

TechnoPro Holdings, Inc.

Corporate Information (Consolidated edition)





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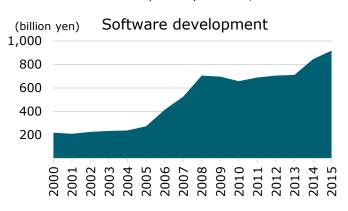


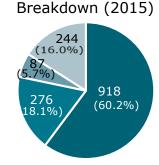
Engineer Staffing Market Overview

- Estimated the whole staffing market size is 5.5 trillion yen. (2015)
 Engineer staffing market size (including manufacturing engineers) is 1.5 trillion yen, about 220,000 people.
- Steady economic growth of this market is forecasted because of the increasing of R&D and Software demand.

1. Transition of engineer staffing market size

Source: TechnoPro estimates based on the data researched by Ministry of Health, Labor and Welfare.

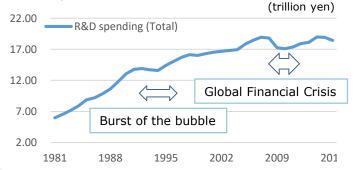




- 10 Software development
- 0708 Manufacturing05 Researcher
- 11 Others

3. Transition of R&D spending in Japan

Source: Ministry of Internal Affairs and Communications statistics Bureau, Survey of Research and Development



2. Forecast of engineer staffing market size

Yano Research Institute gathered information by research



4. R&D spending forecast of major automobile companies in Japan (FY2018.3)

Source: the data of each companies' IR materials

	R&D spending	YoY
Toyota	1,060	2.2%
Honda	740	8.0%
Nissan	525	7.1%
Suzuki	150	14.1%
Mazda	140	10.3%
Subaru	126	10.3%
Mitsubishi Motors	107	20.2%

(billion yen)

Background of Engineer Staffing Market Growth and our strengths – 1. Mid career market

- The turnover ratio in Japan remains around 10% which shows career-change market has a certain scale
- While the life-time employment/seniority wage system firmly remains in Japan, the number of mid-career recruitment by blue-chip companies is limited due to the gap between productivity and salary

1. Turnover ratio in Japan

Source: "Employment Trends Survey", Ministry of Health, Labour and Welfare



2. Senority-Based Wages and Wages based on Work Productivity (Hourly)

Source: "Equity Research Reprinted Report", May 1, 2017, Investment Information Department, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.



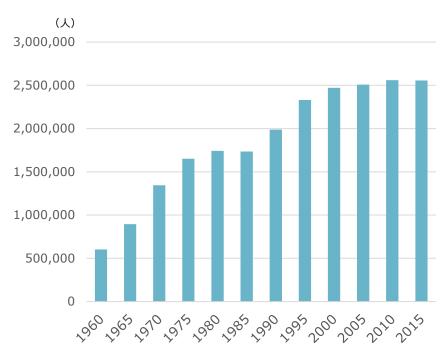


Background of Engineer Staffing Market Growth and our strengths – 2. New grads market

- While the young population is shrinking, the number of university graduates is slightly increasing because of higher university entrance rate.
- New grads tend to focus on blue-chip companies while such companies have limited number of openings for them

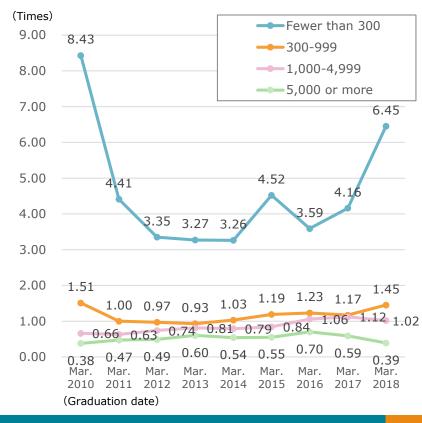
3. No. of university grads

Source: "Handbook of Education and Science statistics", Ministry of Education, Culture, Sports, Science and Technology



4.Job-to Applicants Ratio, by Scale Based on Number of Employees

Source: "34th College Graduates Job Opening Survey", Recruit Works Institute



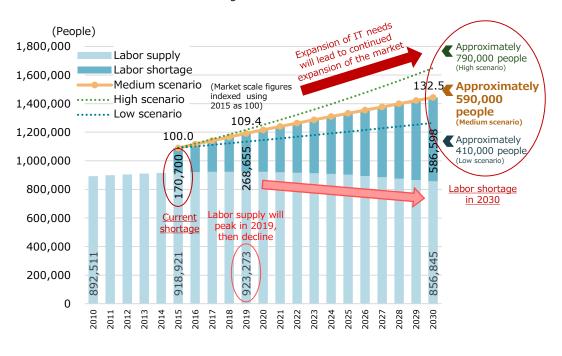


Background of Engineer Staffing Market Growth and our strengths – 3. Growing demand

- IT-related company is highly competitive because of a huge demand-supply mismatch in the IT sector
- Weakening demand for engineers with the spread of AI will be more than offset by the new demand for engineers

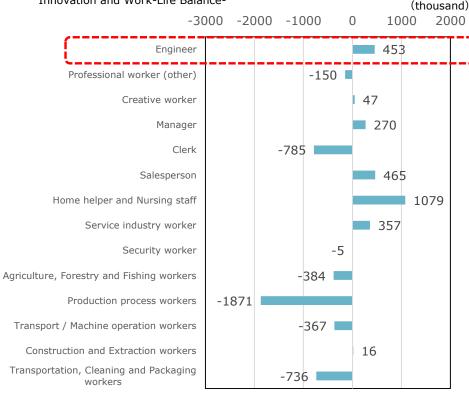
5. IT Staff Shortage Projections

Source: Ministry of Economy, Trade and Industry, Study of Recent Trends and Future Estimates Concerning IT Human Resources



6. Shift in workforce due to progression of AI

Source: Ministry of Health, Labour and Welfare, Labor economy white paper in 2017 "Analysis of Labor Economy - Issues for Promotion of Innovation and Work-Life Balance-"





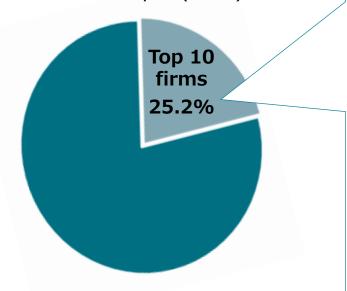
Note: Estimated numbers comparing 2015 and 2030

Engineer Staffing Market

- The top ten firms occupy 25.2% share of the engineer staffing market.
- · Leading two firms have predominant share among the top ten firms.
- TechnoPro Group became number-one in FY2016.

Engineer staffing market

1.5trillion yen (2015)*



^{*} Source: TechnoPro estimates based on the data researched by Ministry of Health, Labor and Welfare.

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Top 10 Firms in the Engineer staffing sector

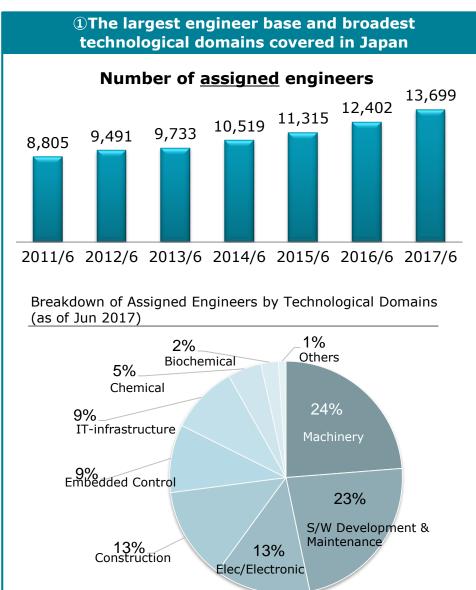
Source: Yano Research Institute, Human Resource Business 2017

Rank	Company Revenue (million yen)		Share**
1	TechnoPro Group (consolidated)	100,095	6.6%
2	Meitec (consolidated)	89,979	5.9%
3	Outsourcing (domestic technologies)	40,182	2.6%
4	Forum Engineering	33,400	2.2%
5	Altech (consolidated)	26,743	1.8%
6	Trust Tech	26,717	1.8%
7	Persol Holdings (engineering)	26,668	1.7%
8	VSN	22,033	1.4%
9	Tamadic	12,742	0.8%
10	Yume Technology	5,805	0.4%
	Top 10 total	384,364	25.2%

^{**} TechnoPro estimates based on the data researched by Yano Research Institute

Corporate Overview The Largest Engineer Staffing Company in Japan*

*14,346 engineers as of June 30th, 2017. full-time employees:89%





3 Strong sales capability creates broad customer base

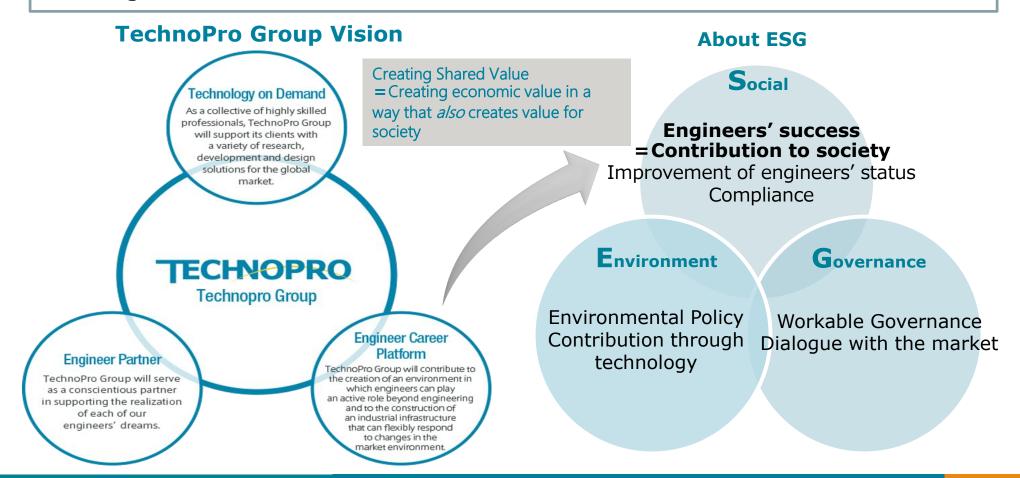
2011/6 2012/6 2013/6 2014/6 2015/6 2016/6 2017/6 * The total of recruited engineers in the Japanese subsidiaries, excluding M&A

1,853 customers as of Jun. 2017

			Sales of JPY 1 tn. or more	Contract period with over 10 years
1	Electronics/SIer	Listed	0	0
2	Electronics/SIer	Listed	0	0
3	Transportation	Listed	0	0
4	Electronics/SIer	Listed	0	0
5	Electronics/SIer	Listed	0	0
6	Transportation	Listed	0	0
7	Transportation	Listed	0	0
8	Construction	Non-listed	0	0
9	Heavy industry	Listed	0	0
10	Electronics	Listed	0	0

Group Vision and ESG

- We have set our Group Vision and shared it with all employees.
- Our mission is to contribute to "Technology-oriented nation Japan" through engineers' success.
- Based on the philosophy of "Creating Shared Value", we focus on contributing to society through our business itself.



Annual Report : Creating Shared Value

Financial Report

- We have published "Annual Report 2017", which describes our core value/management policy, business strategies and CSR activities.
- Based on the philosophy of "Creating Shared Value", we aim to share our societal mission and value creation mechanism with investors.



Contents Reasons why we are required in Japanese society Profile and Business Environment Social problems that we are solving Our unique approaches / Management Policy and Strategy activities to create economic and societal values Creating Value to Achieve Sustainable Growth Growth Strategies and Capital Policies in our new mid-term plan Enhancement of the Management Management foundation on which we continue to create Foundation to Create Value values Creating profits as a result of our

activities

Social -Sustainability-

Compliance

Responsibility as the industry-leader

■ To provide various information for customers for free

To hold the compliance seminars twice a year.

To hold the client seminars twice a year.

To provide dispatch law updates on the client's offices on request.

To provide "Labor Administration NEWS" monthly.

To provide support services for regulatory inspections.

■ Employees compliance education

"Compliance manual with 89 chapter" Weekly compliance tests Annual employees compliance training



■ Checking compliance system

Detailed check of the individual contracts by CSR promotion Div.

Following government inspection, we don't have to amend of labor contracts at all on FY2017. (on average 63.6% in FY2014)

■ Occupational safety and health

5 year plan on how to minimize and cope with mental stress in the work place.

Overtime working control.

Setting up and implementing procedures to reach our target of no accident at the work place. (construction Div.)

Human resource development

Responsibility as an employer

■ Education and training

A leading technical education company has joined us. 61 training centers.

More than 200 courses.

The number of attendances:55,521 annually

■ Career support system

Dedicated career advisers

Self-realization plan(To support career change by engineers desire)

To support acquisition of various qualifications.

To support voluntary engineers' shop.

Subsidy for training materials expenses.

■ Maximize employee satisfaction

Annual survey of employee satisfaction. Subsidy for club activities Information sharing (ex. Company newsletter)

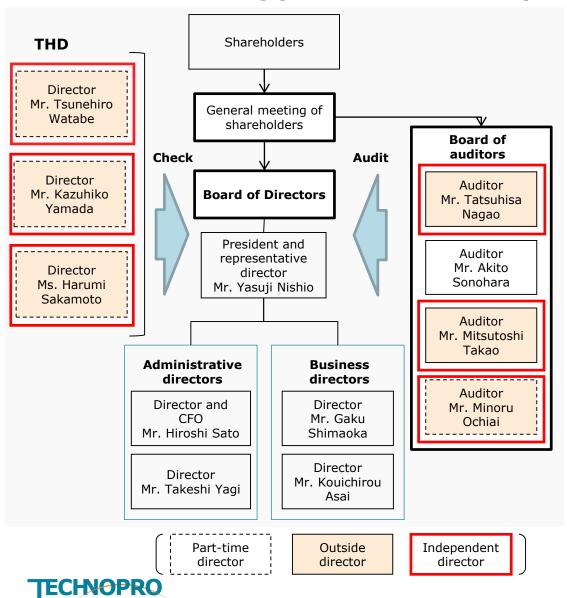
■ Diversity

To employ overseas engineers. Equal opportunity of Men and Women.



Governance -Corporate Governance Structure-

Secure the functioning governance structure by mutual-check system in top management



Secure the management system to follow "Corporate Governance Code"

- Introduced the Corporate Governance Guidelines
- 3 independent outside directors out of 8
 3 independent outside auditors out of 4
- Operates Nomination and Compensation Committee
- Operates Independent Executive Committee

Introduced RS

- Payment Date : October 27, 2017
- Transfer Restriction Period: until October 26, 2020
- Type and Number of Shares to be Issued:

 Common stock 28,532 shares (dilution ratio <0.1)
- Issuance Price : ¥ 5,220 per share
- Total Value of Shares to be issued: ¥ 148,937,040
- Eligible Parties (tentative): TechnoPro Holdings &
 Subsidiary, Directors & Executive Officers

Total: 26 persons

Environment -Environment policy and Disabled Persons' Employment-



Environment Policy

A peaceful and affluent modern society is a natural requirement for a free and fair marketplace in which businesses can carry out their activities and grow. As such, a stable global environment with few natural disasters and rich diversity is essential to the realization of prosperity.

■ <u>Tree planting activity</u> · Reconstruction assistance

Relief fund-raising for Kumamoto earthquake (Nikkei newspaper)

Tree-planting ceremony at "MILLENNIUM HOPE HILLS" in Iwanuma, Miyagi Tree planting "a row of millennium cherry trees" in Onagawa, Miyagi To join volunteer activities for reconstruction in Minami-Souma, Fukushima

■ Environmental consideration

Paper reduction plan. To select energy saving offices.

■ <u>Disabled Persons' Employment</u>

Registered "Tokyo Foundation for Employment Services" as a company which accept disabled people internship.

A public disabled people support center and a public unemployment office organized a study tour on TechnoPro Smile. More than 20 companies joined it.

We opened Yokohama Service Center in December 2017 and start on-demand printing service. We plan to expand not only internal but also external demand.

***We** have kept the hiring rate of disabled people about 2% despite 1000 new employees are joining us every year.

June 2015 : 1.98% June 2016 : 1.99% **June 2017 : 2.21%**

■ Clean-up activities

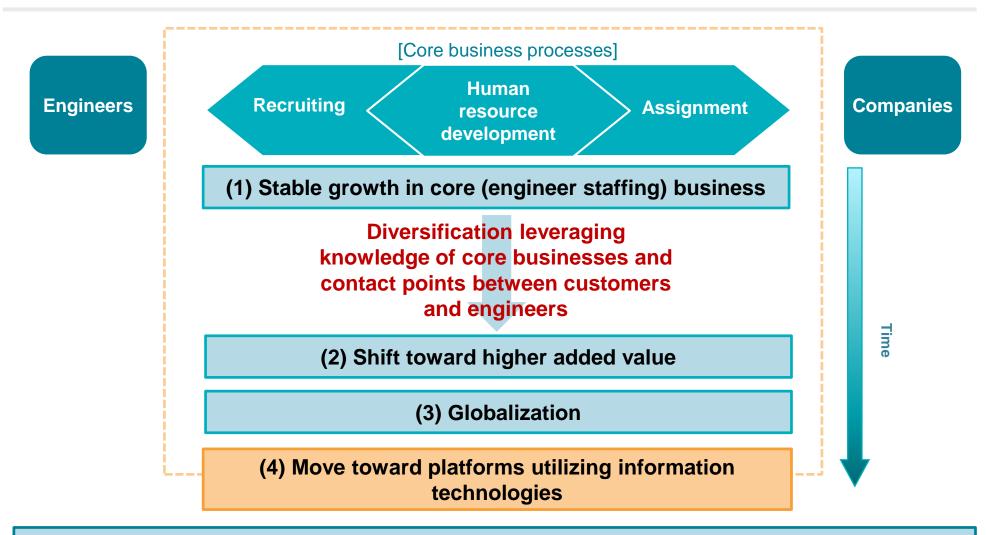
Volunteer activities in Sendai Clean beach in Hakusan, Ishikawa Roppongi Clean up

■ Community activities

Support for bird watching activity (Roppongi Hills MACHI-IKU Project)

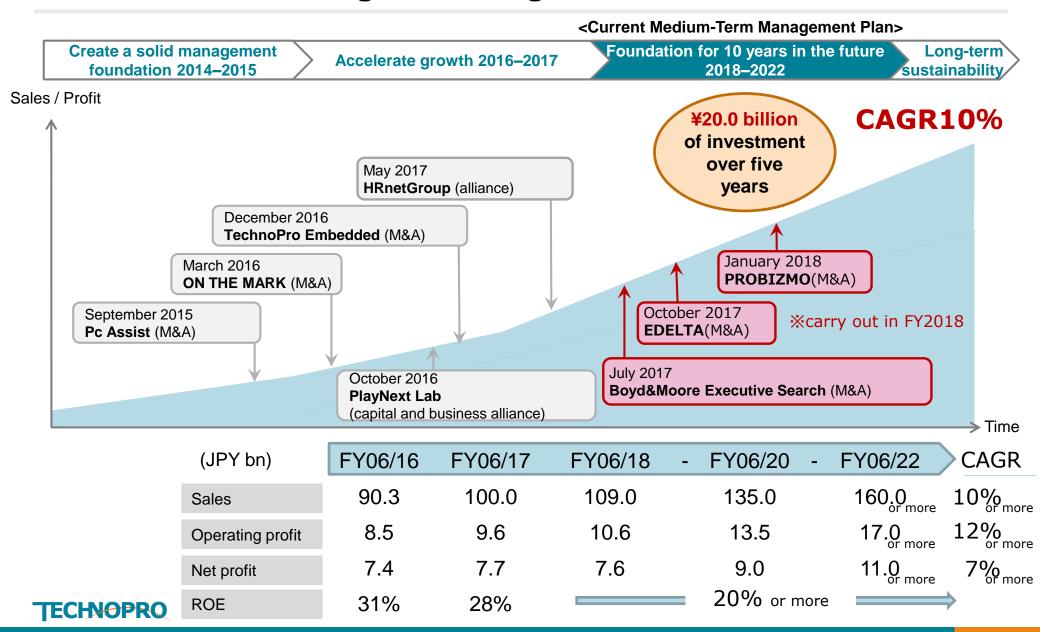


Mid-term Plan: Developing Our Growth Strategy



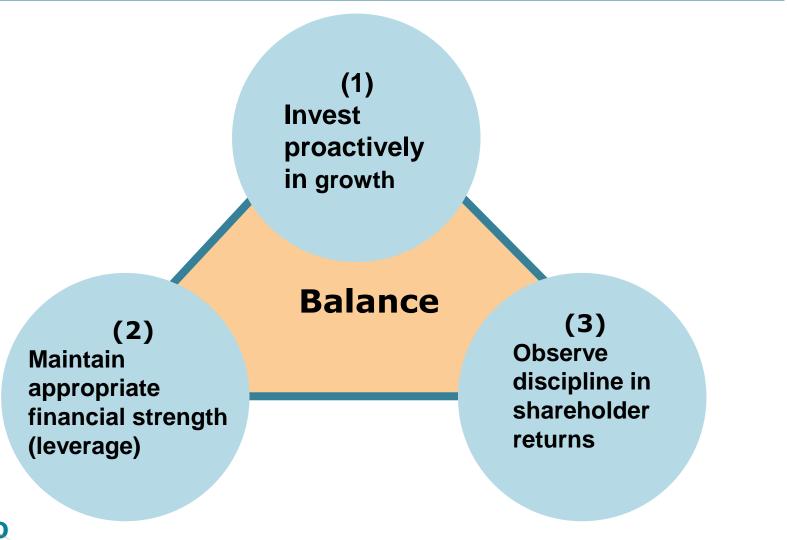
As a method of strategic advancement, pursue aggressive M&A activity (five-year investment budget of ¥20.0 billion)

Mid-term Plan: Management Targets



Capital Policy: Creating Value for the TechnoPro Group over the Medium to Long Term

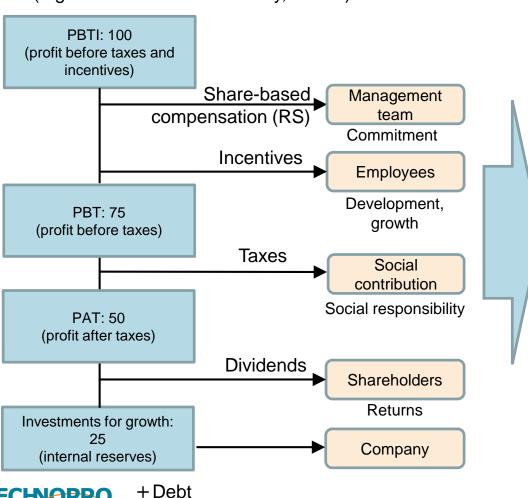
<Fundamental Thinking behind Our Strategic Financing Framework>



Capital Policy: Shareholder Returns

Value Distribution Policy

To achieve sustainable, long-term growth, we share value equally among stakeholders (Figures are for reference only, P≈C/F)



Basic Policy on Shareholder Returns

Maintain a dividend payout ratio of 50% or more (reserve buybacks as an option)

Above DOE of 10%



TechnoPro Group Financial Results for the 2nd Quarter of FYE June 2018

TechnoPro Holdings, Inc.

February 2, 2018



FY2018 Q2 Overview

- Achieved as planned more than 10% growth both in revenue and operating profit
- Revised full year earnings guidance upwards (see p.3)

(JPY in millions, except per share amounts)

	Quarterly				
	First Half FY2017 (Actual)	First Half FY2018 (Actual)	YOY	Q2 FY2018 (Actual)	YOY
Revenue	48,811	55,401	+13.5%	28,674	+15.4%
Gross profit (GP) GP margin	11,515 23.6%	13,763 24.8%	+19.5%	7,422 25.9%	+23.9%
SG&A expenses Ratio on revenue	6,663 13.7%	8,062 14.6%	+21.0%	4,221 14.7%	+25.2%
Operating profit (OP) OP margin	4,902 <i>10.0%</i>	5,554 10.0%	+13.3%	3,042 10.6%	+15.3%
Profit before income taxes	4,858	5,504	+13.3%	3,014	+15.2%
Net profit**	4,097	4,139	+1.0%	2,259	+2.1%

^{*} Amounts are rounded down to the nearest unit.



^{**} Net profit attributable to owners of the parent company after deducting non-controlling interests

FY2018 Upwards Guidance

- Committed full year earnings guidance upwards to reflect contributions from two new subsidiaries (Boyd & Moore Executive Search K.K. and EDELTA Co., Ltd.) acquired during FY2018 first half period, in addition to strong momentum in engineer staffing and R&D contracting business
- Currently reviewing earnings contribution from PROBIZMO Co., Ltd.(acquisition announced on January 12, 2017), including its PPA⁺

(JPY in millions, except per share amounts)

<Original guidance>

	Full Year	Full Year	
	FY2017 (Actual)	FY2018 (Guidance)	YOY
Revenue	100,095	109,000	+9%
Gross profit (GP)	23,435	25,600	+9%
GP margin	23.4%	23.5%	
SG&A expenses	13,872	15,300	+10%
Ratio on revenue	13.9%	14.0%	
Operating profit (OP)	9,647	10,600	+10%
OP margin	9.6%	9.7%	
Profit before income taxes	9,559	10,500	+10%
Net profit**	7,717	7,600	(2%)
Net profit per share	225.58	222.05	_
Dividend per share (forecast)	112.79	113.00	_
Engineers (year end)	14,346	15,400	+7%
Utilization rate	95.3%	95 - 96%	_

<Revised guidance>

YOY
+11.4%
+17.5%
+18.2%
+15.1%
+15.1%
+5.0%
_
_
11.5%+
_

^{*} Amounts are rounded down to the nearest unit.



^{**} Net profit attributable to owners of the parent company after deducting non-controlling interests

[†] PPA (Purchase Price Allocation): An operation allocating the purchase price to the assets and liabilities of the acquired company at fair value in the acquirer's consolidated balance sheet

[Special Notes]

(1) Account classification change

Changed account classification related with several consolidated subsidiaries as of Q1 FY2018, therefore transferred a certain amount of cost of goods (CoGs) to selling, general and administrative expenses (SG&A).

In consequence, SG&A increased JPY 390 million (ratio to revenue up 0.7%), and gross profit increased JPY 390 million (ratio to revenue up 0.7%) in the first half FY2018.

The same classification change will also be applied in the second half.

The following table illustrates the financial results excluding the effect of classification change.

Ratio of gross profit to revenue improved year on year, while ratio of SG&A to revenue was controlled to equivalent level.

	First Half FY2017
Gross profit (GP) GP margin	11,515 <i>23.6</i> %
SG&A expenses Ratio on revenue	6,663 <i>13.7</i> %

First Half FY2018	Classification Change Adj.
13,763	13,373
24.8%	24.1%
8,062	7,672
14.6%	13.8%

(JPY in millions, amounts are rounded down to the nearest unit)

(2) CoGs increase due to revision of seasonal incentives / performance-based incentives amount to improve engineer treatment (excludes expenses related with hiring new engineers)

First Half (Q1, Q2) up approx. JPY 600 million
Second Half (Q3, Q4) (down approx. JPY 500 million)

Full Year Total up approx. JPY 100 million

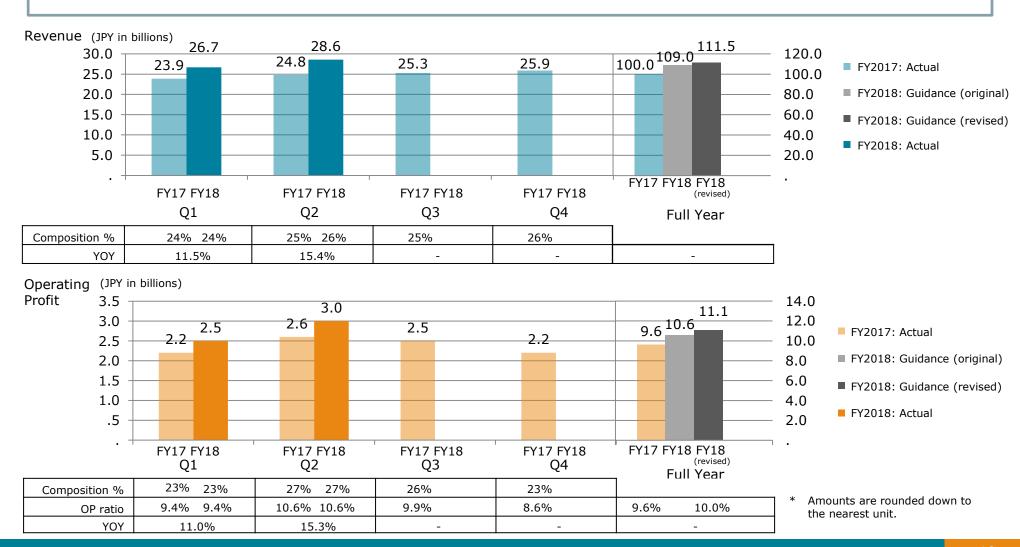
(JPY in millions)

*Earnings guidance revised upward on February 2, 2018 includes effects from (1) and (2).

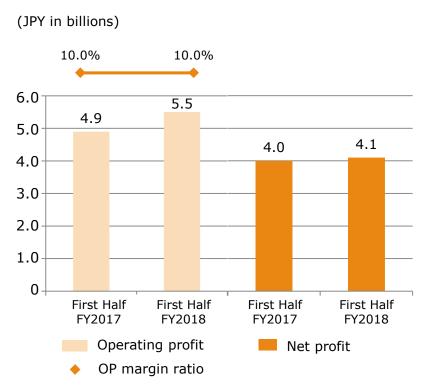


Quarterly Performance

• Maintain the same progress level year on year; 50% for revenue, 50% for operating profit



P&L Summary



(JPY in billions)	First Half FY2017	First Half FY2018	Diff. YOY	YOY (%)
Revenue	48.8	55.4	+6.5	+13.5%
Impact of Engineer increase**			+4.8	
Impact of unit sales price increase**			+0.5	
Others			+1.2	
CoGs	37.2	41.6	+4.3	+11.6%
Ratio to revenue	<u>76.4%</u>	<u>75.2%</u>	<u>(1.3pt)</u>	
Gross profit	11.5	13.7	+2.2	+19.5%
Ratio to revenue	23.6%	24.8%	+1.3pt	
Impact of account classification chang	ge		+0.7pt	
Impact of utilization ratio increase			+0.5pt	
Others			+0.1pt	
SG&A	6.6	8.0	+1.3	+21.0%
Ratio to revenue	<u>13.7%</u>	<i>14.6%</i>	+0.9pt	
Impact of account classification chang	ie		+0.7pt	
Others			+0.2pt	
Other income – Other expenses	0	(0.1)	(0.1)	
Operating profit	4.9	5.5	+0.6	+13.3%
Financial income	0	0	+0	
Financial expenses	0	0	+0	
Net profit before income taxes	4.8	5.5	+0.6	+13.3%
Corporate / income taxes	0.7	1.3	+0.6	
Net Profit	4.0	4.1	+0	+1.0%

^{*} Amounts are rounded down to the nearest unit.

^{**} Includes figures of TechnoPro, Inc. and TechnoPro Construction, Inc.

Balance Sheet & Cash Flow

- Financing cash outflows totaled JPY 1.9 billion due to dividend payment of JPY 2.1 billion and others. Cash & cash equivalents increased JPY 2.0 billion since the end of prior fiscal year
- PPA for increased goodwill is currently under review
- Net worth ratio of 40.6%

(JPY in billions)

December 2016

Cash & cash equivalents 12.1	Debt 15.2	
Goodwill 29.5 Deferred tax assets	Other liabilities 22.4	
3.7		
Other assets 18.0	Total equity 25.7	

Total assets Total liabilities & equity 63.3 63.3

D/E Ratio: 0.6 x0.1 xNet D/E Ratio: Net worth ratio: 40.7%

June 2017

Cash & cash equivalents 13.3	Debt 16.2	
Goodwill 29.5 Deferred tax assets 3.6	Other liabilities 26.3	
Other assets 23.7	Total equity 27.6	

Total liabilities & equity Total assets 70.1 70.1

D/E ratio: 0.6 xNet D/E ratio:

0.1 xNet worth ratio: 39.5%

December 2017

Cash & cash equivalents 15.4	Debt 17.3
Goodwill 31.0 Deferred tax assets 4.0	Other liabilities 26.0
Other assets 22.5	Total equity 29.6

Total assets Total liabilities & equity 72.9 72.9

D/E Ratio: 0.6 x0.1 xNet D/E Ratio: Net worth ratio: 40.6%

First Half FY2018 Cash Flow

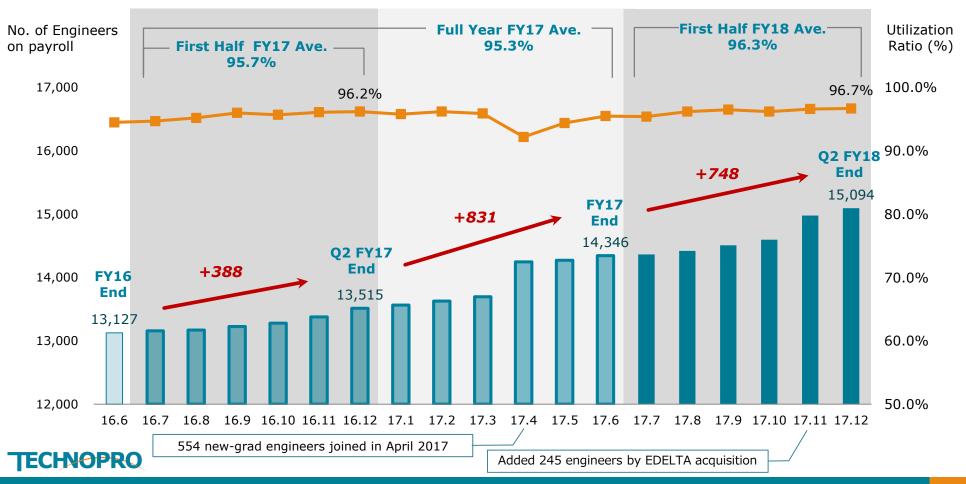
 Operating CF 	5.1
 Investing CF 	(1.1)
 Financing CF 	(1.9)
Net CF	2.0

* Amounts are rounded down to the nearest unit.



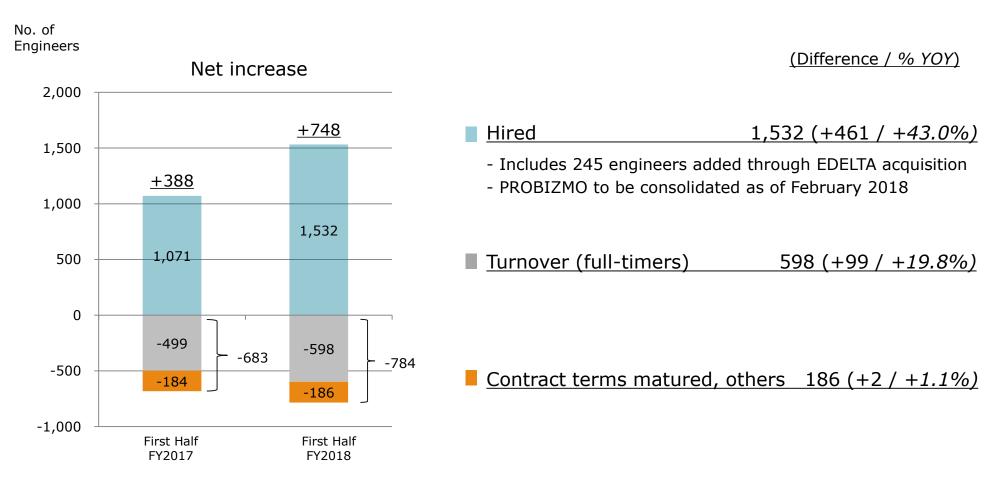
Number of Engineers & Utilization Rate (Japan)

- Total engineers on payroll were 15,094 at Q2 end, with net increase of 748 for six months ended
- Average utilization rate of 96.3% (+0.6pt YOY) for first half FY2018; making further effort on recruiting activity in order to leverage strong demand from customer



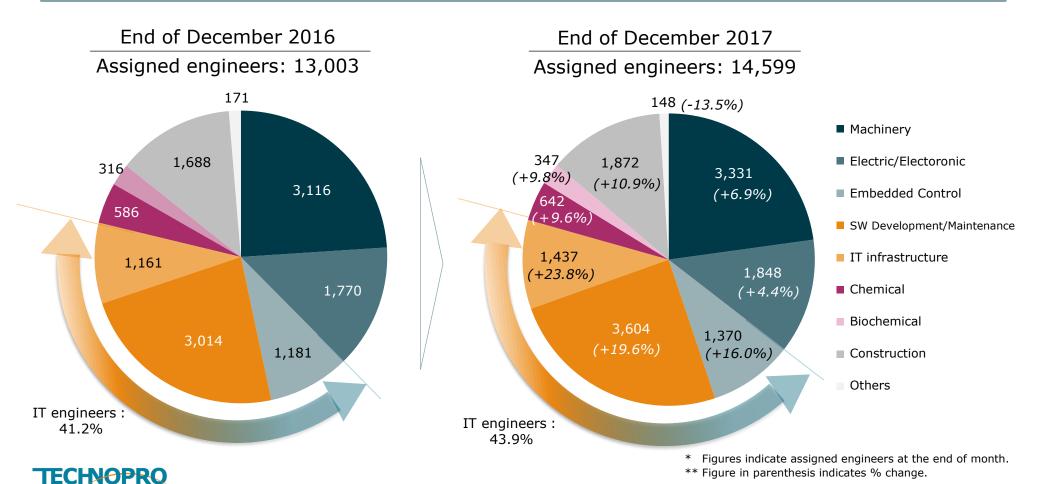
Recruitment/Turnover

- Hired 1,532 engineers (up 43.0% YOY)
- Turnover rate (full-timers): 7.2% for Q2, 8.1% for first half (FY2017 first half: 7.5%)



Assigned Engineers by Technology

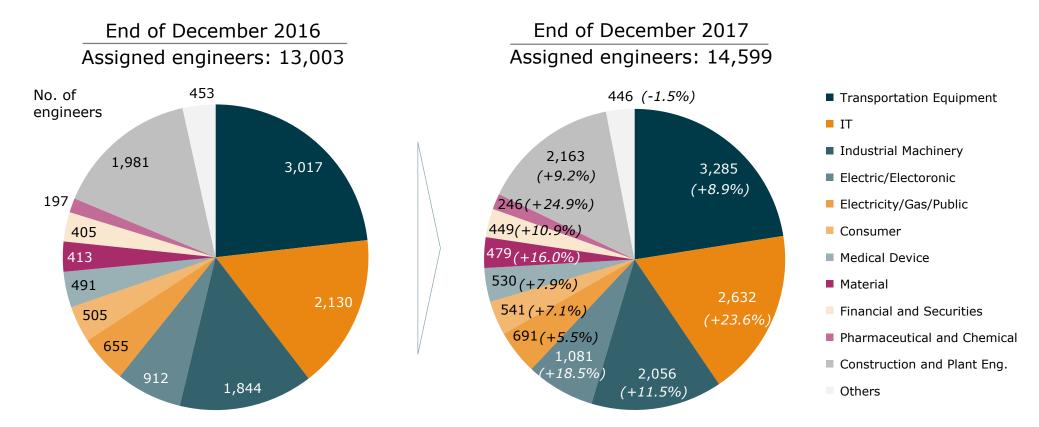
- Number of assigned engineers* increased in all technologies
- Strong demand for IT engineers continues
- Software development engineers increased through EDELTA Co., Ltd. acquisition



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Assigned Engineers by Industrial Sectors

Number of assigned engineers* increased in all industrial sectors



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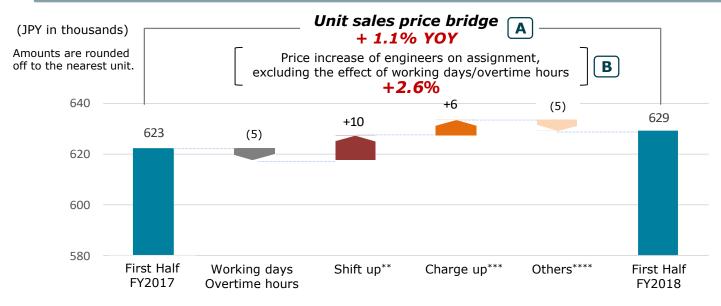
^{*} Figures indicate assigned engineers at the end of month.

^{**} Figure in parenthesis indicates % change.

Unit Sales Price

Engineer Staffing Companies: TechnoPro, Inc., TechnoPro Construction, Inc.

- Unit sales price* increased 1.1% (up JPY 6,600/month YOY) to JPY 629,000
 - Decreased JPY 5,000/month YOY due to increased working days (up 0.1 days/month) and shorter overtime hours (down 0.1 hours/day)
 - Increased JPY 10,000/month by shift up** and JPY 6,000/month by charge up***



* Unit sales price

Average sales per engineer per month, which includes contract price, overtime charges and others. Excludes impact of outsourced development services

** Shift up

Increase unit sales prices through changes in place of assignment

*** Charge up

Increase unit sales prices at the time of contract renewal at the same place of assignment

**** Others

Impact from other factors than engineers on assignment (e.g.: new graduate engineers, etc.)

[Price Development]

		FY2017				FY2018
		Q1	Q2	Q3	Q4	Q1
Unit Price (cumulative)		617	623	626	626	620
YOY	A	+0.1%	+0.4%	+0.1%	+0.6%	+0.5%
Price increase of engineers on assignment (excluding the effect of working days/overtime hours)	В	+2.6%	+2.6%	+2.6%	+2.8%	+2.7%

New Acquisition: PROBIZMO Co., Ltd.

Company Overview

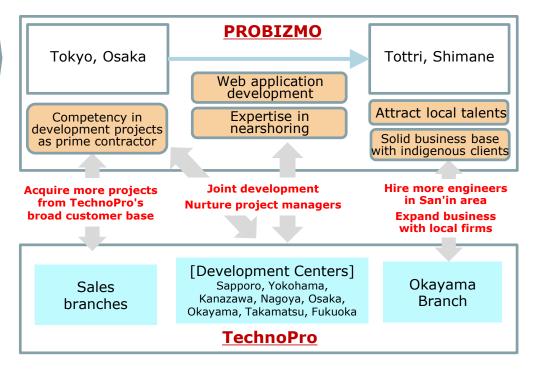
- Offering IT-related contracting services
- Revenue: JPY 1.2 billion
 Operating Profit: JPY 120 million
 (FY ended March 2017)
- Engineers: approx. 120
- Average Age: 33
- Locations: Shimane, Tokyo, Tottori, Osaka

Acquisition Summary

- TechnoPro, Inc. acquired 100% shares from previous owners
- Acquisition price: JPY 1,765 million

Expected Synergy

- (1) Expand web app development business by leveraging nearshoring hubs
- (2) Contribution to consolidated earnings; expecting revenue of JPY 1.5 billion, operating profit of JPY 200 million in next fiscal year (FY2019)



Dividend Forecast

- 50% dividend payout ratio, anticipated annual dividend of JPY 118.30 per share
- 1.98% expected dividend yield, based on the closing price of January 31, 2018 (JPY 5,980)

(JPY per share)

	FY2018
Interim dividend	50.00
Year-end dividend (forecast)	68.30
EPS (forecast)	236.53
Payout ratio	50%



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Appendix: Cost Structure



1. Revenue

Total charge to customers

2. Cost of sales

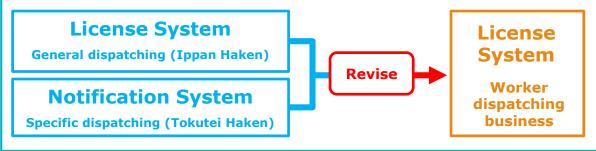
Salary of active engineers/engineers in-waiting, social insurance premium, company housing cost, etc.

4. SG&A

Managerial staff cost, employment of persons with disabilities, education & training cost, recruitment cost, etc.

Appendix: Key Changes of Worker Dispatch Law Amendment

POINT 1 Require all operators to have a license



Possible effect on TechnoPro



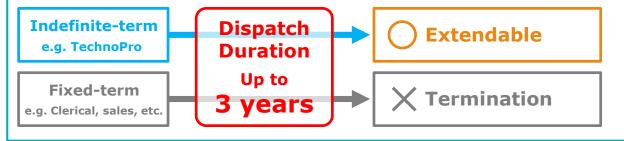
Positive

*TechnoPro group companies already meet requirements for the new license system.





POINT 2 3-Year Limit for Fixed-term Contract Staff



Possible effect on TechnoPro



Positive

*Most of TechnoPro engineers are working on indefiniteterm(full-time) contract and therefore they are allowed to work at the same customer over 3 years.

*Even though some of construction engineers are working on fixed-term contract, there is no impact because project terms of construction is less than 1 year.

POINT 3 Mandatory Career Support for Workers

Provide career consulting opportunity

Introduce training/education system

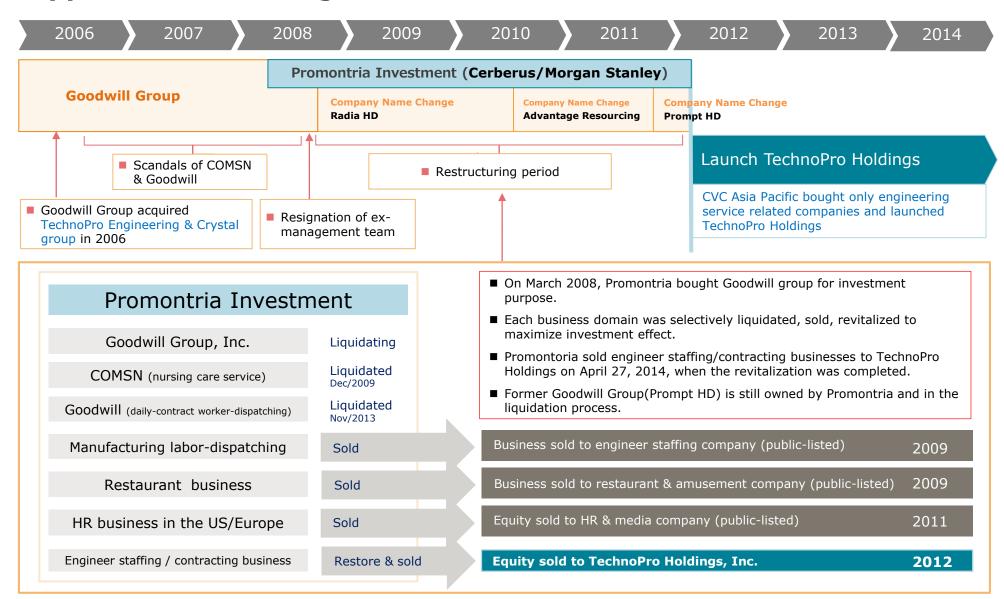
Possible effect on TechnoPro



Positive

- * TechnoPro already has various career support system.
- * Four TechnoPro Learning training centers.
- * Over 60 Win school facilities in major cities across Japan.
- * More than 200 of professional/business training programs.

Appendix: Past background before the Launch of TechnoPro HD



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