This document is an unofficial translation and summary of the Notice of the 10th Annual General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities code: 6028
September 9, 2015

To All Shareholders:

Yasuji Nishio
Representative Director, President and CEO
TechnoPro Holdings, Inc.
6-10-1 Roppongi, Minato-ku,
Tokyo, Japan

CONVOCATION NOTICE OF THE 10TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 10th Annual General Meeting of Shareholders (the "Meeting") of TechnoPro Holdings, Inc. (the "Company") to be held as indicated below.

If you are unable to attend the Meeting, you can exercise your voting rights either in writing or via the Internet. Please review the "Reference Documents for General Meeting of Shareholders" described later and exercise your voting rights.

[To vote in writing]

Please indicate your approval or disapproval of the proposals on the enclosed Voting Form and return the Form to the Company by post to reach us by 6:00 p.m. on September 28, 2015 (Monday).

[To vote via the Internet]

Please review the "Instructions on Exercise of Voting Rights via the Internet," access the website for exercising voting rights (http://www.web54.net), and, after entering your "voter code" and "password" printed on the enclosed Voting Form, input your approval or disapproval of the proposals according to the instructions on the screen by 6:00 p.m. on September 28, 2015 (Monday).

Thank you very much for your cooperation.

1. Date and Time: **September 29, 2015 (Tuesday) at 10:00 a.m.**
(Reception for attendees begins at 9:00 a.m.)

2. Place: **Akihabara Convention Hall**
Akihabara Dai Bldg. 2F, 1-18-13 Sotokanda, Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda:

Report matters:

1. The Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 10th Fiscal Year (July 1, 2014 to June 30, 2015)
2. The Non-consolidated Financial Statements for the 10th Fiscal Year (July 1, 2014 to June 30, 2015)

Resolution matters:

First proposal: Appropriation of Surplus
Second proposal: Partial Amendments to the Articles of Incorporation
Third proposal: Election of Seven (7) Directors
Fourth proposal: Election of Two (2) Audit & Supervisory Board Members
Fifth proposal: Introduction of Equity Remuneration Type Share Options to Directors and Determination of Details Thereof

4. Instructions for Exercising Voting Rights: Please refer to the "Instructions on Exercise of Voting Rights" (Japanese only).

⊙ When attending on the day, please present the enclosed Voting Form to the reception. We also ask that you bring this Convocation Notice of the Annual General Meeting of Shareholders for reference during the Meeting.

⊙ Of the documents provided by the Convocation Notice of the Annual General Meeting of Shareholders, two (2) documents: "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements that are made available on the Company's website under laws and regulations and Article 14 of the Company's Articles of Incorporation; are not available in this Convocation Notice. Consequently, the documents attached to this Convocation Notice consist of part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing their audit reports.

⊙ Any amendments to the Reference Documents for General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements will be posted on the Company's website.

⊙ To ensure that information is furnished in a timely manner, the content of this Convocation Notice was disclosed on the Company's website before it was sent out.

⊙ On the day, the officers of the Company and staff arranging the Meeting will wear light clothing (cooler business attire with no neckties) as part of the Company's efforts to conserve energy to help prevent global warming. We ask that you also attend the Meeting dressed in light clothing.

Company's website (http://www.technoproholdings.com/en/)

<To Institutional Investors>

You may use the Electronic Platform to Exercise Voting Rights operated by ICJ, Inc. as an electronic method for the exercise of voting rights for the Meeting.

Reference Documents for General Meeting of Shareholders

First proposal: Appropriation of Surplus

The Company's basic policy regarding profit allocation is to support demand for funds that facilitate growth and ensure financial soundness through internal reserves in an aim to improve corporate and shareholder value while directly returning a portion of profits to shareholders through dividends with the consolidated dividend payout ratio serving as concrete benchmark. In terms of dividend levels, the Company's basic policy is to pay a consistent dividend twice a year (interim dividends and year-end dividends), based on a medium- to long-term consolidated dividend payout ratio of 50%.

For the fiscal year under review, although interim dividends were not paid because the date for such dividends was immediately following the date of listing on the first section of the Tokyo Stock Exchange, the Company proposes year-end dividends of 100.88 yen per share as set forth below (annual dividends of 100.88 yen per share), thereby applying the consolidated dividend payout ratio of 50% to the net earnings attributable to the owners of the parent company of 6,874 million yen for the fiscal year under review.

Type of dividends

Cash

Allotment of property for dividends and total amount thereof

Per share of ordinary shares of the Company: **100.88 yen**

Total dividends: **3,437,377,252 yen**

Effective date of dividends from surplus

September 30, 2015

Second proposal: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

(1) Amendment of Article 2 (Purposes) of the current Articles of Incorporation is proposed on this occasion in order to clarify business objectives in response to having specified "technical human resource services" as a business domain of the Group in the "Growth 1000" mid-term management plan released in August 2015.

(2) Under the "Act for Partial Revision of the Companies Act" (Act No. 90 of 2014) enacted on May 1, 2015, a company may now enter into a limited liability agreement with directors who are not executive directors, etc. and with audit & supervisory board members who are not outside audit & supervisory board members. Accordingly, partial amendments of Paragraph 2 of Article 28 (Exemption from Liability of Directors) and Paragraph 2 of Article 39 (Exemption from Liability of Audit & Supervisory Board Members) of the current Articles of Incorporation are proposed in order to enable such Directors and Audit & Supervisory Board members to fully perform the duties expected of them.
Each Audit & Supervisory Board Member has given consent for amending Paragraph 2 of Article 28 (Exemption from Liability of Directors) of the current Articles of Incorporation.

(3) Amendment is proposed of fundamental provisions with respect to Paragraph 1 of Article 20 (Substitute Directors) and Paragraph 1 of Article 31 (Substitute Audit & Supervisory Board Members) of the current Articles of Incorporation, in accordance with the "Act for Partial Revision of the Companies Act" (Act No. 90 of 2014) enacted on May 1, 2015.

2. Details

Details of the amendment are as follows:

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendments
Article 2. (Purposes) The purposes of the Company shall be to engage in the following businesses: 1. to 2. (Omitted) 3. Consulting services related to business management, real estate and human resources 4. Advertising and promotion business 5. Any business incidental or relating to any of the preceding paragraphs	Article 2. (Purposes) The purposes of the Company shall be to engage in the following businesses: 1. to 2. (No change) (Deleted) (Deleted) 3. Any business incidental or relating to any of the preceding paragraphs
Article 20. (Substitute Directors) 1. The Company may elect substitute Directors prescribed in Article 329(2) of the Companies Act. 2. to 3. (Omitted)	Article 20. (Substitute Directors) 1. The Company may elect substitute Directors prescribed in Article 329(3) of the Companies Act. 2. to 3. (No change)
Article 28. (Exemption from Liability of Directors) 1. (Omitted) 2. The Company may enter into agreements with Outside Directors to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the liability for damages of such Outside Directors under Article 423(1) of the Companies Act shall be limited; provided, however, that the maximum amount of liability for damages under such agreements shall be either the amount specified in advance which shall not be less than five million (5,000,000) yen, or the amount prescribed by laws and regulations, whichever is higher.	Article 28. (Exemption from Liability of Directors) 1. (No change) 2. The Company may enter into agreements with Directors (excluding those who are Executive Directors, etc.) to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the liability for damages of such Directors under Article 423(1) of the Companies Act shall be limited; provided, however, that the maximum amount of liability for damages under such agreements shall be either the amount specified in advance which shall not be less than five million (5,000,000) yen, or the amount prescribed by laws and regulations, whichever is higher.
Article 31. (Substitute Audit & Supervisory Board Members) 1. The Company may elect substitute Audit & Supervisory Board Members prescribed in Article 329(2) of the Companies Act. 2. to 3. (Omitted)	Article 31. (Substitute Audit & Supervisory Board Members) 1. The Company may elect substitute Audit & Supervisory Board Members prescribed in Article 329(3) of the Companies Act. 2. to 3. (No change)

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendments
Article 39. (Exemption from Liability of Audit & Supervisory Board Members) 1. (Omitted) 2. The Company may enter into agreements with Outside Audit & Supervisory Board Members to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the liability for damages of such Outside Audit & Supervisory Board Members under Article 423(1) of the Companies Act shall be limited; provided, however, that the maximum amount of liability for damages under such agreements shall be either the amount specified in advance which shall not be less than five million (5,000,000) yen, or the amount prescribed by laws and regulations, whichever is higher.	Article 39. (Exemption from Liability of Audit & Supervisory Board Members) 1. (No change) 2. The Company may enter into agreements with Audit & Supervisory Board Members to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the liability for damages of such Audit & Supervisory Board Members under Article 423(1) of the Companies Act shall be limited; provided, however, that the maximum amount of liability for damages under such agreements shall be either the amount specified in advance which shall not be less than five million (5,000,000) yen, or the amount prescribed by laws and regulations, whichever is higher.

Third proposal: Election of Seven (7) Directors

The terms of office will expire for all seven (7) Directors at the conclusion of this Annual General Meeting of Shareholders. Mr. Charles John Abadie will retire. Accordingly, the election of the seven (7) Directors, including one (1) new Outside Director, is proposed on this occasion.

The candidates for Directors are as follows:

Candidate No.	Name	Positions and responsibilities at the Company	
1	Yasuji Nishio	Representative Director, President and CEO	Reappointment
2	Hiroshi Sato	Director (in charge of Management) and CFO	Reappointment
3	Gaku Shimaoka	Director (in charge of Business)	Reappointment
4	Koichiro Asai	Director (in charge of Business)	Reappointment
5	Takeshi Yagi	Director (in charge of HR and General Affairs)	Reappointment
6	Tsunehiro Watabe	Director and Chief Advisor	Reappointment/Outside/ Independent
7	Kazuhiko Yamada		New/Outside/Independent

Candidate No.	Yasuji Nishio	Reappointment
1		Date of birth: December 7, 1951

Career summary, positions and responsibilities at the Company

April 1974	Joined The Long-Term Credit Bank of Japan, Limited (current Shinsei Bank, Limited)
March 2000	Head of Administration Division, ditto
July 2000	Managing Executive Officer, Yamasa, Co., Ltd.
December 2004	Senior Managing Director, SECOM Medical Resources Co., Ltd.
October 2005	Standing Director, Yotsuya Medical Cube, Medical Corporation Anshinkai
October 2006	CFO and General Manager of Finance Department, Showajisyo Inc.
July 2007	Senior Executive Officer, CFO, Kokusai Kogyo Co., Ltd.
April 2008	Director and CFO, The Goodwill Group, Inc.
October 2009	Managing Executive Officer and CFO, Radia Holdings, Inc.
October 2010	Managing Director and CFO, Advantage Resourcing Japan, Inc.
April 2012	Managing Director, CFO and General Manager of Finance & Accounting Division, TechnoPro Holdings, Inc.
July 2013	Representative Director, President, CEO, CFO and General Manager of Finance & Accounting Division, ditto
February 2014	Representative Director, President and CEO, ditto (at present)
July 2014	Representative Director and President, TechnoPro, Inc. (at present)

Significant concurrent positions

Representative Director and President, TechnoPro, Inc.

Director, N&C, Inc.

Director, TechnoPro Careers, Inc.

(Note) There is no conflict of interest between Mr. Yasuji Nishio and the Company.

Number of shares of the Company held
(As of June 30, 2015)

30,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2015

18/18 meetings (100.0%)

Candidate No.	Hiroshi Sato	Reappointment
2		Date of birth: December 26, 1956

Career summary, positions and responsibilities at the Company

April 1979	Joined NEC Corporation
December 2002	Head of Finance Division (CFO), NEC Electronics Corporation
October 2003	Senior Vice President and Head of Finance Division (CFO), ditto
April 2010	Senior Vice President, CFO and Head of Business Planning Department, NEC Networks & System Integration Corporation
April 2013	Senior Vice President and CFO, ditto
February 2014	Director (in charge of Management), CFO and Managing Executive Officer, TechnoPro Holdings, Inc. (at present)
July 2014	Director and Senior Executive Officer, TechnoPro, Inc. (at present)

Significant concurrent positions

Director and Senior Executive Officer, TechnoPro, Inc.

(Note) There is no conflict of interest between Mr. Hiroshi Sato and the Company.

Number of shares of the Company held
(As of June 30, 2015)

10,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2015

18/18 meetings (100.0%)

Candidate No.		Reappointment
3	Gaku Shimaoka	Date of birth: June 12, 1975

Career summary, positions and responsibilities at the Company

April 1998	Joined Crystal, Inc.
August 2006	Representative Director and President, Ctec, Inc.
November 2006	Representative Director and President, Crystal, Inc.
June 2007	Managing Executive Officer, The Goodwill Group, Inc.
May 2008	Director and COO, ditto
October 2009	Managing Executive Officer, Radia Holdings, Inc.
April 2012	Managing Executive Officer, TechnoPro Holdings, Inc.
February 2014	Director (in charge of Business) and Managing Executive Officer, ditto (at present)
July 2014	Representative Director (President of TechnoPro Design Company) and Senior Executive Officer, TechnoPro, Inc. (at present)

Significant concurrent positions

Representative Director (President of TechnoPro Design Company) and Senior Executive Officer, TechnoPro, Inc.
Director, TechnoPro Careers, Inc.

(Note) There is no conflict of interest between Mr. Gaku Shimaoka and the Company.

Number of shares of the Company held
(As of June 30, 2015)

28,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2015

18/18 meetings (100.0%)

Candidate No.		Reappointment
4	Koichiro Asai	Date of birth: March 3, 1970

Career summary, positions and responsibilities at the Company

April 1992	Joined Funcs, Inc.
January 2006	Representative Director and President, Crystal, Inc.
March 2008	Executive Officer, The Goodwill Group, Inc.
November 2008	Representative Director and President, TechnoPro Engineering, Inc.
July 2010	Representative Director and President, CSI, Inc.
June 2011	Representative Director and President, Advantage Science, Inc.
April 2012	Managing Executive Officer, TechnoPro Holdings, Inc.
February 2014	Director (in charge of Business) and Managing Executive Officer, ditto (at present)
July 2014	Representative Director (President of TechnoPro Engineering Company and President of TechnoPro IT Company) and Senior Executive Officer, TechnoPro, Inc. (at present)

Significant concurrent positions

Representative Director (President of TechnoPro Engineering Company and President of TechnoPro IT Company) and Senior Executive Officer, TechnoPro, Inc.
Director, TechnoPro Careers, Inc.

(Note) There is no conflict of interest between Mr. Koichiro Asai and the Company.

Number of shares of the Company held
(As of June 30, 2015)

10,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2015

18/18 meetings (100.0%)

Candidate No. 5	Takeshi Yagi	Reappointment Date of birth: August 9, 1967

Career summary, positions and responsibilities at the Company

April 1991	Joined The Long-Term Credit Bank of Japan, Limited (current Shinsei Bank, Limited)
May 2008	General Manager of Human Resources Division, Shinsei Bank, Limited
November 2012	Managing Executive Officer and General Manager of Human Resources Division, TechnoPro Holdings, Inc.
February 2014	Managing Executive Officer (in charge of HR and General Affairs), ditto
July 2014	Director (in charge of HR and General Affairs), Managing Executive Officer, ditto (at present)
	Director and Senior Executive Officer, TechnoPro, Inc. (at present)

Significant concurrent positions

Director and Senior Executive Officer, TechnoPro, Inc.

Director, N&C, Inc.

Director, TechnoPro Careers, Inc.

Number of shares of the Company held (As of June 30, 2015)

5,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2015

18/18 meetings (100.0%)

(Note) There is no conflict of interest between Mr. Takeshi Yagi and the Company.

Candidate No. 6	Tsunehiro Watabe	Reappointment/Outside/Independent Date of birth: February 17, 1945

Career summary, positions and responsibilities at the Company

April 1968	Joined The Long-Term Credit Bank of Japan, Limited (current Shinsei Bank, Limited)
June 1994	Director, ditto
July 1998	Director and Chairman, UBS Trust Bank, Ltd.
December 2004	Director and Vice Chairman, UBS Securities Japan Co., Ltd.
March 2007	Vice Chairman, Morgan Stanley Japan Securities Co., Ltd. (current Morgan Stanley MUFG Securities Co., Ltd.)
August 2010	Chairman, CVC Asia Pacific (Japan) KK (at present)
June 2011	Outside Audit & Supervisory Board Member, D.A. Consortium Inc.
April 2012	Director and Chief Advisor, TechnoPro Holdings, Inc. (at present)
June 2015	Outside Director, D.A. Consortium Inc. (at present)

Significant concurrent positions

Chairman, CVC Asia Pacific (Japan) KK

Outside Director, D.A. Consortium Inc.

Member of Board of Trustees, Japan Economic Foundation

Number of shares of the Company held (As of June 30, 2015)

0 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2015

18/18 meetings (100.0%)

(Notes) 1. There is no conflict of interest between Mr. Tsunehiro Watabe and the Company.

2. Mr. Tsunehiro Watabe is a candidate for Outside Director. His term of office as Outside Director is three (3) years and five (5) months at the conclusion of this Annual General Meeting of Shareholders. He also satisfies the criteria stipulated by the Company in the "Selection Standards for Directors and Audit & Supervisory Board Members" and the "Independence Standards for Outside Officers" (refer to pages 13 and 14. The Company has registered Mr. Tsunehiro Watabe as an Independent Officer with Tokyo Stock Exchange, Inc. and intends to provide notification of his continued position as Independent Officer if this proposal for his reappointment gains approval.

3. Reasons for nomination as an Outside Director candidate:
Since his appointment as Outside Director of the Company in April 2012, Mr. Tsunehiro Watabe has drawn on knowledge backed by his extensive experience and expansive network of contacts developed as an officer of banks and foreign-affiliated financial institutions, in the course of actively speaking up at the meetings of the Board of Directors, objectively assessing business matters affecting the Company, and providing proper oversight in that regard. The election of Mr. Tsunehiro Watabe as an Outside Director is proposed on this occasion so that the Company can further draw on his insight with the aim of further heightening the Company's corporate value.

4. Mr. Tsunehiro Watabe and the Company have entered into an agreement limiting his liability to the higher of either 500 million yen or the minimum liability amount as defined in Article 423(1) of the Companies Act, pursuant to Article 427(1) of the Companies Act. The Company intends to retain the aforementioned agreement with him for limitation of liability if this proposal for his reappointment gains approval.

Candidate No.	Kazuhiko Yamada	New/Outside/Independent
7		Date of birth: April 28, 1981

Career summary, positions and responsibilities at the Company

October 2005	Registered at Daini Tokyo Bar Association
	Assigned to Nakamura, Tsunoda & Matsumoto
January 2012	Partner, Nakamura, Tsunoda & Matsumoto (at present)
September 2014	Part-time lecturer, Gakushuin University Law School

Number of shares of the Company held
(As of June 30, 2015)

0 shares

Significant concurrent positions

Partner, Nakamura, Tsunoda & Matsumoto

(Notes) 1. There is no conflict of interest between Mr. Kazuhiko Yamada and the Company.

2. Mr. Kazuhiko Yamada is a candidate for Outside Director. He also satisfies the criteria stipulated by the Company in the "Selection Standards for Directors and Audit & Supervisory Board Members" and the "Independence Standards for Outside Officers" (refer to pages 13 and 14. The Company intends to provide notification to Tokyo Stock Exchange, Inc. of his position as Independent Officer if this proposal for his election gains approval.

3. Reasons for nomination as an Outside Director candidate:
Although Mr. Kazuhiko Yamada has no direct experience in corporate management, the Company has determined that he would be capable of properly performing his duties as Outside Director given his extensive experience and knowledge as an attorney particularly in the fields of corporate acquisitions, corporate restructuring, equity practice, etc., the Companies Act, and the Financial Instruments and Exchange Act. He would add value to the Company from the perspective of strengthening corporate governance, and also from the perspective of diversity among the Board of Directors in terms of expectations that he would provide oversight and advice to Company management with respect to growth investment such as M&A deals, corporate defense, and other aspects of business. Accordingly, the election of Mr. Kazuhiko Yamada as Outside Director is proposed on this occasion.

4. If Mr. Kazuhiko Yamada is elected to the position of Director, he and the Company will enter into an agreement limiting his liability to the higher of either 500 million yen or the minimum liability amount as defined in Article 423(1) of the Companies Act, pursuant to Article 427(1) of the Companies Act.

5. If Mr. Kazuhiko Yamada is elected to the position of Director, the Company intends to appoint him to serve as a member of the Nomination and Compensation Committee.

Fourth proposal: Election of Two (2) Audit & Supervisory Board Members

The terms of office of Mr. Akito Sonohara and Mr. Shunichi Kitamura will expire at the conclusion of this Annual General Meeting of Shareholders, and Mr. Shunichi Kitamura will retire. Accordingly, the election of the two (2) Audit & Supervisory Board Members including one (1) new candidate for Audit & Supervisory Board Member is proposed on this occasion.

The Audit & Supervisory Board consented to the proposal of this resolution.

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.		
1	Akito Sonohara	Reappointment Date of birth: May 8, 1945

Career summary and positions at the Company

January 1978	Joined Matsushita Electric Industrial Co., Ltd. (current Panasonic Corporation)
October 2002	Director, Crystal, Inc.
October 2005	Executive Director, ditto
March 2008	Executive Officer, The Goodwill Group, Inc.
October 2010	Managing Director, Advantage Resourcing Japan Inc.
April 2011	Representative Director, Premier Smile, Inc.
April 2012	Managing Executive Officer, General Manager of HR and General Affairs Division, TechnoPro Holdings, Inc.
February 2014	Managing Executive Officer (in charge of General Affairs), ditto
July 2014	Audit & Supervisory Board Member, ditto (at present)
	Audit & Supervisory Board Member, TechnoPro, Inc. (at present)

Significant concurrent positions

Audit & Supervisory Board Member, TechnoPro, Inc.

Audit & Supervisory Board Member, N&C, Inc.

Audit & Supervisory Board Member, TechnoPro Careers, Inc.

Number of shares of the Company held (As of June 30, 2015)

10,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2015

18/18 meetings (100.0%)

Rate of attendance in meetings of the Audit & Supervisory Board for the fiscal year ended June 30, 2015

16/16 meetings (100.0%)

(Notes) 1. There is no conflict of interest between Mr. Akito Sonohara and the Company.
2. On July 1, 2014, Mr. Akito Sonohara was appointed to serve as an Audit & Supervisory Board Member, acting as a substitute taking over the term of office of a prior Audit & Supervisory Board Member who resigned on June 30, 2014, before the expiration of that individual's term of office.
3. If Mr. Akito Sonohara is elected to the position of Audit & Supervisory Board Member, he and the Company will enter into an agreement limiting his liability to the higher of either 500 million yen or the minimum liability amount as defined in Article 423(1) of the Companies Act, pursuant to Article 427(1) of the Companies Act, on the condition of the second proposal herein calling for "Partial Amendments to the Articles of Incorporation" having gained approval.

Candidate No.	Minoru Ochiai	New/Outside/Independent
2		Date of birth: November 13, 1947

Career summary and positions at the Company

April 1973	Joined Arthur Andersen & Company
October 1979	Joined TOMY Company, Ltd.
June 1992	Managing Director and CFO, ditto
June 1995	Senior Managing Director and CFO, ditto
June 2000	Non-executive Director, ditto
April 2002	Representative Director, CFO College Inc.
April 2004	Professor, Graduate School of Global Business, Meiji University (at present)

Number of shares of the Company held
(As of June 30, 2015)

0 shares

Significant concurrent positions

Professor, Graduate School of Global Business, Meiji University

(Notes) 1. There is no conflict of interest between Mr. Minoru Ochiai and the Company.
2. Mr. Minoru Ochiai is a candidate for Outside Audit & Supervisory Board Member. He also satisfies the criteria stipulated by the Company in the "Selection Standards for Directors and Audit & Supervisory Board Members" and the "Independence Standards for Outside Officers" (refer to pages 13 and 14). The Company intends to provide notification to Tokyo Stock Exchange, Inc. of his position as Independent Officer if this proposal for his election gains approval.
3. Reasons for nomination as an Outside Audit & Supervisory Board Member candidate:
Mr. Minoru Ochiai can be counted on to perform audits from a neutral, practical and diverse perspective given his accounting expertise along with his extensive experience with listed companies in areas that include accounting, finance, business planning, operational restructuring, group company management, IPOs, and investor relations, and furthermore given his involvement in corporate training and adult education geared toward CFO development. Accordingly, the election of Mr. Minoru Ochiai as Outside Audit & Supervisory Board Member is proposed on this occasion.
4. If Mr. Minoru Ochiai is elected to the position of Audit & Supervisory Board Member, he and the Company will enter into an agreement limiting his liability to the higher of either 500 million yen or the minimum liability amount as defined in Article 423(1) of the Companies Act, pursuant to Article 427(1) of the Companies Act.

For reference:

The Company has established the "Selection Standards for Directors and Audit & Supervisory Board Members" and the "Independence Standards for Outside Officers" as set forth below. Furthermore, selection of all candidates for Director and Audit & Supervisory Board Member has involved making recommendations to the Nomination and Compensation Committee along with related deliberations and reporting.

[*Selection Standards for Directors and Audit & Supervisory Board Members*]

1. The Company's Directors and Audit & Supervisory Board Members must satisfy the conditions listed below, in addition to meeting criteria that includes satisfying statutory requirements and those of the Articles of Incorporation, exhibiting no behavior that would be grounds for disqualification as stipulated in the Directors/Audit & Supervisory Board Members Regulations, and having no current or prior involvement with anti-social forces.

<table>
<tr><th colspan="2">"Prerequisites" for All Directors and Audit & Supervisory Board Members</th></tr>
<tr><td colspan="2">1. All such individuals must exhibit outstanding character, knowledge and insight, while maintaining high regard for regulatory compliance and ethical standards.
2. All such individuals must maintain objectivity in making decisions, perceptiveness and foresight.</td></tr>
<tr><th colspan="2">"Common requirements" for Outside Directors and Outside Audit & Supervisory Board Members in particular</th></tr>
<tr><td colspan="2">1. Such individuals must have a high degree of knowledge along with extensive practical experience and experience serving in a leadership role in one or more fields such as corporate management, internal control, compliance, finance and accounting, financing, legal affairs, government, crisis management and education.
2. Such individuals must possess the capacity to gain an overall understanding of the entire Group, and to ascertain the essential issues and risks thereof, and should be capable of being counted on for making constructive contributions during deliberations of meetings of the Board of Directors and other such forums in a candid and active manner.</td></tr>
<tr><th>Requirements for Outside Directors in particular</th><th>Requirements for Outside Audit & Supervisory Board Members in particular</th></tr>
<tr><td>Such individuals must be those who can be counted on for objective business oversight and managerial decisions from a practical point of view based on extensive experience in corporate management and specialized fields, and for providing advice and support to facilitate sustainable growth of the Company.</td><td>Such individuals must be appointed with the aim of heightening neutrality and independence of the audit framework, and must be individuals capable of expressing an objective audit opinion from a neutral standpoint.</td></tr>
<tr><th>Requirements for Inside Directors in particular</th><th>Requirements for Inside Audit & Supervisory Board Members in particular</th></tr>
<tr><td>1. Such individuals must be well-informed regarding industry trends and relevant regulations affecting the Group and the business model of the Group, and must have extensive practical experience in respective specialized fields.
2. Such individuals must be counted on to conduct business, with a capacity to manage organizations drawing on a Company-wide perspective.</td><td>Such individuals must be well-informed regarding the organization, business pursuits and operating processes of the Group, and must be capable of performing highly effective audits involving the proper collection of information from within the Group.</td></tr>
</table>

2. Consideration is to be given to ensuring diversity of the Board of Directors and the Audit & Supervisory Board when appointing the Company's Directors and Audit & Supervisory Board Members.
3. At least one (1) individual appointed as an Audit & Supervisory Board Member of the Company must possess proper knowledge of finance and accounting.

(Note) Each of the above requirements are applicable to candidates for the positions of Director, Audit & Supervisory Board Member, Outside Director, Inside Director (meaning a Director who is not an Outside Director), Outside Audit & Supervisory Board Member, Inside Audit & Supervisory Board Member (meaning an Audit & Supervisory Board Member who is not an Outside Audit & Supervisory Board Member).

[*Independence Standards for Outside Officers*]

The Company has established these "Independence Standards for Outside Officers" (hereinafter referred to as the "Standards") as set forth below, with the aim of clarifying criteria for designating Outside Directors and Outside Audit & Supervisory Board Members of the Company (hereinafter collectively referred to as "Outside Officers") as Independent Officers.

1. The Company determines that an Outside Officer or a candidate for Outside Officer of the Company is independent of the Company if one or more of the following do not apply with respect to the Outside Officer or the candidate for Outside Officer:

i. The individual is currently or recently[*1 (the same applies hereunder)] affiliated with the Company or its subsidiaries (hereinafter collectively referred to as the "Group");
ii. The individual is currently or recently affiliated with a business partner of which the Group accounts for at least 2% of the business partner's prior fiscal year consolidated net sales, or a business partner that accounts for at least 2% of the Company's prior fiscal year consolidated net sales;
iii. The individual is currently or recently affiliated with a company or a corporate group that holds at least 10% of the total number of outstanding shares of the Company as of the last day of the prior fiscal year;
iv. The individual is currently or recently affiliated with a company or a group of which the Group holds at least 10% of the total number of issued shares as of the last day of the prior fiscal year;
v. The individual is currently or recently affiliated with an audit firm that conducts statutory audits of the Group;
vi. The individual is currently or recently affiliated with a financial institution that is essential in enabling fund procurement of the Group, and is relied on to the extent that there is no substitute for the entity;
vii. The individual currently or recently acts as a consultant, legal professional, accounting expert, or tax specialist who has received remuneration other than executive compensation exceeding 10 million yen directly from the Group during any one (1) business year of the past three (3) business years (in the case that such individual receiving such remuneration is a corporation, association or other such body, then this refers to an individual belonging to such body);
viii. The individual currently or recently acts as a trustee or other executor of business of an organization that has received contributions or grant funds exceeding 10 million yen from the Group during any one (1) business year of the past three (3) business years;
ix. The individual acts as an executor of business of a company involved in mutual dispatch of directors and audit & supervisory board member to and from the Group, or;
x. The individual is a relative within the second degree of kinship of, or a member of family cohabiting with, an individual as described in any of the aforementioned items (excluding individuals who are not in key[*2] positions).

(Notes)
*1: "Recently" refers to a period of less than three (3) years from the date of an individual's appointment as a Director or an Audit & Supervisory Board Member of the Company.
*2: An individual in a "key" position refers to an important employee of a respective company or business partner such as a director, an executive, an audit & supervisory board member and an executive officer, or an accounting auditor and a CPA or an attorney affiliated with respective audit firms and respective law firms.

2. If any of the circumstances set forth above in section 1 apply to an individual, that individual may still be designated as an Independent Officer at the discretion of the Board of Directors or the Audit & Supervisory Board following deliberations of the Nomination and Compensation Committee.
3. Irrespective of whether or not any of the circumstances set forth above in section 1 apply, an Independent Officer must not be in a situation that could be reasonably judged as one whereby the individual is unable to fulfill his or her duties as an Outside Officer acting in an independent capacity.
4. An Independent Officer must endeavor to ensure ongoing adherence to the Standards until his or her resignation, and must promptly report matters to the Company in cases where he or she no longer maintains independence as set forth in the Standards.

The above is an excerpt from the "TechnoPro Group Corporate Governance Guidelines." The entire document is available through the Company's website: http://www.technoproholdings.com/en/

Fifth proposal: Introduction of Equity Remuneration Type Share Options to Directors and Determination of Details Thereof

At the Extraordinary General Meeting of Shareholders of June 30, 2014, approval was obtained for remuneration of the Company's Directors of no more than 400 million yen per year (this includes bonuses for Directors, but does not include salaries of employees serving concurrently as Director). However, approval is proposed on this occasion to grant subscription warrants in the form of equity remuneration type share options to Directors (excluding Outside Directors) within the limit of 100 million yen per year, separately from the amount granted as such remuneration, etc. so that Directors share common benefits and risks of stock price movements with our shareholders, and also with the aim of further incentivizing Directors to improve the Company's medium- to long-term performance and increase its corporate value.

Directors who received allotment of the subscription warrants will be granted remuneration in the same amount as their paid-in amounts, and entitled to acquire the subscription warrants by offsetting their remuneration claims with the amounts to be paid in for such subscription warrants. The amount of stock option remuneration shall be determined by multiplying the total number of allotted subscription warrants by the fair value of each subscription warrant as of the date of allotment of subscription warrants.

Currently, the Company has seven (7) Directors (of which, one (1) is an Outside Director), and there will be seven (7) Directors (of which, two (2) are Outside Directors) assuming approval is granted for the third proposal herein calling for "Election of Seven (7) Directors."

Details of Subscription Warrants Proposed as Equity Remuneration Type Share Options to Directors of the Company (excluding Outside Directors)

(1) Class and number of shares to be delivered upon exercise of subscription warrants

The class of shares to be delivered upon the exercise of the subscription warrants shall be ordinary shares of the Company and the number of shares to be delivered per unit of the subscription warrants (hereinafter referred to as the "Number of Underlying Shares") shall be 100.

Provided that, if the Company implements a share split (including an allotment of ordinary shares of the Company without contribution; the same shall apply to the description of the share split hereinafter), or consolidation of shares with respect to its ordinary shares after the date on which the subscription warrants are allotted (hereinafter referred to as the "Allotment Date"), the Company shall make an adjustment to the Number of Underlying Shares in regard to the subscription warrants that have not been exercised as of the date of such share split or share consolidation, by the following formula:

$$\text{Number of Underlying Shares after adjustment} = \text{Number of Underlying Shares before adjustment} \times \text{Ratio of split or consolidation}$$

In the event of unavoidable circumstances that require adjustment of the Number of Underlying Shares in addition to the aforementioned, then the Company may make an adjustment to the Number of Underlying Shares that the Board of Directors of the Company deems necessary.

Any fraction less than one (1) share arising as a result of the aforementioned adjustment shall be disregarded.

(2) Aggregate number of subscription warrants

The number of the subscription warrants to be allocated within one (1) year from the date of an Annual General Meeting of Shareholders for each business year shall not be more than 500.

(3) Amount to be paid in for subscription warrants

The amount to be paid in for each subscription warrant shall be the amount determined by the Board of Directors of the Company on the basis of the fair value of the subscription warrant at the time of its allotment as calculated by applying a fair calculation method, such as the binominal model.

An individual who has been allotted subscription warrants (hereinafter referred to as the "Subscription Warrants Holder") shall offset the payment of the amount to be paid in with the remuneration claims against the Company and accordingly shall not be required to make any monetary payment.

(4) Amount of assets to be paid upon exercise of subscription warrants

The amount of the assets to be paid upon the exercise of the subscription warrants shall be calculated by multiplying the price of one (1) yen per share to be delivered through the exercise of the subscription warrants by the Number of Underlying Shares.

(5) Time period during which subscription warrants are exercisable

The time period during which the subscription warrants are excisable shall be determined by resolution of the Board of Directors within the scope of ten (10) years from the date after the Allotment Date.

(6) Conditions for exercise of subscription warrants

Of the subscription warrants that have been allotted, the Subscription Warrants Holder may exercise no more than the number of subscription warrants determined as exercisable on the basis of progress made by the Company toward achieving performance targets of the mid-term management plan. Other conditions for exercising subscription warrants shall be determined at the meeting of the Board of Directors which decides terms for offering subscription warrants.

(7) Restrictions on acquisition of subscription warrants by transfer

Acquisition of the subscription warrants by means of transfer shall be subject to the approval of the Board of Directors of the Company.

(8) Other details of subscription warrants

Other details of the subscription warrants shall be determined at the meeting of the Board of Directors of the Company where the prospectus on the issue of the subscription warrants is determined.

(For reference)

Following the conclusion of this Annual General Meeting of Shareholders, the Company also intends to issue the subscription warrants as described above to Executive Officers of the Company, and to Directors and Executive Officers of the Company’s subsidiaries by a resolution of the Board of Directors.