

2025 年 10 月 23 日

株式会社パソナグループ
取締役会 御中

ナナホシマネジメント（イギリス）

代表 松橋 理



南部靖之氏のパソナ専門職大学院設立準備財団代表理事退任に関して

2025 年 8 月開催の貴社定時株主総会において、一般財団法人パソナ専門職大学院設立準備財団（以下「当該財団」といいます。）の理事でもある山本取締役は、当該財団への寄付金のモニタリング体制に関する質問に対して、「今現在代表理事の南部靖之について退任の準備を進めている。」と当該財団について述べた上で、「取締役会のモニタリングを通しながら健全な形で運営されているかは随時見ていく。」旨の説明を行いました。なお、定時株主総会の時点では、登記上は貴社創業者の南部靖之氏が当該財団の代表理事として記載されておりました。

しかし、実際には定時株主総会の時点で、南部氏は当該財団の代表理事を退任しており、若本会長が同職に就任していたことが、登記情報の更新によって確認されました（下図ご参照）。なお、貴社は当該財団に 6.8 億円もの寄付を行っています。そして、当方は当該財団を含めた関連当事者に対する寄付の妥当性を明らかにするための株主提案を行っています。

したがって、定時株主総会の場において、議長である若本会長は、南部氏が既に当該財団の代表理事を退任し、ご自身が同職に就任していた以上、山本取締役の事実と異なる説明に対して訂正や補足を行うべきでした。その上で、山本取締役は、代表理事の交代が当該財団への寄付金のモニタリング体制にどのような影響を及ぼすのか説明するべきでした。これらを踏まえ、下記の点に関する説明を要望いたします。

8 月 22 日（定時株主総会）

| | | | |
|----------|------------------|-----------------|-----------------|
| 事実 経緯 | 5 月 30 日 | 8 月 8 日 | 10 月 8 日 |
| | ①南部氏が 代表理事を退任 | ②若本会長が 同職に就任 | ①および②が 登記に反映 |

記

1. 登記上の就退任日付と定時株主総会における説明が不整合となった経緯
2. 当該財団のモニタリング体制における代表理事交代の位置付け

以上

23 October 2025
Pasona Group Inc.
Minami-Aoyama 3-1-30 Minato-ku, Tokyo
107-8351, JAPAN

Subject: The Resignation of Mr Yasuyuki Nambu and the Integrity of the Foundation's Governance

Dear Members of the Board:

The recent revelations concerning the resignation of Mr Yasuyuki Nambu as Representative Director of the Pasona Professional Graduate School Establishment Preparation Foundation ("the Foundation") raise serious and immediate questions about transparency, governance, and the veracity of disclosures made at Pasona's August 2025 Annual General Meeting.

At that meeting, Director Mrs Yamamoto – who also serves on the Foundation's board – assured shareholders that "we are currently preparing for the resignation of Representative Director Mr Yasuyuki Nambu", and further claimed that "through the monitoring of the Board of Directors, we will continue to ensure that the Foundation is operated in a sound manner."

Yet these statements were factually inaccurate. As the corporate registry now confirms, Mr Nambu had already resigned as of 30 May 2025, more than two months before the AGM, and Chairman Mr Wakamoto had formally assumed the role of Representative Director on 8 August 2025. Despite presiding over the very meeting in question, Mrs Wakamoto failed to correct or clarify these misrepresentations.

This is not a trivial matter of administrative timing. Pasona has donated approximately ¥680 million to the Foundation – a substantial sum that rightly demands rigorous oversight. When the individuals charged with governance fail to provide accurate and timely information regarding the leadership and monitoring of such a related-party entity, it undermines shareholder trust and raises profound concerns about accountability and control.

Accordingly, we call upon the Board to provide an immediate and comprehensive explanation addressing:

- The circumstances that gave rise to the inconsistency between the official registry dates of resignation and appointment and the explanation given to shareholders at the AGM.
- The implications of the change in Representative Director for the monitoring and governance framework overseeing Pasona's donations to the Foundation.

Shareholders deserve transparency – not ambiguity. The Board must demonstrate that Pasona's oversight mechanisms are not merely formalities but genuine safeguards ensuring that corporate resources are used responsibly and in the best interests of all shareholders.

It is time for Pasona's leadership to uphold the standards of integrity and disclosure that this company's stakeholders expect and deserve.

Sincerely,
Satoru Matsuhashi
Representative at Nanahoshi Management (UK) Ltd.

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