

October 18th, 2011

## Acquisition of U.S. Staffing Services Provider Staffmark Holdings, Inc .

Recruit Co., Ltd. (headquarters: Chiyoda-ku, Tokyo; President & CEO: Hitoshi Kashiwaki; hereinafter "Recruit") has acquired 100% ownership of Staffmark Holdings, Inc. (hereinafter "Staffmark") in the U.S. (hereinafter "Transaction") through a newly established company, RGF Staffing USA (hereinafter "New Company") on October 17<sup>th</sup> local time. Total transaction value was approximately \$295 million.

### 1. Purpose of establishing the New Company and the share acquisition

Recruit group is engaged in providing staffing services in Japan through Recruit Staffing Co., Ltd. and Staff Service Holdings Co., Ltd. We believe that with our strong expertise in staffing services in Japan, which can be applied to overseas business, we have been successfully operating our US business through The CSI Companies, Inc., a U.S. provider of staffing solutions that we have acquired last year.

Since certain achievements have been accomplished in managing the U.S. subsidiary, we have decided to expand our staffing service operations in the U.S. and acquired all shares of Staffmark Holdings, Inc. that holds more than 300 offices in 30 states.

As we have been successful in Japan, we will provide a wide variety of employment opportunities to help create an affluent society and provide each and every person a vigorous life. We will deliver services to "meet your opportunity" tailored to each person around the world.

### 2. Overview of the New Company

(1)	Company name	RGF Staffing USA, Inc.
(2)	Representative	Hitoshi Motohara
(3)	Address	Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, USA
(4)	Established	September 9th, 2011
(5)	Shareholder(s)	Recruit Co., Ltd. 100%

### 3. Overview of subsidiary to be transferred

(1)	Company name	Staffmark Holdings, Inc.
(2)	Representative	Lesa J. Francis
(3)	Address	435 Elm Street, Cincinnati, OH 45202, USA
(4)	Established	1999
(5)	Capital	US\$13,000
(6)	Employees	1,060
(7)	Fiscal year end	December 31
(8)	Shares outstanding	13,024,772.56 Shares (Including class shares)
(9)	Main business	Staffing services focused on light industrial and clerical services

【Inquiries】

<http://www.rgf-global.com/contact/>

※ Latest business performance

(USD mn)	December 2009	December 2010
Sales	745	1,003
Operating Profit	▲56	25
Net Income	▲38	15
Total Assets	283	294
Net Assets	93	110

#### 4. Sellers of shares

All outstanding shares of Staffmark will be acquired from its leading shareholder Compass Diversified Holdings (holding a 76.2% stake) (hereinafter “Compass”) and other shareholders including management (23.8% stake in total).

#### 5. Changes in shares held as a result of the transaction

Shares held prior to the Transaction: 0 shares (0% ownership) (# of votes: 0 votes)  
 Shares to be acquired: 13,024,772.56 shares (# of votes:105,990,628.6 votes)  
 Shares held post Transaction: 13,024,772.56 shares (100% ownership)  
 (# of votes: 105,990,628.6votes)

#### 6. Overview of Recruit

(1)	Company name	Recruit Co., Ltd.
(2)	Representative	Hitoshi Kashiwaki, President & CEO
(3)	Address	1-9-2, Marunouchi, Chiyoda-ku, Tokyo
(4)	Established	August 26, 1963
(5)	Capital	JPY 3,002,640,000
(6)	Sales	JPY 327,685 million (April 1, 2010 – March 31, 2011)
(7)	Employees	5,905 (as of April 1, 2011)
(8)	Main business	Provider of products and solutions related to human resources, education & learning, housing, bridal & baby, daily living, travel and other areas

## <Appendix>

### ■ Recruit group's international development in the human resources area

Business	Brand	Operation Area	Service Initiation
Career search website	51job	China	2006 (Partnership)
Recruiting / placement	RGF HR Agent	China, Hong Kong, Singapore, India, Vietnam	2007
Executive search	RGF Executive Search	Hong Kong, Singapore, India	2010
Executive search	Bó Lè	Asia	2010 (Partnership)
Recruiting / placement of English / local language-speaking staff	B-Recruit		
Staffing service	CSI	U.S.	2010 (Subsidiary)

### ■ RGF

RGF represents the abbreviation for “Recruit Global Family” and used as the global corporate brand for Recruit.

Recruit will take advantage of the experiences gained in Japan to take root in various regions and countries to build a bridge between people and connecting people with information.

