Technology to Empower the Future

TECHNOPRO

TechnoPro Group
Strategic Direction Toward Privatization

TechnoPro Holdings, Inc. (code: 6028, TSE)

August 6, 2025

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Announcement Summary

Our timely disclosure document dated August 6, 2025

"Notice of Statement of Opinion in Support of and Neutral Position on the Tender Offer for Shares of the Company by BXJE II Holding KK"

Key Announcements

- **We resolved to express our opinion in support of the tender offer and to take a neutral position and leave to the discretion of each shareholder the decision as to whether our shareholders should tender their shares in the tender offer**
  - ✓ **The tender offer price, 4,870 yen per share, represents a 43.7% premium over the closing share price of ¥3,389 on May 15, 2025, following speculative media report regarding the potential privatization after the market close**
- **We are expected to become a wholly owned subsidiary of the tender offeror (BXJE II Holding KK) and to be delisted by the end of this year as part of our transition to private ownership**
- **The tender offeror is a Japan-based entity under funds managed, advised, or operated by Blackstone, a private equity firm**

Note: Please refer to the timely disclosure document mentioned above for further details.
In connection with this matter, we have also released today the following announcements:

- *Notice Regarding Revision to Year-End Dividend Forecast (No Dividend)*
- *Notice Regarding Early Completion of Medium-Term Management Plan and Abolition of Performance-Based Restricted Stock Compensation Plan*

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Strategic Reasons Behind Privatization

- External Environment -

Threats to the engineering professional services business

Tight supply in Japan's engineering talent market

Rapid Advancement of AI and Digitalization

- Growth Strategy -

Bold upfront investment shall be imperative to turn threats into opportunities and drive medium- to long-term growth

- ✓ **Supporting engineers' careers and further improving their treatment**
- ✓ **Innovating service models to create value and differentiate uniquely**

- **Under a listed status, facing short-term earnings pressures from the shareholders, we have certain limitations in responding promptly to unexpected external changes**
- **There is a need to boldly accelerate proactive structural reforms by leveraging the resources and capabilities of the best partner, rather than adhering to a standalone management approach**

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Purpose of Privatization

Maximize medium- to long-term enterprise value by addressing key management challenges with the best partner

Mgt. Challenges	Growth Opportunities	Initiatives with the Partner		
Expansion of the Solutions Business	✓ Solid foundation of engineers across diverse technological domains ✓ Significant potential to raise unit sales prices	High value-added organization M&A, alliances	Redefinition of the business model through AI integration	Further investment in human capital
Resolution of supply constraints	✓ Strong capabilities in talent development ✓ Opportunities for streamlining and differentiation with AI	Enhanced training functions Offshoring initiatives		
Promotion of IT and digital transformation	✓ Enabling high utilization and growth driven by on-site capabilities ✓ Viable group-wide optimization, including best practice sharing	Bold investment in digital transformation to improve operational productivity		

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Path to Realization

Based on principles agreed upon with the best partner, we will take a full swing towards robust growth and achieve the transformation of our growth mode

TechnoPro First

- **Putting TechnoPro at the Center**
  - ✓ **Realize the TechnoPro Group Purpose "Driving the Power of Technology and Talent to Co-create Value Together with our Customers" in a more advanced way**

Prioritizing Business Growth

- **Full Support for Bold Investment to Maximize Growth**
  - ✓ **¥100+ billion allocated for M&A, ¥10 billion+ allocated for AI and digital investments**
  - ✓ **Capitalizing on the partner's human resources and network**

Partnership Philosophy

- **Becoming a Company Where Employees and Clients Want to Work Together**
  - ✓ **Incentive plans**
  - ✓ **Nurturing environment for talent development**
  - ✓ **Honing technological value proposition to clients**

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Strategic Partner

Concluded that a strong partnership with Blackstone, one of the world's largest PE firms, shall represent the optimal strategic choice from the perspectives of ensuring sustainable growth and enhancing mid- to long-term enterprise value

Blackstone

- **One of the world's largest alternative asset manager**
  - ✓ **About ¥176 trillion in AUM**
  - ✓ **For Private Equity, about ¥56 trillion in AUM across 250+ portfolio companies worldwide**
- **Listed on NYSE and included in the S&P 500 Index**
  - ✓ **Market cap of about ¥27 trillion**

Note: As of June 30, 2025 ¥145 per USD

Extensive track record in supporting growth through AI and digital transformation, both globally and in Japan

Sony Payment Services　infocom　I'ROM GROUP

CMIC　Alinamin　AYUMI

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