April 1, 2016

To whom it may concern:

Corporate Name: TechnoPro Holdings, Inc.
(Code: 6028, TSE First Section)
Representative: Yasuji Nishio, President, Representative Director & CEO
Contact: Hiroshi Sato, Director & CFO
(Tel. 03-6385-7998)

Issuance of New Shares and Series of Stock Acquisition Rights through Third Party Allotment (Target Issue Program "TIP" subject to Issuer's approval for exercise)

TechnoPro Holdings, Inc. (hereinafter "THD") announced today that its Board of Directors resolved on April 1, 2016 the issuance of new shares and a series of stock acquisition rights ("SARs") through a third party allotment to Deutsch Bank AG, London Branch ("DBL") and the entry into purchase agreements with DBL with respect to the new shares and SARs, under Target Issue Program ("TIP"), after the relevant securities registration statement has become effective under Japan's Financial Instruments and Exchange Law. For detailed information, please refer to 'Supplemental Material on the Issuance of New Shares and Series of Stock Acquisition Rights through Third Party Allotment'
(http://www.technoproholdings.com/en/wpcontent/uploads/2016/04/release20160401_01en_supportdoc.pdf)

Background to the Issuances

In its mid-term business plan announced in August 2015, THD set a JPY10bn budget for M&A investments to accelerate its growth by June 2018 (its mid-term business plan period).
THD decided to raise capital to fund M&A transactions, and at the same time, to strengthen its capital base.
Additionally, due to the increase in capital stock for this fiscal year, the corporate tax expense during the mid-term business plan period will be leveled, which would properly reflect our business result on net income.

Use of Proceeds

The net proceeds of approximately JPY 10bn from the issuances of the new shares and exercises of all the SARs are expected to be used for M&A investments to accelerate the growth of THD.

THD announced on February 26, 2016 its entry into an acquisition agreement for ON THE MARK Co., Ltd., and the net proceeds from the new share issuance (approximately JPY430mn) will restore cash position which was used to pay the purchase price for this acquisition.

The net proceeds from the SARs are also expected to be used for future M&A investments by THD.

Target Issue Program

The Target Issue Program ("TIP") is the fund raising program pursuant to which DBL will exercise the SARs held by it when THD's share price is greater than the strike price. The strike price (JPY3,450 for 1st tranche and JPY4,500 for 2nd Tranche) is set higher than THD's share price as of March 31, 2016, so dilution will happen only when its share price has performed well to be sufficiently and stably above the strike price. The maximum number of SARs is fixed at 2,650,000 underlying shares, and DBL is required to obtain the approval of THD to exercise the SARs; THD can control the timing of the exercise while considering its financing needs and market conditions.

Outline of Deutsche Bank AG, London Branch

Representative: John Cryan and JurgenFitschen

Headquarters: Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom

Incorporated: March 10, 1870

Principal business: Banking

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This translation is a summary English convenience translation of a press release that was originally prepared in the Japanese language. THD makes no representation that this document is complete or an accurate translation of the Japanese original text, and the reader should not place reliance on this convenience translation. In the event that there is a discrepancy between the Japanese and English versions, the Japanese version shall control.

Cautionary Statements

This press release is for information purposes only and does not constitute any offer to sell or the solicitation of an offer to buy any securities. This press release has been prepared solely for the purpose of announcing the issuance of new shares and SARs by THD and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This press release may include projections and other “forward-looking” statements within the meaning of applicable securities laws. Any such projections or statements reflect the current views of THD about further events and financial performance. No assurances can be given that such events or performance will occur as projected and actual results may differ materially from these projections. Neither the content of THD’s website nor any website accessible by hyperlinks on THD’s website is incorporated in, or forms part of, this press release. The distribution of this press release into certain jurisdictions may be restricted by law. Persons into whose possession this press release comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.