This document is an unofficial translation and summary of the Notice of the 11th 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, 2016

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 11TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 11th 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, 2016 (Wednesday).

[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, 2016 (Wednesday).

Thank you very much for your cooperation.

- ⊙ 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.
- ⊙ 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.

1. Date and Time:	**September 29, 2016 (Thursday) 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 11th Fiscal Year (July 1, 2015 to June 30, 2016) 2. The Non-consolidated Financial Statements for the 11th Fiscal Year (July 1, 2015 to June 30, 2016)
Resolution matters:	
First proposal:	Appropriation of Surplus
Second proposal:	Partial Amendments to the Articles of Incorporation
Third proposal:	Election of Eight (8) Directors
4. Instructions for Exercising Voting Rights:	Please refer to the "Instructions on Exercise of Voting Rights" (Japanese only).

⊙ 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.

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%.

In accordance with the above policy, the Company proposes to pay year-end dividends for the fiscal year under review as follows.

1. Type of dividends	Cash
2. Allotment of property for dividends and total amount thereof	Per share of ordinary shares of the Company: **61.52 yen** Total dividends: **2,104,837,221 yen** As the Company has already paid an interim dividend of 50.00 yen per share, the annual dividend for the fiscal year under review will be 111.52 yen per share.
3. Effective date of dividends from surplus	September 30, 2016

Second proposal: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

(1) Pc Assist Co., Ltd. and ON THE MARK Co., Ltd. became consolidated subsidiaries during the fiscal year under review. Accordingly, the Company proposes that business purposes provided in the Articles of Incorporation of those entities be added to respective items of Article 2, Paragraph 1 of the Company's Articles of Incorporation. Moreover, the Company proposes the amendment of Article 2 (Purposes) of the current Articles of Incorporation in order to enable it to take a flexible and agile approach to developing business of the Group going forward and diversifying sources of revenue.

(2) In addition, the Company proposes adjustments to paragraph numbers and item numbers of the Articles, accordingly.

2. Details

Details of the amendments 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. The business of controlling and managing business activities of companies operating businesses listed below by holding shares or interests of such companies (1) to (5) (Omitted) (6) Planning, design, software application development, evaluation and maintenance for information processing related systems (7) to (19) (Omitted) (Newly established) (Newly established) (20) to (28) (Omitted) (Newly established) (Newly established) (Newly established) (Newly established) (29) (Omitted) (Newly established) 2. to 3. (Omitted)	Article 2. (Purposes) The purposes of the Company shall be to engage in the following businesses: 1. The business of controlling and managing business activities of companies operating businesses listed below by holding shares or interests of such companies (1) to (5) (No change) (6) Planning, design, software application development, sales, evaluation and maintenance for information processing related systems (7) to (19) (No change) (20) Surveys, research, education and consulting services related to computers (21) Commissioned services related to computer-based calculation (22) to (30) (No change) (31) Education, guidance and training, and provision of educational materials for information processing (32) Education, guidance and training, and provision of educational materials for computer design support and software application development, etc. (33) Operation of schools and lecture courses for various qualifying examinations and learning skills (34) Planning and implementation of examinations for various qualifying examinations and learning skills (35) (No change) 2. Businesses set forth in any of the items of the preceding paragraph 3. to 4. (No change)

Third proposal: Election of Eight (8) Directors

The terms of office will expire for all seven (7) Directors at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes an increase of one (1) Outside Director, and the election of eight (8) Directors overall, with the aims of further enhancing the corporate governance framework, ensuring greater objectivity of deliberations in meetings of the Board of Directors, and heightening the Group's corporate value.

The candidates for Directors are as follows:

Candidate No.	Name	Positions and responsibilities at the Company		Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2016
1	Yasuji Nishio	Representative Director, President and CEO	Reappointment	15/15 meetings (100%)
2	Hiroshi Sato	Director (in charge of Management) and CFO	Reappointment	15/15 meetings (100%)
3	Gaku Shimaoka	Director (in charge of Business)	Reappointment	15/15 meetings (100%)
4	Koichiro Asai	Director (in charge of Business)	Reappointment	15/15 meetings (100%)
5	Takeshi Yagi	Director (in charge of HR and General Affairs)	Reappointment	15/15 meetings (100%)
6	Tsunehiro Watabe	Director and Chief Advisor	Reappointment/ Outside/ Independent	15/15 meetings (100%)
7	Kazuhiko Yamada	Director	Reappointment/ Outside/ Independent	12/12 meetings (100%)
8	Harumi Sakamoto		New/ Outside/ Independent	– –

(Note) Concerning Mr. Kazuhiko Yamada's attendance in meetings of the Board of Directors, the scope of the total number of meetings includes only those meetings of the Board of Directors held after his appointment on September 29, 2015.

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, TechnoPro Construction, Inc. (formerly N&C, Inc.)

Director, TechnoPro Careers, Inc.

Reasons for nomination as a Director candidate

Mr. Yasuji Nishio has extensive managerial skills and knowledge which he has developed in banking and various other industries. Moreover, since his appointment as the Company's President in July 2013, after he served as its Chief Financial Officer, Mr. Yasuji Nishio has been involved in guiding and overseeing overall management of the Group and getting the Company listed on the first section of the Tokyo Stock Exchange in December 2014. He has also been involved in promoting integration of Group operations, developing the managerial framework and otherwise bringing about continuous improvement in earnings results. In addition, he has contributed to strengthen the decision-making and oversight functions of the Company's Board of Directors, in acting as its chairperson. Accordingly, Mr. Yasuji Nishio has been selected as a candidate for another term as Director in light of the fact that he possesses character and insight suitable for being a member of the top management of the Company and has demonstrated outstanding leadership and managerial competency.

(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, 2016)

30,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2016

15/15 meetings (100%)

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.

Reasons for nomination as a Director candidate

Drawing on his extensive experience and knowledge which he has developed as the Chief Financial Officer of a major manufacturing group company listed on the stock exchange, Mr. Hiroshi Sato has served concurrently as a Director (in charge of Management) of the Company and CFO since February 2014, taking charge of operations involving respective departments in the realms of finance, accounting, management planning, business management, communication and IR, and information systems. In so doing, he has achieved results not only with respect to administrative and financial operations, but also with initiatives such as corporate acquisitions as well as strategic planning and promotion, and has also contributed to strengthen the decision-making function of the Board of Directors. Accordingly, Mr. Hiroshi Sato has been selected as a candidate for another term as Director in light of the fact that he possesses character and insight suitable to serve as a member of the Company's management team and has demonstrated outstanding managerial competency.

(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, 2016)

13,300 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2016

15/15 meetings (100%)

Candidate No.	Gaku Shimaoka	Reappointment
3		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.

Reasons for nomination as a Director candidate

Mr. Gaku Shimaoka has been involved in the human resources services business over many years, maintains substantial familiarity with respect to the Group's business as well as industry and customer trends, and in particular shows vision with respect to planning and strong leadership skills. On that basis, he has helped drive growth of the Group by achieving outstanding results in business operations, and has also contributed to strengthen the decision-making function of the Board of Directors. Accordingly, Mr. Gaku Shimaoka has been selected as a candidate for another term as Director in light of the fact that he possesses character and insight suitable to serve as a member of the Company's management team and has demonstrated outstanding managerial competency.

(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, 2016)

28,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2016

15/15 meetings (100%)

Candidate No.	Koichiro Asai	Reappointment
4		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.

Director, ON THE MARK Co., Ltd.

Reasons for nomination as a Director candidate

Mr. Koichiro Asai has been involved in the human resources services business over many years, maintains substantial familiarity with respect to the Group's business as well as industry and customer trends, and in particular shows analytical competency, the ability to take action, and strong leadership skills. On that basis, he has helped drive growth of the Group by achieving outstanding results in business operations, and has also contributed to strengthen the decision-making function of the Board of Directors. Accordingly, Mr. Koichiro Asai has been selected as a candidate for another term as Director in light of the fact that he possesses character and insight suitable to serve as a member of the Company's management team and has demonstrated outstanding managerial competency.

(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, 2016)

10,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2016

15/15 meetings (100%)

Candidate No.	Takeshi Yagi	Reappointment
5		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, TechnoPro Construction, Inc. (formerly N&C, Inc.)

Director, TechnoPro Careers, Inc.

Reasons for nomination as a Director candidate

Drawing on his extensive experience and knowledge primarily in the field of human resources which he has developed in banking, Mr. Takeshi Yagi has served as a Director (in charge of HR and General Affairs) of the Company since July 2014, taking charge of HR and general affairs. In so doing, he has achieved results particularly with respect to developing a Group-wide managerial framework, strengthening corporate governance practices and improving and introducing personnel systems and other initiatives, and has also contributed to strengthen the decision-making function of the Board of Directors. Accordingly, Mr. Takeshi Yagi has been selected as a candidate for another term as Director in light of the fact that he possesses character and insight suitable to serve as a member of the Company's management team and has demonstrated outstanding managerial competency.

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

Number of shares of the Company held
(As of June 30, 2016)

5,000 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2016

15/15 meetings (100%)

Candidate No.	Tsunehiro Watabe	Reappointment/Outside/Independent
6		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

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 regarding the Group's management strategy and other such issues, objectively assessing business matters affecting the Company, and providing proper oversight in that regard. Mr. Tsunehiro Watabe has been selected as a candidate for Independent Outside Director so that the Company can further draw on his insight with the aim of further heightening its corporate value continuously.

Number of shares of the Company held
(As of June 30, 2016)

0 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2016

15/15 meetings (100%)

(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 four (4) 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 14 and 15). 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. Mr. Tsunehiro Watabe and the Company have entered into an agreement limiting his liability to the higher of either 5 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	Reappointment/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 2015	Director, TechnoPro Holdings, Inc. (at present)
September 2016	Special Visiting Professor, Gakushuin University Law School (at present)

Significant concurrent positions

Partner, Nakamura, Tsunoda & Matsumoto

Reasons for nomination as an Outside Director candidate

Although he has no direct experience in corporate management, Mr. Kazuhiko Yamada has 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. Moreover, since his appointment as Outside Director of the Company in September 2015, Mr. Kazuhiko Yamada has been providing his opinions and advice at meetings of the Board of Directors particularly with respect to strengthening corporate governance practices, objectively assessing business matters affecting the Company, and providing proper oversight in that regard. Mr. Kazuhiko Yamada has been selected as a candidate for Independent Outside Director so that the Company can further draw on his insight with the aim of further heightening its corporate value continuously.

Number of shares of the Company held
(As of June 30, 2016)

0 shares

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2016

12/12 meetings (100%)

(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. His term of office as Outside Director is one (1) year 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 14 and 15). The Company has registered Mr. Kazuhiko Yamada 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. Mr. Kazuhiko Yamada and the Company have entered into an agreement limiting his liability to the higher of either 5 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.	Harumi Sakamoto	New/Outside/Independent
8		Date of birth: April 10, 1938

Career summary, positions and responsibilities at the Company

April 1962	Joined Ministry of International Trade and Industry (current Ministry of Economy, Trade and Industry)
July 1984	Head of Policy Planning Office of Minister's Secretariat, ditto
June 1986	Chief, Sapporo Trade and Industry Bureau, ditto
August 1987	Advisor, The Dai-Ichi Kangyo Bank, Ltd.
May 1990	Managing Director, The Seiyu, Ltd.
May 1997	Executive Vice President, ditto
September 1997	Executive Vice President, The Seibu Department Stores, Ltd.
April 1999	Vice Chairman, Japan Association of Corporate Executives
October 2000	Secretary General, Japan Association for the 2005 World Exposition
October 2003	Vice Chairperson, ditto
June 2006	President, The Distribution Systems Research Institute
June 2008	Outside Director, The Bank of Yokohama, Ltd.
June 2010	Chairman, Japan Facility Management Promotion Association
June 2013	Outside Director, Mitsubishi Motors Corporation (at present)

Number of shares of the Company held
(As of June 30, 2016)

0 shares

Significant concurrent positions

Outside Director, Mitsubishi Motors Corporation

Reasons for nomination as an Outside Director candidate

Ms. Harumi Sakamoto has extensive experience and expansive knowledge which she has gained acting as a government administrator involved in policy of the Ministry of International Trade and Industry and as an executive of various corporations and organizations. Accordingly, the Company has determined that she would be capable of drawing on that experience and knowledge with respect to provision of objective advice and oversight to Company management. It is also expected that she would add new value to the Company from the perspective of diversity among the Board of Directors. Accordingly, the election of Ms. Harumi Sakamoto as Outside Director is proposed on this occasion with the aim of further heightening the Company's corporate value continuously.

(Notes) 1. There is no conflict of interest between Ms. Harumi Sakamoto and the Company.

2. Ms. Harumi Sakamoto is a candidate for Outside Director. She 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 14 and 15). The Company intends to provide notification to Tokyo Stock Exchange, Inc. of her position as Independent Officer if this proposal for her election gains approval.
3. If Ms. Harumi Sakamoto is elected to the position of Director, she and the Company will enter into an agreement limiting her liability to the higher of either 5 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.
4. In April 2016, it was revealed that fraudulent acts have been committed with respect to fuel consumption testing of vehicles manufactured by Mitsubishi Motors Corporation where Ms. Harumi Sakamoto serves as Outside Director. She had been unaware of such improprieties until they came to light, but has been providing recommendations from a legal compliance perspective at the entity's meetings of the board of directors on a regular basis. After the improprieties came to light, she instructed Mitsubishi Motors Corporation on matters of conducting thorough investigations and preventing recurrence of such incidents.

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 holds at least 10% of the total number of outstanding shares of the Company as of the last day of the prior fiscal year, or 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/