



September 2, 2024

To Whom It May Concern:

Company Name: NS Solutions Corporation  
Representative: Kazuhiko Tamaoki  
Representative Director & President  
(Code: 2327, TSE Prime Market)  
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**Notice of Tender of Shares into Share Repurchase Program by Recruit Holdings Co., Ltd. Through Off-Auction Own Share Repurchase Trading System (ToSTNeT-3) and Expected Recording of Extraordinary Income (in the Non-Consolidated Financial Statements)**

NS Solutions Corporation (the “Company”) hereby announces that at a meeting of the Board of Directors held on September 2, 2024, a resolution was passed to tender all shares of Recruit Holdings Co., Ltd. held by the Company into the share repurchase program conducted by Recruit Holdings Co., Ltd. through the Off-Auction Own Share Repurchase Trading System (ToSTNeT-3) (hereinafter referred to as the “Off-Auction Own Share Repurchase”). In the event that the repurchase of all shares tendered is completed, the Company expects to record extraordinary income in its non-consolidated financial statements.

1. Reason for tendering into the Off-Auction Own Share Repurchase

The Company has held cross-shareholdings with the aim of enhancing its corporate value over the medium to long term and reviewed the rationale for these holdings annually. In light of the need for funds to support investments in key human capital, solution development, and the creation of business scale through M&A as outlined in the “NSSOL 2030 Vision” announced on April 26 this year, as well as to provide for business risks such as widespread disasters, the Company has decided to secure the necessary funds by tendering shares into the Off-Auction Own Share Repurchase, thereby aiming for further growth of its business.

2. Number of shares tendered into the Off-Auction Own Share Repurchase

Number of shares held before the tender	8,160,000 shares	(Percentage of the total number of shares issued: 0.53%)
Number of shares tendered	8,160,000 shares	(Percentage of the total number of shares issued: 0.53%)
Number of shares held after the sale	0 shares	

\* The percentages of the “total number of shares issued” above are calculated based on the total number of shares issued by the company as of June 30, 2024, less the number of treasury shares held by the company as of the same date, as reported in the company’s “Consolidated Financial Results for the Three Months Ended June 30, 2024 (Under IFRS)” published on August 8, 2024. The calculations are rounded down to the second decimal place.

3. Schedule of the Off-Auction Own Share Repurchase

Repurchase date: September 3, 2024

4. Price and total amount of shares to be sold in the Off-Auction Own Share Repurchase (upper limit)

Price per common share: 9,108 yen

Total amount of shares to be sold: 74.3 billion yen (upper limit)

#### 5. Impact on business results

If the sale of all shares tendered is completed, an extraordinary income of approximately 72.0 billion yen is expected to be recorded as gain on sale of investment securities in the non-consolidated financial statements for the fiscal year ending March 31, 2025.

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and there is no impact of this event on profit.

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