July 1, 2020

To Whom It May Concern,

Corporate Name: TechnoPro Holdings, Inc.
(Code:6028, TSE First Section)
Representative: Yasuji Nishio, President, Representative Director & CEO
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TechnoPro Group Partially Revises Corporate Governance Guidelines and Enacts Anti-Bribery Guidelines

At meetings held on April 28 and June 30, 2020, the TechoPro Holdings board of directors resolved to revise a portion of the TechnoPro Group Corporate Governance Guidelines and enacted the TechnoPro Group Anti-Bribery Guidelines as of July 1, 2020.

1. Partial Revision of the TechnoPro Group Corporate Governance Guidelines

Since being established, the company's Nomination and Compensation Committee has ensured independence and objectivity through a membership consisting of a majority of independent outside directors and independent outside Audit & Supervisory Board members, and a committee chair who is also an independent outside director or independent outside Audit & Supervisory Board member. TechnoPro Holdings has recently advanced the TechnoPro Group Corporate Governance Guidelines as follows, revising the rules regarding the membership of the Nomination and Compensation Committee to consist entirely of independent outside directors and independent outside Audit & Supervisory Board members, with the objective of further reinforcing the independence and objectivity of the committee.

(Underlined text indicates changed text)

Current	After Revision
Article 20 Nomination and Compensation Committee	Article 20 Nomination and Compensation Committee
1. The Board of Directors has the Nomination and Compensation Committee, an advisory organ on nominations and compensations for the Group Directors, Audit & Supervisory Board Members and Executive Officers, <u>for which the majority would consist</u> of Independent Outside Directors and Independent Outside Audit & Supervisory Board Members, as a way to strengthen objectivity and accountability regarding decisions made on nominations and remunerations for the Group executives.	1. The Board of Directors has the Nomination and Compensation Committee, an advisory organ on nominations and compensations for the Group Directors, Audit & Supervisory Board Members and Executive Officers, <u>which consists entirely</u> of Independent Outside Directors and Independent Outside Audit & Supervisory Board Members, as a way to strengthen objectivity and accountability regarding decisions made on nominations and remunerations for the Group executives.
(Par. 2.3: Omitted)	(Par. 2.3: Omitted, no changes.)

2. Enactment of the TechnoPro Group Anti-Bribery Guidelines

To date, the TechnoPro Group has engaged in the practice of compliance-driven and honest corporate behavior based on the TechnoPro Group Code of Conduct. In response to our greater globalization and stricter enforcement of laws related to bribery and fair competition around the world, we have established the TechnoPro Group Anti-Bribery Guidelines as another measure in engaging in ESG management. These guidelines are applicable to TechnoPro Holdings, as well as all of our subsidiaries in Japan and across the world.

The TechnoPro Group will continue to strive for fair relationships with society and conduct in line with social ethics by promoting an awareness and education of these guidelines for our executives and employees.

More information about the TechnoPro Group Corporate Governance Guidelines and the TechnoPro Group Anti-Bribery Guidelines may be found at our corporate website: https://www.technoproholdings.com/en/

Note
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