

(TRANSLATION)

Articles of Incorporation

(As amended on September 28, 2017)

TechnoPro Holdings, Inc.

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(Translation)

Articles of Incorporation of TechnoPro Holdings, Inc.

Chapter I General Provisions

Article 1. (Trade Name)

The trade name of the Company shall be *TechnoPro Holdings Kabushiki Kaisha* and shall be written in English as TechnoPro Holdings, Inc.

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) Worker dispatching undertakings
 - (2) Charged employment placement business
 - (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) Automotive manufacturing as well as manufacturing and inspection of automotive parts and accessories
 - (5) Maintenance, inspection, installation and repair of various facilities, machinery and equipment
 - (6) Planning, design, software application development, sales, evaluation and maintenance for information processing related systems
 - (7) Development, design, manufacturing, sales, wholesale and import and export of computers and associated peripheral and related equipment
 - (8) Planning, estimation, design and development for electric power/energy generation plants, petrochemical plants and environmental plants, as well as associated support services
 - (9) Research and development on chemical and biological technologies, as well as associated support services
 - (10) Research and development, including clinical development, of pharmaceuticals and medical devices, as well as associated support services
 - (11) Research and development on energies
 - (12) Commissioned and contracted services and provision of technology and technical capabilities for the businesses stated in items (3) through (11)
 - (13) Buying and selling, and licensing and permitting use of industrial property rights including copyrights and patent rights, and other intellectual property rights, etc.
 - (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) Contracted services and consulting services related to personnel recruitment activities
 - (18) Educational training and consulting services related to outplacement support
 - (19) Consulting services related to personnel evaluation and educational training
 - (20) Collection, analysis, provision, sale and consulting services related to various kinds of information involving technology, marketing, market entry, products and management
 - (21) Acting as intermediary and providing guidance related to investments and entry by domestic and foreign companies in overseas and Japanese markets, and management consulting services
 - (22) Surveys, research, education, various other services and consulting services related to computers and information processing
 - (23) Commissioned services related to computer-based calculation
 - (24) Market research, reference material preparation and information provision related to job offers and applications, and personnel and labor matters
 - (25) Outsourcing services for planning, production and delivery of printed materials including corporate brochures, recruitment brochures, recruitment publications and direct mails
 - (26) Conducting of training sessions for development of professional competence and abilities of human resources
 - (27) Business process outsourcing services related to payroll
 - (28) Contracted services and consulting services related to personnel and labor matters
 - (29) Business related to planning and development of new products as well as sales research thereof
 - (30) Posting and sales of job offer advertisement
 - (31) Planning and production of websites
 - (32) Advertising agency business
 - (33) Education, guidance and training, and provision of educational materials for information processing
 - (34) Education, guidance and training, and provision of educational materials for computer design support and software application development, etc.
 - (35) Operation of schools and lecture courses for various qualifying examinations and learning skills
 - (36) Planning and implementation of examinations for various qualifying examinations and learning skills
 - (37) Management of language schools and language translation and interpretation
 - (38) Introduction of destinations for study in Japan and overseas to Japanese and foreign students, and proxy execution of admission procedure
 - (39) Any business incidental or relating to any of the preceding items
2. Businesses set forth in any of the items of the preceding paragraph
 3. The business of providing shared services related to businesses listed below to subsidiaries and associates
 - (1) Planning and designing of business management
 - (2) Development, maintenance and operation of brand on the web

- (3) Business aiming to improve their popularity
 - (4) Support services related to accounting, finance, personnel affairs, legal affairs, tax affairs, labor affairs, compliance, internal control and asset management
 - (5) Educational training for development of professional competence and abilities of human resources
 - (6) Any business incidental or relating to any of the preceding items
4. Any business incidental or relating to any of the preceding paragraphs

Article 3. (Location of Head Office)

The Company shall have its head office in Minato-ku, Tokyo.

Article 4. (Organs)

The Company shall have the following organs in addition to General Meetings of Shareholders and Directors.

- (1) Board of Directors
- (2) Audit & Supervisory Board Members
- (3) Audit & Supervisory Board
- (4) Accounting Auditor

Article 5. (Method of Public Notices)

The method of public notices by the Company shall be electronic public notices; provided, however, that if the Company is unable to give a public notice by electronic means due to an accident or any other unavoidable reason, it shall publicize the notice in the Nikkei (*Nihon Keizai Shimbun*) newspaper.

Chapter II

Shares

Article 6. (Total Number of Shares Authorized to Be Issued)

The total number of shares authorized to be issued by the Company shall be one hundred thirty six million two hundred and ninety six thousand (136,296,000).

Article 7. (Number of Shares per Share Unit)

The number of shares constituting one (1) unit of shares of the Company shall be one hundred (100).

Article 8. (Rights with Respect to Shares Less than One Unit)

Shareholders of the Company may not exercise rights other than the following rights with respect to shares less than one (1) unit:

- (1) Rights set forth in the items of Article 189(2) of the Companies Act;
- (2) Right to make a demand pursuant to the provisions of Article 166(1) of the Companies Act; and

- (3) Right to receive an allotment of shares for subscription, and an allotment of subscription warrants in accordance with the number of shares held by the shareholder.

Article 9. (Share Handling Regulations)

Handling and fees relating to the shares of the Company shall be governed by the Share Handling Regulations to be established as necessary by the Board of Directors, in addition to laws and regulations or these Articles of Incorporation.

Article 10. (Shareholder Register Administrator)

1. The Company shall have a shareholder register administrator.
2. The shareholder register administrator and the location of its share handling business shall be determined by resolution of the Board of Directors.
3. The administration of the shareholder register and the subscription warrant register of the Company, including preparation and keeping of the shareholder register and the subscription warrant register, shall be entrusted with the shareholder register administrator, and shall not be handled by the Company.

Chapter III

General Meetings of Shareholders

Article 11. (Convocation)

An Annual General Meeting of Shareholders of the Company shall be convened in September each year, and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary.

Article 12. (Record Date for Annual General Meeting of Shareholders)

The record date for voting rights at an Annual General Meeting of Shareholders of the Company shall be June 30 of each year.

Article 13. (Convener and Chair)

A General Meeting of Shareholders of the Company shall, unless otherwise provided for in laws and regulations, be convened and chaired by a Representative Director; provided, however, that in cases where the Representative Director is unable to so act or there is a vacancy in the office or in cases where there are two (2) or more Representative Directors, one of other Directors in the order predetermined by the Board of Directors shall convene and chair the General Meeting of Shareholders.

Article 14. (Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, etc.)

The Company may, when convening a General Meeting of Shareholders, by disclosing the information related to the matters to be stated or displayed in reference documents for General Meeting of Shareholders, business reports, financial statements and consolidated financial statements through the Internet pursuant to the provisions of the applicable Ordinance of the Ministry of Justice, deem that it has provided the same to the shareholders.

Article 15. (Resolutions)

1. Unless otherwise provided for in laws and regulations or these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be made by a majority of the voting rights of the shareholders who are present at the meeting and entitled to exercise their voting rights.
2. Resolutions under Article 309(2) of the Companies Act shall be made by two thirds (2/3) or more of the voting rights of the shareholders present at the meeting where the shareholders holding one third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.

Article 16. (Exercise of Voting Rights by Proxy)

1. A shareholder may exercise his or her voting rights by one (1) proxy who is also a shareholder having voting rights in the Company.
2. The proxy in the preceding paragraph shall be required to submit to the Company a document certifying the authority of proxy at each General Meeting of Shareholders.

Article 17. (Minutes of General Meetings of Shareholders)

A summary and results of business of General Meetings of Shareholders, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, which shall be retained in the Head Office.

Chapter IV

Directors and Board of Directors

Article 18. (Number of Directors)

The Company shall have not less than three (3) but not more than twenty (20) Directors.

Article 19. (Election of Directors)

1. Directors of the Company shall be elected by resolution adopted by a majority of the voting rights of the shareholders present at a General Meeting of Shareholders where the shareholders holding one third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.
2. Cumulative voting shall not be used to elect Directors of the Company.

Article 20. (Substitute Directors)

1. The Company may elect substitute Directors prescribed in Article 329(3) of the Companies Act.
2. The effective term of the resolution pertaining to the election of substitute Directors in the preceding paragraph shall expire at the commencement of the first Annual General Meeting of Shareholders to be held after such resolution; provided, however, that this shall not preclude shortening the term by resolution of a General Meeting of Shareholders.
3. The provisions of Article 19.1 shall apply mutatis mutandis to the quorum for a resolution for electing substitute Directors.

Article 21. (Terms of Office of Directors)

1. Terms of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year which ends within one (1) year from the time of their election.
2. The term of office of a Director who is elected to fill a vacancy or to increase the number of Directors shall expire when the term of office of Directors incumbent at the time of his/her election expire.

Article 22. (Representative Directors, etc.)

1. One or more Representative Directors shall be appointed by resolution of the Board of Directors.
2. The Board of Directors may, by its resolution, appoint Directors as Chairman of the Board, President, Senior Managing Director, Managing Director, CEO, COO, CFO or other titles.

Article 23. (Board of Directors)

1. A meeting of the Board of Directors shall, unless otherwise provided for in laws and regulations, be convened and chaired by a Representative Director; provided, however, that in cases where the Representative Director is unable to so act or there is a vacancy in the office or in cases where there are two (2) or more Representative Directors, one of other Directors in the order predetermined by the Board of Directors shall convene and chair the meeting of the Board of Directors.
2. Notice of a meeting of the Board of Directors shall be dispatched to each Director and each Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting; provided, however, that in case of emergency, such period of notice may be shortened.
3. A meeting of the Board of Directors may be held without the procedures of convening if the consent of all Directors and Audit & Supervisory Board Members is obtained.

Article 24. (Method of Resolutions of Board of Directors)

1. Resolutions of the Board of Directors shall be made by a majority of the Directors present at the meeting of the Board of Directors where a majority of the Directors entitled to participate in the vote are present.
2. The Company shall, in cases where the requirements prescribed in Article 370 of the Companies Act are satisfied, for matters which are the purpose of resolution of the Board of Directors, deem that the resolution of the Board of Directors to approve such matters has been made.

Article 25. (Minutes of Meetings of Board of Directors)

A summary of proceedings and results of business of meetings of the Board of Directors, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of the Directors and Audit & Supervisory Board Members present at the meeting shall be affixed.

Article 26. (Board of Directors Regulations)

Matters pertaining to the Board of Directors shall be governed by the Board of Directors Regulations to be established as necessary by the Board of Directors, in addition to laws and regulations or these Articles of Incorporation.

Article 27. (Remunerations, etc. for Directors)

Directors' financial benefits received from the Company as a consideration for the execution of duties, such as remunerations and bonuses, shall be fixed by resolution of a General Meeting of Shareholders.

Article 28. (Exemption from Liability of Directors)

1. With respect to the liability of Directors (including persons who were Directors) under Article 423(1) of the Companies Act, the Company may, if they have acted in good faith and without gross negligence in performing their duties, exempt them from such liability, within the limit of the amount provided for in laws and regulations, by resolution of the Board of Directors.
2. The Company may enter into agreements with Directors (excluding those who are Executive Directors, etc.) 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 Directors 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.

Chapter V

Audit & Supervisory Board Members and Audit & Supervisory Board

Article 29. (Number of Audit & Supervisory Board Members)

The Company shall have not less than three (3) but not more than five (5) Audit & Supervisory Board Members.

Article 30. (Election of Audit & Supervisory Board Members)

1. Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.

2. Resolutions for the election of Audit & Supervisory Board Members shall be made by a majority of the voting rights of the shareholders present at the meeting where the shareholders holding one third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.

Article 31. (Substitute Audit & Supervisory Board Members)

1. The Company may elect substitute Audit & Supervisory Board Members prescribed in Article 329(3) of the Companies Act.
2. The effective term of the resolution pertaining to the election of substitute Audit & Supervisory Board Members in the preceding paragraph shall expire at the commencement of the Annual General Meeting of Shareholders for the last business year which ends within four (4) years after such resolution.
3. The provisions of Article 30.2 shall apply mutatis mutandis to the quorum for a resolution for electing substitute Audit & Supervisory Board Members.

Article 32. (Terms of Office of Audit & Supervisory Board Members)

1. Terms of office of Audit & Supervisory Board Members shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year which ends within four (4) years from the time of their election.
2. The term of office of an Audit & Supervisory Board Member who is elected to fill a vacancy of an Audit & Supervisory Board Member who retired before expiry of the term of office, shall expire when the term of office of the retired Audit & Supervisory Board Member expires.

Article 33. (Full-time Audit & Supervisory Board Members)

Full-time Audit & Supervisory Board Members shall be appointed by resolution of the Audit & Supervisory Board.

Article 34. (Audit & Supervisory Board)

1. Notice of a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting; provided, however, that in case of emergency, such period of notice may be shortened.
2. A meeting of the Audit & Supervisory Board may be held without the procedures of convening if the consent of all Audit & Supervisory Board Members is obtained.

Article 35. (Method of Resolutions of Audit & Supervisory Board)

Resolutions of the Audit & Supervisory Board shall, unless otherwise provided for in laws and regulations, be made by a majority of the Audit & Supervisory Board Members.

Article 36. (Minutes of Meetings of Audit & Supervisory Board)

A summary of proceedings and results of business of meetings of the Audit & Supervisory Board, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of Audit & Supervisory Board Members present at the meeting shall be affixed.

Article 37. (Audit & Supervisory Board Regulations)

Matters pertaining to the Audit & Supervisory Board shall be governed by the Audit & Supervisory Board Regulations to be established by the Audit & Supervisory Board, in addition to laws and regulations or these Articles of Incorporation.

Article 38. (Remunerations, etc. for Audit & Supervisory Board Members)

Audit & Supervisory Board Members' financial benefits received from the Company as a consideration for the execution of duties, such as remunerations and bonuses, shall be fixed by resolution of a General Meeting of Shareholders.

Article 39. (Exemption from Liability of Audit & Supervisory Board Members)

1. With respect to the liability of Audit & Supervisory Board Members (including persons who were Audit & Supervisory Board Members) under Article 423(1) of the Companies Act, the Company may, if they have acted in good faith and without gross negligence in performing their duties, exempt them from such liability, within the limit of the amount provided for in laws and regulations, by resolution of the Board of Directors.
2. The Company may enter into agreements with Audit & Supervisory Board Members 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 Audit & Supervisory Board Members 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.

Chapter VI

Accounting Auditor

Article 40. (Election)

Accounting Auditor shall be elected at a General Meeting of Shareholders.

Article 41. (Term of Office)

1. The term of office of Accounting Auditor shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year which ends within one (1) year from the time of their election.
2. Unless otherwise resolved at the Annual General Meeting of Shareholders in the preceding paragraph, the Accounting Auditor shall be deemed to have been reelected at such Annual General Meeting of Shareholders.

Chapter VII

Accounting

Article 42. (Business Year)

The business year of the Company shall commence on July 1 of each year and end on June 30 of the following year.

Article 43. (Acquisition of Own Shares)

The Company may, by resolution of the Board of Directors, acquire its own shares through market transactions as well as other means pursuant to the provisions of Article 165(2) of the Companies Act.

Article 44. (Record Date for Dividends of Surplus)

1. The record date for the year-end dividends of surplus of the Company shall be June 30 of each year.
2. In addition to the record date in the preceding paragraph, the Company may set another record date for distribution of dividends of surplus.

Article 45. (Record Date for Interim Dividends)

The Company may, by resolution of the Board of Directors, distribute interim dividends, the record date for which shall be December 31 each year.

Article 46. (Period of Limitations for Dividends of Surplus)

1. If any dividends shall remain unreceived after three (3) full years have elapsed from the day of the commencement of the payment period, the Company shall be relieved of its obligation to pay such dividends.
2. No interest shall accrue on dividends of surplus.

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History

Established on July 13, 2006

Amended on March 5, 2012

Amended on April 27, 2012

Amended on June 27, 2012

Amended on August 24, 2012

Amended on September 20, 2013

Amended on February 1, 2014

Amended on May 1, 2014

Amended on July 1, 2014

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