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April 6, 2022

To whom it may concern,

Listed company name:	Pasona Group Inc.
Listing stock exchange:	Tokyo Stock Exchange Prime Market
Securities code number:	2168
Representative:	Yasuyuki Nambu, Group CEO and President
For further information contact:	Yuko Nakase, Senior Managing Executive Officer and CFO
Tel.	+81-3-6734-0200

## **Notice Concerning Finalization of Shares, etc. Sold by Consolidated Subsidiary (Bewith, Inc.)**

This is to inform you of the secondary offering of shares of our consolidated subsidiary Bewith, Inc. (headquartered in Shinjuku-ku, Tokyo; Koichi Morimoto, Representative Director; hereinafter "Bewith"), which was announced on January 21, 2022 and March 2, 2022. Mizuho Securities Co., Ltd. which has been granted the right by the Company to purchase additional shares of common stock of Bewith, Inc. ("Greenshoe Option"), has notified the Company that it will exercise the Greenshoe Option for 557,100 shares, and the number of shares to be sold and other details are fixed as follows.

Details are as follows.

1. Number of shares to be sold: 4,957,100 shares of common stock (557,100 shares to be added this time)
2. (Non-consolidated) Gain on sales of stocks of subsidiaries and affiliates:  
5,491 million yen (of which 617 million yen was additionally generated this time)
3. (Consolidated) Increase in total assets 6,523 million yen (of which 733 million yen was added this time)

As a result, the Company's ownership of voting rights in Bewith is expected to decrease to 57.25%.

Since we will continue to own a majority of Bewith's shares in the consolidated financial statements for the fiscal year ending May 31, 2022, the transaction will be treated as an equity transaction, and there will be no impact on consolidated profit and loss, except for a decrease in net income attributable to owners of the parent company due to the decrease in ownership percentage of Bewith's shares. The impact of this transaction on consolidated profit and loss is negligible.

<Reference>

Outline of the Secondary Offering resolved on January 21, 2022

- (1) Seller Pasona Group Inc.
- (2) Shares to be offered Bewith, Inc.
- (3) Number of shares to be sold 4,400,000 shares

Separately from the above secondary offering, Mizuho Securities Co., Ltd. the lead manager of the said secondary offering, is conducting a secondary offering of 795,000 shares of common stock of Bewith, Inc. borrowed from the Company by way of an over-allotment, taking into account market demand and other conditions, and the Company has agreed to sell up to 795,000 shares to Mizuho Securities Co., Ltd. The Company had granted Mizuho Securities Co., Ltd. an option (Greenshoe option) to purchase additional shares of Bewith's common stock from the Company.

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