



August 21, 2015

To whom it may concern:

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

Announcement of Partial Amendments to the Articles of Incorporation

TechnoPro Holdings (the "Company") has announced that, at the Meeting of the Board of Directors held on August 21, 2015, it resolved to propose partial amendments to its Articles of Incorporation (the "Articles of Incorporation") at its 10th Ordinary General Meeting of Shareholders scheduled to be held on September 29, 2015, as described below.

1. Reason for Amendments

- (1) Amendment of Article 2 (Purposes) of the current Articles of Incorporation is proposed on this occasion in order to clarify business objectives in response to having specified "technical human resource services" as a business domain of the Company Group in the "Growth 1000" mid-term management plan released in August 2015.
- (2) Under the "Act for Partial Revision of the Companies Act" (Act No. 90 of 2014) enacted on May 1, 2015, a company may now enter into a limited liability agreement with directors who are not executive directors, etc. and with audit & supervisory board members who are not outside audit & supervisory board members. Accordingly, partial amendments of Paragraph 2 of Article 28 (Exemption from Liability of Directors) and Paragraph 2 of Article 39 (Exemption from Liability of Audit & Supervisory Board Members) of the current Articles of Incorporation are proposed in order to enable such Directors and Audit & Supervisory Board members to fully perform the duties expected of them.
Each Audit & Supervisory Board Member has given consent for amending Paragraph 2 of Article 28 (Exemption from Liability of Directors) of the current Articles of Incorporation.
- (3) Amendment is proposed of fundamental provisions with respect to Paragraph 1 of Article 20 (Substitute Directors) and Paragraph 1 of Article 31 (Substitute Audit & Supervisory Board Members) of the current Articles of Incorporation, in accordance with the "Act for Partial Revision of the Companies Act" (Act No. 90 of 2014) enacted on May 1, 2015.

2. Details

The details of the amendments are as per the attachment.

3. Schedule for Amendments

Date of Ordinary General Meeting of Shareholders: September 29, 2015 (Planned)
Effective Date: September 29, 2015 (Planned)

Note on translation

This is a translation of the original Japanese document and is provided for informational purposes only. If there are any discrepancies between this and the original, the original Japanese document prevails.

(Attachment)

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendments
<p>Article 2. (Purposes) The purposes of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none">1. to 2. (Omitted)3. <u>Consulting services related to business management, real estate and human resources</u>4. <u>Advertising and promotion business</u>5. Any business incidental or relating to any of the preceding paragraphs <p>Article 20. (Substitute Directors)</p> <ol style="list-style-type: none">1. The Company may elect substitute Directors prescribed in Article 329(2) of the Companies Act.2. to 3. (Omitted) <p>Article 28. (Exemption from Liability of Directors)</p> <ol style="list-style-type: none">1. (Omitted)2. The Company may enter into agreements with <u>Outside Directors</u> to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the liability for damages of such <u>Outside Directors</u> under Article 423(1) of the Companies Act shall be limited; provided, however, that the maximum amount of liability for damages under such agreements shall be either the amount specified in advance which shall not be less than five million (5,000,000) yen, or the amount prescribed by laws and regulations, whichever is higher. <p>Article 31. (Substitute Audit & Supervisory Board Members)</p> <ol style="list-style-type: none">1. The Company may elect substitute Audit & Supervisory Board Members prescribed in Article 329(2) of the Companies Act.2. to 3. (Omitted) <p>Article 39. (Exemption from Liability of Audit & Supervisory Board Members)</p> <ol style="list-style-type: none">1. (Omitted)2. The Company may enter into agreements with <u>Outside Audit & Supervisory Board Members</u> to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the liability for damages of such <u>Outside Audit & Supervisory Board Members</u> under Article 423(1) of the Companies Act shall be limited; provided, however, that the maximum amount of liability for damages under such agreements shall be either the amount specified in advance which shall not be less than five million (5,000,000) yen, or the amount prescribed by laws and regulations, whichever is higher.	<p>Article 2. (Purposes) The purposes of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none">1. to 2. (No change)(Deleted)(Deleted)3. Any business incidental or relating to any of the preceding paragraphs <p>Article 20. (Substitute Directors)</p> <ol style="list-style-type: none">1. The Company may elect substitute Directors prescribed in Article 329(3) of the Companies Act.2. to 3. (No change) <p>Article 28. (Exemption from Liability of Directors)</p> <ol style="list-style-type: none">1. (No change)2. The Company may enter into agreements with <u>Directors (excluding those who are Executive Directors, etc.)</u> to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the liability for damages of such <u>Directors</u> under Article 423(1) of the Companies Act shall be limited; provided, however, that the maximum amount of liability for damages under such agreements shall be either the amount specified in advance which shall not be less than five million (5,000,000) yen, or the amount prescribed by laws and regulations, whichever is higher. <p>Article 31. (Substitute Audit & Supervisory Board Members)</p> <ol style="list-style-type: none">1. The Company may elect substitute Audit & Supervisory Board Members prescribed in Article 329(3) of the Companies Act.2. to 3. (No change) <p>Article 39. (Exemption from Liability of Audit & Supervisory Board Members)</p> <ol style="list-style-type: none">1. (No change)2. The Company may enter into agreements with <u>Audit & Supervisory Board Members</u> to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the liability for damages of such <u>Audit & Supervisory Board Members</u> under Article 423(1) of the Companies Act shall be limited; provided, however, that the maximum amount of liability for damages under such agreements shall be either the amount specified in advance which shall not be less than five million (5,000,000) yen, or the amount prescribed by laws and regulations, whichever is higher.