

For immediate release

Corporate Name: TechnoPro Holdings, Inc.
 Representative: Yasuji Nishio, President, Representative Director & CEO
 (Code: 6028, TSE First Section)
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Announcement Concerning Acquisition of 100% of the Common Shares of TECHNO BRAIN COMPANY., LTD.

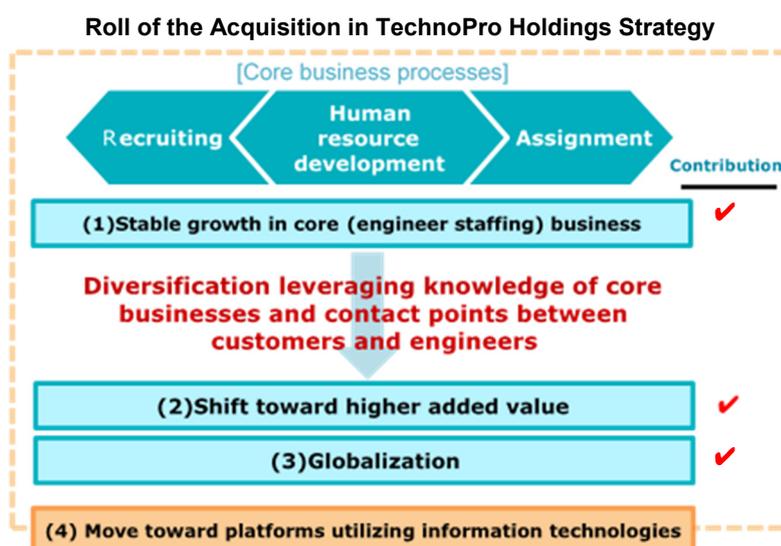
TechnoPro Holdings, Inc. (“TechnoPro”) announced that its Board of Directors has passed a resolution at the meeting held today February 28, 2019 to purchase 100% of the issued common shares of TECHNO BRAIN COMPANY., LTD. and make it a wholly-owned subsidiary as follows.

1. Purpose of the Share Acquisition

As the growth strategy cited in the medium-term management plan published July 31, 2017, TechnoPro is aiming at stable growth in its core business, higher added-value services, and globalization. TECHNO BRAIN is a recruiting firm with strong track records in the areas of placing middle-to-high end engineers and recruitment process outsourcing (RPO). This acquisition will promote the growth of TechnoPro’s engineer staffing business, while broadening its service offerings in addition to engineer staffing, as a technology-focused human resource services group.

TECHNO BRAIN engages in placement services focused on engineers with a robust client base and large number of talented consultants; it searches and places the right candidates to meet high-level needs of clients, using its database with more than 600,000 candidates and its own proprietary search method. In particular, TECHNO BRAIN maintains an after-placement attrition rate of less than 1%, demonstrating the high degree of satisfaction it has earned from clients and engineers. In addition, TECHNO BRAIN has established a strong track record and know-how in the RPO business, to deliver integrated recruitment services for various needs by utilizing a number of recruitment tools.

By joining the TechnoPro Group, TECHNO BRAIN will promote further growth of TechnoPro’s placement services focused on engineers, as well as RPO services. In addition, it will strengthen the recruitment capabilities of TechnoPro’s engineer staffing business, and drive the placement of foreign engineers in Japan and overseas.



2. Overview of the New Wholly-Owned Subsidiary (TECHNO BRAIN COMPANY., LTD.)

- (1) Company Name TECHNO BRAIN COMPANY., LTD.
- (2) Head Office 1-13-12 Higashi Gotanda, Shinagawa-ku, Tokyo-to
- (3) Representative (Name and Title) Kentaro Nose, CEO
- (4) Business Lines Placement services focused on engineers, recruitment process outsourcing, specific health guidance, IT engineer staffing, etc.
- (5) Capital ¥40 million
- (6) Established July 20, 1992
- (7) Major Shareholders and Ownership Ratios Kentaro Nose (66.5%); Takumi Hontaira (33.5%)
- (8) Relationship between TechnoPro Holdings and TECHNO BRAIN There are no capital or personal relationships.
- (9) Business Performance and Financial Condition of TECHNO BRAIN for the Most Recent Three Years

Fiscal Year	September 2016	September 2017	September 2018
Net Assets	¥171 million	¥219 million	¥290 million
Total Assets	¥590 million	¥672 million	¥746 million
Net Assets per Share	¥8,456	¥10,781	¥14,314
Net Sales	¥717 million	¥752 million	¥888 million
Operating Profit	¥88 million	¥65 million	¥71 million
Ordinary Income	¥90 million	¥67 million	¥84 million
Net Income	¥2 million	¥47 million	¥77 million
Net Income per Share	¥123	¥2,336	¥3,813

3. Overview of Sellers

Name	Address
Kentaro Nose	Saitama-shi, Saitama
Takumi Hontaira	Toshima-ku, Tokyo

There are no capital, personal or business relationships to note between TechnoPro Holdings and the above individuals. In addition, these individuals do not fall under related parties of TechnoPro Holdings.

4. Number of Acquired Shares, Acquisition Price, and Ownerships Ratios Before and After Acquisition

- (1) No. of shares owned before transfer 0 shares
(Voting shares: 0 shares)
(Ownership ratio: 0%)
- (2) No. of shares to be acquired 20,320 shares (acquirer: TechnoPro Holdings, Inc.)
(Voting rights: 203)
(Ownership ratio: 100%)
- (3) Acquisition price Acquisition price not disclosed according to non-disclosure agreement executed at the request of the seller.
- (4) No. of shares owned after transfer 20,320 shares
(Voting rights: 203)
(Ownership ratio: 100%)
- (5) Purchase price calculation method After due diligence performed by outside experts (finance, tax, law), enterprise value was assigned according to the EBITDA valuation multiple and other methods calculated using normalized earnings.
Net debt was calculated based on an assessment of non-operating assets, interest-bearing debt, and debt-like items. The acquisition price was determined after careful discussions reflecting the facts presented above.

5. Schedule

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|-------------------------|-------------------|
| (1) Board Resolution | February 28, 2019 |
| (2) Contract Date | February 28, 2019 |
| (3) Share Transfer Date | February 28, 2019 |

6. Future Outlook

TechnoPro Holdings does not expect this share acquisition to have a material impact on its consolidated earnings for the fiscal year ending June 2019. Accordingly, the company has not revised its earnings projections.

(Reference) Consolidated Earnings Guidance (announced on July 31, 2018) and Previous Consolidated Results

(Unit: millions of yen)

	Revenue	Operating profit	Profit before income tax	Net profit attributable to owners of the parent company
FY Ending June 30, 2019 (Guidance)	135,000	13,500	13,500	8,900
FY Ended June 30, 2018	116,529	11,238	11,163	8,498