This document is an unofficial translation and summary of the Notice of the 13th 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 5, 2018

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 13TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 13th 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 26, 2018 (Wednesday).

[To vote via the Internet]
Please review the "Instructions on Exercise of Voting Rights via the Internet" (in Japanese only; provided at the back of the Japanese original version of the document), input your approval or disapproval of the proposals by 6:00 p.m. on September 26, 2018 (Wednesday) by using one of two methods: by scanning the QR code provided on the enclosed Voting Form ("Smart Exercise" method), or by visiting the website for exercising voting rights (https://www.web54.net) and manually entering your "voter code" and "password."

Thank you very much for your cooperation.

- ⊙ When attending the Meeting, 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 27, 2018 (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 13th Fiscal Year (July 1, 2017 to June 30, 2018) 2. The Non-consolidated Financial Statements for the 13th Fiscal Year (July 1, 2017 to June 30, 2018)
Resolution matters:	
First proposal:	Appropriation of Surplus
Second proposal:	Partial Amendments to the Articles of Incorporation
Third proposal:	Election of Eight (8) Directors
Fourth proposal:	Election of One (1) Audit & Supervisory Board Member
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 of the Annual General Meeting of Shareholders. Consequently, the documents attached to this Convocation Notice of the Annual General Meeting of Shareholders 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. These documents are available in Japanese only.

⊙ 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. The amendments in these documents will be available in Japanese only.

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

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

<Electronic Platform to Exercise Voting Rights (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 this Annual General Meeting of Shareholders.

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 the event of a sudden downturn in the economic environment, the minimum dividend payout is 10% of the consolidated dividend on equity ratio.

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: **70.00 yen** Total dividends: **2,537,821,370 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 120.00 yen per share.
3. Effective date of dividends from surplus	September 28, 2018

Second proposal: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

(1) Following the respective conversions to wholly-owned subsidiaries of Edelta Co.,Ltd. on October 31, 2017, PROBIZMO Co.,Ltd on January 31, 2018, Techno Live Co.,Ltd. on April 2, 2018, and TOQO.Co.Ltd on July 20, 2018, the Company proposes the amendment of Article 2 (Purposes) of the current Articles of Incorporation in order that business purposes provided in the Articles of Incorporation of said entities be added to the respective items of Article 2, Paragraph 1 of the Company's Articles of Incorporation.

(2) In addition, the Company proposes adjustments to 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 (2) (Omitted) (3) Design, research, technology development, product development, production and sales as well as import and export of various industrial machinery, electric and electronic apparatus and instruments (4) to (11) (Omitted) (Newly established) (Newly established) (Newly established) (Newly established) (Newly established) (12) Commissioned and contracted services and provision of technology and technical capabilities for the businesses stated in items (3) through (11) (13) (Omitted) (14) Business related to architectural drafting for construction and associated facilities (15) Conducting of training sessions on architectural drafting for construction and associated facilities, and CAD operation (16) Building certification and inspection services under the Building Standards Act (17) to (23) (Omitted) (Newly established) (Newly established) (24) to (39) (Omitted) 2. to 4. (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 (2) (No change) (3) Design, research, technology development, product development, production and sales and rental as well as import and export of various industrial machinery, electric and electronic apparatus and instruments (4) to (11) (No change) (12) Creation of various design drawings and creation of information models of buildings, civil engineering structures, and so forth (13) Survey and diagnosis, and verification and examination of various structures and related facilities (14) Planning, survey, measurement, design, building work, supervision and consulting in relation to construction projects (15) Planning, providing of technology and related support services for various businesses that use information and communication technology (16) Planning, implementation, operation and sales of training for technology acquisition for the businesses stated in items (12) through (15) (17) Commissioned and contracted services and provision of technology and technical capabilities for the businesses stated in items (3) through (16) (18) (No change) (Deleted) (Deleted) (Deleted) (19) to (25) (No change) (26) Internet connection services (27) Sale, lease and rental of communication equipment and agent for communication line services (28) to (43) (No change) 2. to 4. (No change)

Third proposal: Election of Eight (8) Directors

The terms of office will expire for all eight (8) Directors at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of eight (8) Directors.

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, 2018
1	Yasuji Nishio	Representative Director, President and CEO	Reappointment	14/14 meetings (100%)
2	Hiroshi Sato	Director (in charge of Management) and CFO	Reappointment	14/14 meetings (100%)
3	Gaku Shimaoka	Director (in charge of Business)	Reappointment	14/14 meetings (100%)
4	Koichiro Asai	Director (in charge of Business)	Reappointment	14/14 meetings (100%)
5	Takeshi Yagi	Director (in charge of HR and General Affairs)	Reappointment	14/14 meetings (100%)
6	Tsunehiro Watabe	Director	Reappointment/ Outside/ Independent	14/14 meetings (100%)
7	Kazuhiko Yamada	Director	Reappointment/ Outside/ Independent	14/14 meetings (100%)
8	Harumi Sakamoto	Director	Reappointment/ Outside/ Independent	14/14 meetings (100%)

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



Number of shares of the Company held
(As of June 30, 2018)
33,831 shares

Term of office as Director
6 years and 5 months

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2018
14/14 meetings (100%)

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 Controller 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.

Reasons for nomination as a Director candidate

Mr. Yasuji Nishio has worked in managerial positions in banking and various other industries. Subsequent to that, he served as Chief Financial Officer of the Company. Since his appointment as the Company's Representative Director, President and CEO in July 2013, he has been involved in guiding and overseeing overall management, and he has accumulated extensive experience and wide-ranging insight into the Group's businesses and corporate management. In addition, he has been involved in promoting integration of Group operations, developing the managerial framework and otherwise bringing about continuous improvement in earnings results. He has also contributed to the strengthening of the decision-making and oversight functions of the Company's Board of Directors, in acting as its chairperson. Mr. Yasuji Nishio has been selected as a candidate for another term as Director because the Company expects that he will demonstrate outstanding leadership and managerial competency, in light of the fact that he possesses the character and insight suitable for being a member of the top management of the Company.

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

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



Number of shares of the Company held
(As of June 30, 2018)
16,090 shares

Term of office as Director
4 years and 7 months

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2018
14/14 meetings (100%)

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

Mr. Hiroshi Sato has previously served as Chief Financial Officer of a major manufacturing group company listed on the stock exchange. Since February 2014, he has been serving concurrently as a Director (in charge of Management) and CFO of the Company, taking charge of the respective operations of departments in the realms of finance, accounting, management planning, business management, communication and IR, and information systems, all fields in which he has extensive experience. He has achieved results with respect to corporate acquisitions and capital policy, and has also contributed to the strengthening of the decision-making function of the Board of Directors. Mr. Hiroshi Sato has been selected as a candidate for another term as Director because the Company expects that, as a Director, he will play a satisfactory role not only in the execution of business but also in deciding important matters involving the Group, in light of the fact that he possesses the character and insight suitable to serve as a member of the Company's management team.

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

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



Number of shares of the Company held
(As of June 30, 2018)
30,490 shares

Term of office as Director
4 years and 7 months

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2018
14/14 meetings (100%)

Career summary, positions and responsibilities at the Company

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.

Reasons for nomination as a Director candidate

Mr. Gaku Shimaoka has been involved in the human resources services business over many years, and is thus intimately familiar with industry and customer trends, as well as possessing extensive experience of the Group's business operations. Since February 2014, he has been serving as a Director (in charge of Business) of the Company, and in particular has helped drive the growth of the Group by promoting the shift to higher added value engineers in the departments of which he is in charge, as well as contributing to the strengthening of the decision-making function of the Board of Directors. Mr. Gaku Shimaoka has been selected as a candidate for another term as Director because the Company expects that, as a Director, he will play a satisfactory role not only in the execution of business but also in deciding important matters involving the Group, in light of the fact that he possesses the character and insight suitable to serve as a member of the Company's management team.

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

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



Number of shares of the Company held
(As of June 30, 2018)
12,490 shares

Term of office as Director
4 years and 7 months

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2018
14/14 meetings (100%)

Career summary, positions and responsibilities at the Company

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.

Reasons for nomination as a Director candidate

Mr. Koichiro Asai has been involved in the human resources services business over many years, and is thus intimately familiar with industry and customer trends, as well as possessing extensive experience of the Group's business operations. Since February 2014, he has been serving as a Director (in charge of Business) of the Company, and in particular has helped drive the growth of the Group by achieving a remarkable increase in the number of engineers operating in the departments of which he is in charge, as well as contributing to the strengthening of the decision-making function of the Board of Directors. Mr. Koichiro Asai has been selected as a candidate for another term as Director because the Company expects that, as a Director, he will play a satisfactory role not only in the execution of business but also in deciding important matters involving the Group, in light of the fact that he possesses the character and insight suitable to serve as a member of the Company's management team.

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

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



Number of shares of the Company held
(As of June 30, 2018)
7,690 shares

Term of office as Director
4 years and 2 months

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2018
14/14 meetings (100%)

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.

Reasons for nomination as a Director candidate

Mr. Takeshi Yagi has long been involved with the banking industry in the field of human resources. Since July 2014, he has been serving as a Director (in charge of HR and General Affairs) of the Company, taking charge of the HR, human resources development and general affairs departments, all fields in which he has extensive experience. He has achieved results with respect to developing a Group-wide managerial framework, strengthening corporate governance practices, and introducing personnel systems and other initiatives, and has also contributed to the strengthening of the decision-making function of the Board of Directors. Mr. Takeshi Yagi has been selected as a candidate for another term as Director because the Company expects that, as a Director, he will play a satisfactory role not only in the execution of business but also in deciding important matters involving the Group, in light of the fact that he possesses the character and insight suitable to serve as a member of the Company's management team.

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

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



Number of shares of the Company held
(As of June 30, 2018)
0 shares

Term of office as Director
6 years and 5 months

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2018
14/14 meetings (100%)

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
June 2011	Outside Audit & Supervisory Board Member, D.A. Consortium Inc.
April 2012	Director, TechnoPro Holdings, Inc. (at present)
June 2015	Outside Director, D.A. Consortium Inc.

Significant concurrent positions

Chief Advisor, Credit Suisse Securities (Japan) Limited

Member of Board of Trustees, Japan Economic Foundation

Reasons for nomination as an Outside Director candidate

Mr. Tsunehiro Watabe has knowledge backed by his extensive experience and expansive network of contacts developed as an officer of banks, foreign-affiliated financial institutions, and other corporations. Since his appointment as Outside Director of the Company in April 2012, Mr. Tsunehiro Watabe has actively provided opinions and advice on the overall management of the Group at meetings of the Board of Directors and has also provided proper oversight by objectively assessing business matters affecting the Company. 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.

(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 six (6) 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 15 and 16). 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



Number of shares of the Company held
(As of June 30, 2018)
0 shares

Term of office as Director
3 years

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2018
14/14 meetings (100%)

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 provided opinions and advice particularly with respect to strengthening corporate governance practices at meetings of the Board of Directors and has also provided proper oversight by objectively assessing business matters affecting the Company. 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.

(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 three (3) years 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 15 and 16). 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	Reappointment/Outside/Independent
8		Date of birth: April 10, 1938



Number of shares of the Company held
(As of June 30, 2018)
0 shares

Term of office as Director
2 years

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2018
14/14 meetings (100%)

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
September 2016	Director, TechnoPro Holdings, Inc. (at present)

Significant concurrent positions

None

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. Since her appointment as Outside Director of the Company in September 2016, Ms. Harumi Sakamoto has actively provided opinions and advice on the overall management of the Group at meetings of the Board of Directors and has also provided proper oversight by objectively assessing business matters affecting the Company. Ms. Harumi Sakamoto has been selected as a candidate for Independent Outside Director so that the Company can further draw on her insight with the aim of further heightening its 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. Her term of office as Outside Director is two (2) years at the conclusion of this Annual General Meeting of Shareholders. 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 15 and 16). The Company has registered Ms. Harumi Sakamoto as an Independent Officer with Tokyo Stock Exchange, Inc. and intends to provide notification of her continued position as Independent Officer if this proposal for her reappointment gains approval.
3. Ms. Harumi Sakamoto and the Company have entered 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. The Company intends to retain the aforementioned agreement with her for limitation of liability if this proposal for her reappointment gains approval.
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 served as Outside Director until June 2018. In September of the same year, the Ministry of Land, Infrastructure, Transport and Tourism noted that fraudulent acts had also been performed with regard to the internal testing carried out within said company for the purpose of re-validating the fuel consumption figures of the vehicles involved in said fraudulent acts. Furthermore, in January 2017, the Consumer Affairs Agency noted that acts that violated the Act Against Unjustifiable Premiums and Misleading Representations had taken place with regard to the display in catalogs, etc. of vehicles of said company involved in the fraudulent acts related to fuel consumption testing, and issued a cease and desist order in addition to an order to pay surcharges. Ms. Harumi Sakamoto had been unaware of any of these 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 provided guidance to Mitsubishi Motors Corporation on conducting thorough investigations and preventing recurrence of such incidents.

Fourth proposal: Election of One (1) Audit & Supervisory Board Member

The term of office of Mr. Tatsuhisa Nagao will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member. The Audit & Supervisory Board consented to the proposal of this resolution.

The candidate for Audit & Supervisory Board Member is as follows:

Tatsuhisa Nagao	Reappointment/Outside/Independent Date of birth: September 23, 1950



Number of shares of the Company held
(As of June 30, 2018)
4,400 shares

Term of office as Audit & Supervisory Board Member
4 years

Rate of attendance in meetings of the Board of Directors for the fiscal year ended June 30, 2018
14/14 meetings (100%)

Rate of attendance in meetings of the Audit & Supervisory Board for the fiscal year ended June 30, 2018
16/16 meetings (100%)

Career summary and positions at the Company

April 1974	Joined The Industrial Bank of Japan, Limited (current Mizuho Bank, Ltd.)
June 2000	Yokohama Branch Manager, ditto
April 2004	Administrative Officer and General Manager of Home Appliance & Refurbishment Department, Hitachi Capital Corporation
April 2005	Senior Administrative Officer and General Manager of Tohoku Regional Head Office, ditto
June 2006	Audit & Supervisory Board Member, Hitachi Capital Securities Co., Ltd.
April 2010	Audit & Supervisory Board Member, Hitachi Capital Auto Lease Corporation
September 2014	Audit & Supervisory Board Member, TechnoPro Holdings, Inc. (at present)
August 2015	Audit & Supervisory Board Member, TechnoPro, Inc. (at present)

Significant concurrent positions

Audit & Supervisory Board Member, TechnoPro, Inc.
Audit & Supervisory Board Member, TechnoPro Construction, Inc.

Reasons for nomination as an Outside Audit & Supervisory Board Member candidate

Mr. Tatsuhisa Nagao possesses wide-ranging knowledge of financing, as well as extensive experience as a standing audit & supervisory board member of major corporate groups. Mr. Tatsuhisa Nagao has been selected as a candidate for Independent Outside Audit & Supervisory Board Member because the Company expects that he will provide oversight, auditing and advice from an objective perspective.

(Notes) 1. There is no conflict of interest between Mr. Tatsuhisa Nagao and the Company.
2. Mr. Tatsuhisa Nagao is a candidate for Outside Audit & Supervisory Board Member. His term of office as Audit & Supervisory Board Member is four (4) years 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 15 and 16). The Company has registered Mr. Tatsuhisa Nagao 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. Tatsuhisa Nagao 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.

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>
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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/