

August 22, 2025

To whom it may concern:

Company Name: TechnoPro Holdings, Inc.  
Representative: Takeshi Yagi, President, Representative Director and CEO  
(Code: 6028 Prime Market of the Tokyo Stock Exchange)  
Contact: Toshihiro Hagiwara, Managing Director and CFO  
(Tel: 03-6385-7998)

**(Amendment) Notice Concerning Changes to “Notice Concerning Commencement of Tender Offer for Shares, Etc. of TechnoPro Holdings, Inc. (Securities Code: 6028) by BXJE II Holding KK” and Amendment of Public Notice of Commencement of Tender Offer Following Submission of Amendment of Tender Offer Statement**

In connection with the Tender Offer Statement dated August 7, 2025 regarding its tender offer for the Shares, Etc. of TechnoPro Holdings, Inc. (the “Tender Offer”), BXJE II Holding KK submitted an Amendment of Tender Offer Statement in connection with the Tender Offer Statement to the Director of the Kanto Local Finance Bureau on August 22, 2025 in accordance with Article 27-8, Paragraph 2 of the Financial Instruments and Exchange Act.

In conjunction with this, BXJE II Holding KK hereby announces that it has amended a press release entitled “Notice Concerning Commencement of Tender Offer for Shares, Etc. of TechnoPro Holdings, Inc. (Securities Code: 6028)” dated August 6, 2025 as attached.

END

This disclosure material is published pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act at the request of BXJE II Holding KK (the Offeror) to TechnoPro Holdings, Inc. (the Target of the Tender Offer).
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(Attachment)

“(Amendment) Notice Concerning Changes to ‘Notice Concerning Commencement of Tender Offer for Shares, Etc. of TechnoPro Holdings, Inc. (Securities Code: 6028)’ and Amendment of Public Notice of Commencement of Tender Offer Following Submission of Amendment of Tender Offer Statement” dated August 22, 2025

August 22, 2025

To whom it may concern:

Company Name: BXJE II Holding KK  
Representative: Atsuhiko Sakamoto, Representative  
Director

**(Amendment) Notice Concerning Changes to “Notice Concerning Commencement of Tender Offer for Shares, Etc. of TechnoPro Holdings, Inc. (Securities Code: 6028)” and Amendment of Public Notice of Commencement of Tender Offer Following Submission of Amendment of Tender Offer Statement**

On August 6, 2025, BXJE II Holding KK (the “Offeror”) decided to commence a tender offer (the “Tender Offer”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) as part of a series of transactions to acquire common shares (the “Target’s Stock”) of TechnoPro Holdings, Inc. (the “Target”), which are listed on the Prime Market of the Tokyo Stock Exchange, Inc., and to make the Target a wholly-owned subsidiary of the Offeror, and it has implemented the Tender Offer from August 7, 2025. Following the Offeror’s receipt of “Notice of Non-issuance of a Cease and Desist Order” dated August 20, 2025 from the Japan Fair Trade Commission on the same day, matters that should be amended in the Tender Offer Statement for this Tender Offer submitted on August 7, 2025 arose, so the Offeror submitted the Amendment of Tender Offer Statement to the Director of the Kanto Local Finance Bureau in accordance with Article 27-8, Paragraph 2 of the Financial Instruments and Exchange Act today in order to amend those matters as well as to add and revise attachments related to such matters that should be amended.

In conjunction with this, the Offeror hereby announces that the details of “Notice Concerning Commencement of Tender Offer for Shares, Etc. of TechnoPro Holdings, Inc. (Securities Code: 6028)” dated August 6, 2025 and “Public Notice of Commencement of Tender Offer” dated August 7, 2025 will be amended as follows.

Please note that this amendment is not a change to the purchase conditions, etc. defined in Article 27-3, Paragraph 2, Item 1 of the Act.

In addition, the amended portions are underlined.

I. Amendments to “Notice Concerning Commencement of Tender Offer for Shares, Etc. of TechnoPro Holdings, Inc. (Securities Code: 6028)” Dated August 6, 2025

2. Outline of Purchase

(9) Other Conditions and Methods of Purchase

(II) Conditions for withdrawal of the tender offer, details thereof and method of disclosure for withdrawal  
(Before amendment)

Upon the occurrence of any of the events provided in Article 14, Paragraph 1, Items (i) (a) through (j) and (m) through (s), Items (iii) (a) through (h) and (j) and Item (iv), and Article 14, Paragraph 2, Items (iii) through (vi) of the Enforcement Order, the Tender Offer may be withdrawn. The “facts equivalent to those set forth in (a) to (i)” stipulated in Article 14, Paragraph 1, Item (iii) (j) of the Enforcement Order means: (i) discovery of a false statement concerning a material item or an omission of a statement concerning a material item that is required to be stated in the statutory disclosure documents submitted by the Target in the past; or (ii) occurrence of any of the facts listed in (a) to (g) of the same Item with respect to the Target’s important subsidiary.

With respect to a Prior Notification given by the Offeror to the Japan Fair Trade Commission pursuant to Article 10, Paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended), if, by the day immediately preceding the date of expiration of the Tender Offer Period (including any

extension thereof), (i) the Offeror receives a Prior Notice of the Cease and Desist Order from the Japan Fair Trade Commission ordering disposal of all or part of the Target's Stock, assignment of part of the Offeror's businesses, or any other similar disposal; (ii) the Measure Period during which a Prior Notice of the Cease and Desist Order must be given pursuant to the Antimonopoly Act does not expire; or (iii) the Offeror becomes subject to a petition for emergency suspension order from a court as a person who is suspected of violating Article 10, Paragraph 1 of the Antimonopoly Act, the Offeror may withdraw the Tender Offer for the reason that it has failed to obtain "licenses, etc." under Article 14, Paragraph 1, Item (iv) of the Enforcement Order.

In addition, if, upon a notification submitted pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended), the Minister of Finance and the competent minister for business finds it necessary to examine if, or determines that, the relevant inward direct investment, etc. falls under the inward direct investment, etc. that is a matter of national security or a similar concern, and the waiting period which is required before the Offeror becomes able to acquire the Target's Stock is extended or changes to or discontinuation of the inward direct investment, etc. is recommended by the day immediately preceding the date of expiration of the Tender Offer Period (including any extension thereof), the Offeror may withdraw the Tender Offer for the reason that it has failed to obtain "licenses, etc." under Article 14, Paragraph 1, Item (iv) of the Enforcement Order.

<omitted>

(After amendment)

Upon the occurrence of any of the events provided in Article 14, Paragraph 1, Items (i) (a) through (j) and (m) through (s), Items (iii) (a) through (h) and (j) and Item (iv), and Article 14, Paragraph 2, Items (iii) through (vi) of the Enforcement Order, the Tender Offer may be withdrawn. The "facts equivalent to those set forth in (a) to (i)" stipulated in Article 14, Paragraph 1, Item (iii) (j) of the Enforcement Order means: (i) discovery of a false statement concerning a material item or an omission of a statement concerning a material item that is required to be stated in the statutory disclosure documents submitted by the Target in the past; or (ii) occurrence of any of the facts listed in (a) to (g) of the same Item with respect to the Target's important subsidiary.

If, upon a notification submitted pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended), the Minister of Finance and the competent minister for business finds it necessary to examine if, or determines that, the relevant inward direct investment, etc. falls under the inward direct investment, etc. that is a matter of national security or a similar concern, and the waiting period which is required before the Offeror becomes able to acquire the Target's Stock is extended or changes to or discontinuation of the inward direct investment, etc. is recommended by the day immediately preceding the date of expiration of the Tender Offer Period (including any extension thereof), the Offeror may withdraw the Tender Offer for the reason that it has failed to obtain "licenses, etc." under Article 14, Paragraph 1, Item (iv) of the Enforcement Order.

<omitted>

## II. Amendments to the Statements Included in "Public Notice of Commencement of Tender Offer" Dated August 7, 2025, as Set Forth in the Amendment of the Tender Offer Statement

### 2. Outline of Purchase

#### (11) Other Conditions and Methods of Purchase

(II) Conditions for withdrawal of the tender offer, details thereof and method of disclosure for withdrawal  
(Before amendment)

Upon the occurrence of any of the events provided in Article 14, Paragraph 1, Items (i) (a) through (j) and (m) through (s), Items (iii) (a) through (h) and (j) and Item (iv), and Article 14, Paragraph 2, Items (iii) through (vi) of the Enforcement Order, the Tender Offer may be withdrawn. The "facts equivalent to those set forth in (a) to (i)" stipulated in Article 14, Paragraph 1, Item (iii) (j) of the Enforcement Order means: (i) discovery of a false statement

concerning a material item or an omission of a statement concerning a material item that is required to be stated in the statutory disclosure documents submitted by the Target in the past; or (ii) occurrence of any of the facts listed in (a) to (g) of the same Item with respect to the Target's important subsidiary.

With respect to a Prior Notification given by the Offeror to the Japan Fair Trade Commission pursuant to Article 10, Paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended), if, by the day immediately preceding the date of expiration of the Tender Offer Period (including any extension thereof), (i) the Offeror receives a Prior Notice of the Cease and Desist Order from the Japan Fair Trade Commission ordering disposal of all or part of the Target's Stock, assignment of part of the Offeror's businesses, or any other similar disposal; (ii) the Measure Period during which a Prior Notice of the Cease and Desist Order must be given pursuant to the Antimonopoly Act does not expire; or (iii) the Offeror becomes subject to a petition for emergency suspension order from a court as a person who is suspected of violating Article 10, Paragraph 1 of the Antimonopoly Act, the Offeror may withdraw the Tender Offer for the reason that it has failed to obtain "licenses, etc." under Article 14, Paragraph 1, Item (iv) of the Enforcement Order.

In addition, if, upon a notification submitted pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended), the Minister of Finance and the competent minister for business finds it necessary to examine if, or determines that, the relevant inward direct investment, etc. falls under the inward direct investment, etc. that is a matter of national security or a similar concern, and the waiting period which is required before the Offeror becomes able to acquire the Target's Stock is extended or changes to or discontinuation of the inward direct investment, etc. is recommended by the day immediately preceding the date of expiration of the Tender Offer Period (including any extension thereof), the Offeror may withdraw the Tender Offer for the reason that it has failed to obtain "licenses, etc." under Article 14, Paragraph 1, Item (iv) of the Enforcement Order.

<omitted>

(After amendment)

Upon the occurrence of any of the events provided in Article 14, Paragraph 1, Items (i) (a) through (j) and (m) through (s), Items (iii) (a) through (h) and (j) and Item (iv), and Article 14, Paragraph 2, Items (iii) through (vi) of the Enforcement Order, the Tender Offer may be withdrawn. The "facts equivalent to those set forth in (a) to (i)" stipulated in Article 14, Paragraph 1, Item (iii) (j) of the Enforcement Order means: (i) discovery of a false statement concerning a material item or an omission of a statement concerning a material item that is required to be stated in the statutory disclosure documents submitted by the Target in the past; or (ii) occurrence of any of the facts listed in (a) to (g) of the same Item with respect to the Target's important subsidiary.

If, upon a notification submitted pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended), the Minister of Finance and the competent minister for business finds it necessary to examine if, or determines that, the relevant inward direct investment, etc. falls under the inward direct investment, etc. that is a matter of national security or a similar concern, and the waiting period which is required before the Offeror becomes able to acquire the Target's Stock is extended or changes to or discontinuation of the inward direct investment, etc. is recommended by the day immediately preceding the date of expiration of the Tender Offer Period (including any extension thereof), the Offeror may withdraw the Tender Offer for the reason that it has failed to obtain "licenses, etc." under Article 14, Paragraph 1, Item (iv) of the Enforcement Order.

<omitted>

END

[Restrictions on Solicitation]

This press release is intended to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting applications for the sales of shares. When applying for the offer to sell, etc., please make sure to read the Tender Offer Explanatory Statement regarding the Tender Offer and make your own judgment as a shareholder. This press release does not constitute or form part of any solicitation of any offer to sell, nor any offer to acquire securities, nor does it constitute, or form part of, any contract related to the Tender Offer. Neither this press release (or any part thereof) or the fact of its distribution form the basis of any agreement relating to the Tender Offer, nor may it be relied upon in entering into any such agreement.

[U.S. Regulations]

The Tender Offer will be conducted in compliance with the procedures and information disclosure standards prescribed by the Act, which may differ from the procedures and information disclosure standards in the United States. In particular, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; the “Securities Exchange Act”) and the rules prescribed thereunder do not apply to the Tender Offer, and the rules based on these provisions do not apply (or may not apply) to the Tender Offer, and the Tender Offer does not fully conform to those procedures and standards. All financial information included or mentioned in this press release and its references of this press release is information which was prepared based on the Japanese Accounting Standards, which may differ significantly from those of other countries, including the United States. As the Offeror is incorporated outside of the United States, and some or all of its executives are not residents of the United States, it may be challenging to exercise rights or requests under securities-related laws of the United States. Courts of the United States may be unable to take legal action against entities incorporated outside of the United States and their executives based on violation of securities-related laws of the United States. Also, entities incorporated outside of the United States, their subsidiaries and affiliates, and their executives may fall outside of the jurisdiction of the courts of the United States.

Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in Japanese. All or a part of the documentation relating to the Tender Offer will be prepared in the English language; however, if there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation will prevail.

This press release includes “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act. Due to known and unknown risks and uncertainties, or other factors, actual results may differ significantly from the statements that are implicitly or explicitly forward-looking. The Offeror and its affiliates do not guarantee for such implicit and explicit forward-looking statements to materialize. The “forward-looking statements” in this press release were prepared based on information obtained by the Offeror as of today, and unless required by law or regulations or financial instruments exchange rules, the Offeror or its affiliates are not obligated to update or revise such forward-looking statements.

The financial advisors to the Offeror and the Target, as well as the tender offer agent (including their related parties) may engage in purchases, etc. of the Target’s Stock or may engage in acts for such purchases, not through the Tender Offer, for their own account or for their customers’ accounts, to the extent undertaken in the ordinary course of their businesses and to the extent permitted under the financial instruments and exchange-related laws and regulations of Japan and other applicable laws and regulations, in accordance with the requirements of Rule 14e-5(b) of the Securities Exchange Act, prior to the commencement of the Tender Offer or during the tender offer period for the Tender Offer. Such purchases, etc. may be conducted at a market price through a market transaction, or at a price determined through negotiations off-market. In the event that information regarding such purchases is disclosed in Japan, such information will also be disclosed on the English website of the party conducting such purchases, or through other disclosure methods.

In the event a shareholder's right to demand the purchase of fractional shares of less than 1 unit is exercised in accordance with the Companies Act, the Target may purchase its treasury shares during the tender offer period for the Tender Offer, in accordance with the procedures set forth in the laws and regulations.

[Other Countries]

Certain countries or regions may impose legal restrictions on the announcement, publication, or distribution of this press release. In such cases, please be aware of and comply with those restrictions. This shall not constitute a solicitation of an offer to purchase or an offer to sell shares in connection with the Tender Offer, and shall be deemed to be merely the distribution of materials as information.