additional contributions to the Trusts.
- (4) The Trusts shall, in accordance with the instructions of the trust administrator, acquire the Company’s shares from the stock market or the Company (through the issuance of new shares or the disposal of treasury shares) (the number of shares to be acquired by the Trusts shall, in the case of BIP Trust II, be within the scope of the resolution of the shareholders’ meeting for its introduction and within the scope of the resolution referred to in (1), and, in the case of the ESOP Trust, be within the scope of the resolution of the board for its introduction and within the scope of the resolution referred to in (1)).

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

- (5) Dividends shall be paid on the Company's shares held in the Trusts in the same manner as those on the Company's other shares.
- (6) No voting rights shall be exercised with respect to the Company's shares held in the Trusts throughout the trust period.
- (7) During the trust period of the Trusts, a certain number of points are awarded to the Group Senior Executives, etc. in accordance with the share delivery regulations of each company. When the Group Senior Executives, etc. satisfy certain beneficiary requirements, the Company's shares corresponding to a certain proportion of such points are delivered, and the Company's shares corresponding to the remaining points are sold within the Trust in accordance with the provisions of the trust agreement, with cash in an amount equivalent to the proceeds from such sale being paid. Each group subsidiary settles with the Company in cash an amount equivalent to the Company Shares, etc. in respect of which Delivery, etc. has been made to the Group Senior Executives, etc.
- (8) If there are residual shares remaining upon the expiry of the trust period, the Trusts may continue to be used for the Scheme or a similar share delivery scheme by amending the trust agreements and making additional contributions to the Trusts pursuant to a resolution of the board or other relevant body. In the event that the Trust is terminated without being continued, as a measure to enhance shareholder returns, the Trust shall transfer such Residual Shares to the Company without consideration, and the Company shall cancel such shares by resolution of the board.
- (9) Any residual dividends on the Company's shares held in the Trusts arising upon the expiry of the trust period will be used as funds for the acquisition of shares if the Trusts are continued. However, if the Trusts are terminated upon the expiry of the trust period, any amount exceeding the reserve for trust expenses is expected to be donated to an organizations that have no interest in the Company, each group subsidiary, or the Group Senior Executives, etc.

[(Reference) Details of BIP Trust II and ESOP Trust Agreements]

	BIP Trust II	ESOP Trust
(1) Eligible Persons	Directors of group subsidiaries	Executive employees of the Company and its group subsidiaries
(2) Type of Trust	Money trust (third-party benefit trust) other than specified individually operated trust	
(3) Purpose of Trust	Providing incentives to the eligible persons	
(4) Trustor	PERSOL HOLDINGS CO., LTD.	
(5) Trustee	Mitsubishi UFJ Trust and Banking Corporation (Joint trustee: The Master Trust Bank of Japan, Ltd.)	
(6) Beneficiary	Eligible persons that satisfy the beneficiary requirements	
(7) Trust Administrator	A third party with no vested interests in the Company (certified public accountant)	
(8) Date of Trust Agreement	August 14, 2017 (Amendment agreement to extend the trust period is scheduled to be executed in August 2026)	
(9) Trust Period	August 14, 2017 to August 31, 2023 (scheduled to be extended to August 31, 2029 pursuant to the above amendment agreement)	
(10) Exercise of Voting Rights	No	
(11) Type of Shares to be Acquired	Common stock of the Company	
(12) Trust amount	TBD	
(13) Timing of Acquisition of Shares	TBD	
(14) Method of Acquisition of Shares	Acquisition from the stock market or the Company (through the issuance of new shares or the disposal of treasury shares)	
(15) Vesting Party	The Company	
(16) Residual Assets	Residual assets that the Company, as the vesting party, may receive shall be within the scope of the trust expense reserve, calculated by deducting the share purchase funds from the trust money.	

(Note) The timing currently scheduled above may be changed as appropriate in accordance with applicable laws and regulations.

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.