

2026 年 7 月 28 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



株主提案に対する貴社取締役会の反対意見に関して

株主提案に対する貴社取締役会意見について、弊社の見解および要望は下記のとおりです。南部靖之氏の退任が発表された 2025 年 4 月 14 日以降、貴社の総株主利回りは配当込み TOPIX を 82 ポイント下回り、PBR は 0.46 倍にとどまっています。こうした市場評価を踏まえ、貴社においては本議案が提起するガバナンス上の課題に正面から向き合っていたいただきたいと存じます。

記

1. 本議案の趣旨および失効条件を踏まえた評価・説明の欠如

本議案は、創業家株主からの自己株式取得を授権するものであることに加え、創業家株主の影響に伴うガバナンス上の懸念を踏まえ、貴社における代表取締役の選定プロセスの客観性や少数株主保護等について、透明性を高めることを目的とするものです。したがって、貴社が総会後 3 か月以内にこれらを内容とするファミリーガバナンスに関する基本方針（以下「FG 基本方針」といいます。）を策定・開示した場合には、当該授権は失効します。

それにもかかわらず、貴社は、FG 基本方針の必要性および本議案に設けられた失効条件の意義について具体的な見解を示さないまま、創業家株主が株式を譲渡する意向を示していないことを根拠として、本議案を「実質的には全く意味のない議案」と評価しています。

この点、創業家株主の譲渡意向は、授権に基づく取得が実行されるか否かに関わる事情にとどまります。他方、授権が失効するか否かは、貴社が総会後 3 か月以内に FG 基本方針を策定・開示するか否かにかかっています。そのため、当該譲渡意向のみをもって本議案を無意味と断ずる説明は、上述した貴社のファミリーガバナンスにおける透明性を高めるという本議案の趣旨および構造を全く踏まえておらず、十分ではありません。さらに、かかる説明は、本議案が創業家株主からの株式取得のみを目的とするかのような誤解を株主に与えかねないものです。

そもそも、貴社取締役会の反対意見を拝読する限り、貴社は FG 基本方針の必要性および貴社における少数株主保護や透明性確保というガバナンスの適正性ではなく、創業家株主の意向を重視して、本議案を評価したと解さざるを得ません。したがって、貴社取締役会は創業家株主の意向から離れ、本議案の趣旨および構造を踏まえ、改めて評価すべきです。

2. 会社法第 160 条に関する主張の具体的な根拠の欠如

貴社は、本議案について、一部の株主を排除するために自己株式取得のための通知を行うよう強制する手法であり、「会社法第 160 条の趣旨にそぐわない」と評価しています。

しかし、同条の趣旨との不整合を理由に本議案に反対するのであれば、まずはどの点が整合しないのかを本議案の具体的な構造に即して示すべきです。

この点、会社法第 160 条のうち第 4 項は、特定株主からの自己株式取得を行う際に、決議の公正性を図るために特別の利害関係を持つ当該特定株主の議決権を制限する規定です。そのため、本議案は売主かつ創業家株主という貴社における特別の利害関係者の議決権を制限することで公正な決議を図ることができる点から、まさに同条の趣旨に基づく議案です。したがって、貴社取締役会の反対意見は具体的な根拠を欠くものです。

そもそも、貴社取締役会は取締役の責務として当然に株主価値向上を判断基準とし、反対意見を述べる必要があります。したがって、貴社が主張する不整合によりどのような不利益または問題が生じ、株主価値にどのような悪影響を及ぼすと判断したのかを説明していただきたく存じます。

以上を踏まえ、弊社は貴社に対し、反対意見を再検討することを求めます。反対意見を維持するのであれば、少なくとも、上記各事項について具体的な説明を付した取締役会意見を改めて公表することを求めます。

以上

28 July 2026
Pasona Group Inc.
3-1-30 Minami-Aoyama, Minato-ku,
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Re: The Board of Directors' Opinion Opposing the Shareholder Proposal

Dear Members of the Board:

Set out below are our views and requests concerning the Board of Directors' opinion on the shareholder proposal. Since the announcement on 14 April 2025 that Mr Yasuyuki Nambu would step down, the company's total shareholder return has underperformed the dividend-inclusive TOPIX by 82 percentage points, while its P/B ratio remains at 0.46x. In light of this market assessment, we ask the Board to address squarely the governance issues raised by the proposal.

1. Failure to assess and explain the proposal in light of its purpose and lapse condition

The proposal would authorise the company to acquire its own shares from shareholders who are members of the founding family. In addition, in light of governance concerns arising from the founding family's influence, the proposal is intended to enhance transparency regarding matters including the objectivity of the process for selecting the company's Representative Director and the protection of minority shareholders. Under the proposal, the authorisation would lapse if, within three months after the AGM, the company formulates and discloses a basic policy on family governance addressing these matters (the "FG Policy").

Nevertheless, without expressing any specific view on either the need for the FG Policy or the significance of the lapse condition incorporated into the proposal, the Board dismisses the proposal as "entirely meaningless in substance" on the sole ground that the founding-family shareholders have expressed no intention to sell their shares.

Whether the founding-family shareholders intend to sell is relevant only to whether an acquisition pursuant to the authorisation would ultimately take place. By contrast, whether the authorisation lapses depends on whether the company formulates and discloses the FG Policy within three months after the AGM. Accordingly, dismissing the proposal as meaningless solely by reference to the founding family's intentions fails entirely to address the proposal's purpose and structure—namely, to enhance transparency in the company's family governance—and is therefore inadequate. It may also mislead shareholders into believing that the proposal is concerned solely with the acquisition of shares from the founding-family shareholders.

Indeed, based on the Board's opinion, we can only conclude that the Board assessed the proposal by reference to the wishes of the founding-family shareholders, rather than by reference to the need for the FG Policy or to whether the company's governance adequately protects minority shareholders and ensures transparency. The Board should assess the proposal independently of the founding family's wishes and reconsider it in light of its purpose and structure.

2. Lack of concrete grounds for the Board's position under Article 160 of the Companies Act

The Board states that "the approach whereby the proposing shareholder compels the Company to give notice for the acquisition of treasury shares in order to exclude some shareholders is not consistent with the purpose of Article 160 of the Companies Act."

If the Board opposes the proposal on the ground that it is inconsistent with the purpose of Article 160, it should first identify, by reference to the proposal's specific structure, precisely how that inconsistency arises.

Article 160(4) of the Companies Act provides that, where a company acquires its own shares from specified shareholders, those shareholders may not exercise their voting rights at the relevant general meeting, thereby helping to ensure the fairness of the resolution. The proposal follows precisely that structure. By excluding the voting rights of the founding-family shareholders, who would be both the prospective sellers and parties with a special interest in the resolution, the proposal enables the matter to be decided fairly by disinterested shareholders. It is therefore squarely consistent with the purpose of Article 160, and the Board has provided no concrete basis for its contrary conclusion.

More fundamentally, in discharging their responsibilities as directors, the members of the Board must assess the proposal by reference to the enhancement of shareholders' value. We therefore ask the Board to explain what detriment or other problem it believes would arise from the alleged inconsistency, and how it has concluded that this would adversely affect shareholders' value.

In light of the above, we request that the Board reconsider its opposition. If the Board maintains its opposition, we request that it, at a minimum, publish a revised Board opinion setting out specific explanations in relation to each of the points above.

Sincerely,
Satoru Matsushashi
Representative
Nanahoshi Management (UK) Ltd.

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