

Recruit Holdings Announces Execution of the Equity Compensation Plan for Key Management Personnel of the Company and Directors of the Board and Key Management Personnel of its Subsidiaries

TOKYO, JAPAN (May 15, 2026) - Recruit Holdings Co., Ltd. (TSE 6098) (the “Company”) announced, following a resolution by the Board of Directors meeting held today, its plan to purchase the Company’s shares in May 2026 for the purpose of operating the equity compensation plan (the “Plan”), based on prior approvals by the relevant decision-making bodies of the Company and its subsidiaries (the “Eligible Companies”), as outlined below. The Plan covers Key Management Personnel (excluding Directors of the Board; this exclusion applies to the entirety of the proposal) of the Company and Directors of the Board and Key Management Personnel of the Company’s subsidiaries.

Purpose of the Plan

The Eligible Companies have implemented the Plan, as a long-term incentive plan for Directors of the Board (excluding Independent Directors; this exclusion applies to the entirety of the proposal) and Key Management Personnel. By establishing a strong connection between their compensation and shareholder value, the Company believes this Plan increases awareness of the long-term contributions they make to the Company’s enterprise value.

Details of the Plan

The Plan is an equity compensation plan that the Company implemented for its Directors of the Board and Key Management Personnel in 2016, and subsequently for Directors of the Board and Key Management Personnel of its subsidiaries.

The Plan adopts the structure of a Board Incentive Plan Trust (the “BIP Trust”). The BIP Trust is an equity compensation plan in which the Company’s shares are acquired through a trust using the capital contribution by the Eligible Companies as compensation for Directors of the Board and Key Management Personnel. They receive the payout in the form of a vesting or payment of the Company’s shares and the monetary equivalent value of such shares at the time of retirement in principle, based on their rank and the level of attainment of performance targets.

For the Eligible Companies of the Plan for the current fiscal year, the execution of the Plan was approved by the appropriate decision-making bodies.

The Eligible Companies intend to continue operating the Plan in future years by establishing new trusts annually, or by amending the existing trusts after the expiry of the trust period and making additional contributions to such existing trusts.

Outline of the trust agreement

The details regarding the execution of the Trust for the Key Management Personnel of the Company and Directors of the Board and Key Management Personnel of its Subsidiaries are as follows.

		BIP(I) (the Company)	BIP(II) (subsidiaries)
1)	Type of trust	Monetary trust other than a specified solely-administered monetary trust (third-party benefit trust)	
2)	Purpose of trust	Providing incentive to the following eligible persons	
3)	Eligible persons	The Directors of the Board and Key Management Personnel of the Company ¹	The Directors of the Board and Key Management Personnel of the Company's subsidiaries
4)	Entruster	The Company	
5)	Trustee	Mitsubishi UFJ Trust and Banking Corporation (Planned) (Joint Trustee: The Master Trust Bank of Japan, Ltd.)	
6)	Beneficiary	The Directors of the Board and Key Management Personnel who meet the beneficiary requirements ¹	The Directors of the Board and Key Management Personnel who meet the beneficiary requirements
7)	Trust administrator	A third party with no interest in the Company	
8)	Date of trust agreement	May 15, 2017 (Scheduled to change on May 18, 2026)	May 28, 2020 (Scheduled to change on May 18, 2026)
9)	Trust term	May 15, 2017 to August 31, 2029 (planned)	May 28, 2020 to August 31, 2029 (planned)
10)	Exercise of voting rights	Voting rights will not be exercised.	
11)	Class of shares to be acquired	The Company's common stock	
12)	Amount of trust	0.5 billion yen (planned, excluding the amount for the Directors of the Board of the Company)	1.6 billion yen (planned)
		(each including trust fees and trust expenses)	
13)	Timing for acquiring shares	May 20, 2026 (planned) to June 9, 2026 (planned)	
14)	Method of share acquisition	Acquisition from the stock market	
15)	Rights holder	The Company	
16)	Residual assets	The Company, as the rights holder, may receive residual assets within the scope of reserve for trust expenses after deducting share acquisition funds from trust money.	

¹ While the Directors of the Board (excluding Independent Directors) of the Company were included among the Eligible Persons and the Beneficiary of the Plan executed in the past using the Trust, the execution of the Plan scheduled for this May will exclude the Directors of the Board of the Company and will only cover Key Management Personnel of the Company. For details regarding the execution of the Plan for the Directors of the Board of the Company, please refer to the timely disclosure dated May 15, 2026, titled "Recruit Holdings Announces Partial Revision of its Equity Compensation Plan for Directors of the Board."

² The scheduled dates mentioned above may be changed to appropriate dates in light of applicable laws and regulations.



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