

## Summary of Consolidated Financial Statements (IFRS) for the Fiscal Year Ended June 30, 2015

July 31, 2015

Listed Company Name TechnoPro Holdings, Inc. Listed Stock Exchange: Tokyo  
TSE Code 6028 URL <http://www.technoproholdings.com/>  
Representative (Title) Representative Director, President & CEO (Name) Yasuji Nishio  
In charge of inquiries (Title) Director & CFO (Name) Hiroshi Sato TEL 03-6385-7998  
Scheduled date of the general meeting of shareholders September 29, 2015  
Scheduled commencement date for dividend payment September 30, 2015  
Scheduled date of submission of securities report September 29, 2015  
Supplementary materials for financial results: Yes  
Briefing session for financial results: Yes (For institutional investors and analysts)

(Amounts less than one million yen are omitted)

## 1. Consolidated Financial Results for the Fiscal Year Ended June 30, 2015 (July 1, 2014 – June 30, 2015)

## (1) Consolidated Operating Results

(% represents the change from the same period of the previous fiscal year)

	Revenue		Operating profit		Profit before income taxes		Net profit		Net profit attributable to owners of the parent company		Comprehensive income for the period	
	Million yen	%	Million yen	%	Million yen	%	Million yen	%	Million yen	%	Million yen	%
FY ended June 30, 2015	81,241	9.5	7,283	28.0	6,832	62.6	6,875	70.7	6,874	70.7	6,902	74.0
FY ended June 30, 2014	74,172	6.8	5,688	10.8	4,201	9.9	4,026	8.8	4,027	8.8	3,968	4.1

	Basic earnings per share	Diluted earnings per share	Ratio of profit to equity attributable to the owners of the parent company	Ratio of profit before income taxes to total assets	Ratio of operating profit to revenue
	Yen	Yen	%	%	%
FY ended June 30, 2015	201.76	—	37.1	12.2	9.0
FY ended June 30, 2014	118.20	—	30.8	7.8	7.7

## (Reference)

Equity in losses (earnings) of affiliates	FY ended June 30, 2015	—	million yen	FY ended June 30, 2014	—	million yen
EBITDA	FY ended June 30, 2015	7,928	million yen	FY ended June 30, 2014	6,653	million yen
Adjusted operating profit	FY ended June 30, 2015	7,468	million yen	FY ended June 30, 2014	6,063	million yen
Adjusted profit before income taxes	FY ended June 30, 2015	7,017	million yen	FY ended June 30, 2014	4,576	million yen

(Notes) 1. Please refer to page 2, "1. Qualitative Information on Financial Results for the Period Under Review", for definitions and calculation methods of financial indicators

2. The Company implemented a 10-for-1 stock split on September 1, 2014. In addition, a 2-for-1 stock split took place on November 1, 2014. The figure for basic quarterly earnings per share is calculated on the assumption that these stock splits took place at the beginning of the previous consolidated fiscal year ended in June 30, 2014.

## (2) Consolidated Financial Position

	Total assets	Total equity	Equity attributable to the owners of the parent company	Percentage of equity attributable to the owners of the parent company	Equity attributable to the owners of the parent company per share
	Million yen	Million yen	Million yen	%	Yen
FY ended June 30, 2015	58,778	21,973	21,973	37.4	644.86
FY ended June 30, 2014	53,616	15,070	15,071	28.1	442.31

(Notes) The Company implemented a 10-for-1 stock split on September 1, 2014. In addition, a 2-for-1 stock split took place on November 1, 2014. The figure for basic quarterly earnings per share is calculated on the assumption that these stock splits took place at the beginning of the previous consolidated fiscal year ended in June 30, 2014.

## (3) Consolidated Cash Flows

	Net cash from operating activities	Net cash from (used in) investing activities	Net cash from (used in) financing activities	Cash and cash Equivalents at end of period
	Million yen	Million yen	Million yen	Million yen
FY ended June 30, 2015	6,827	(304)	(4,502)	10,851
FY ended June 30, 2014	4,869	(279)	(6,607)	8,791

## 2. Dividends

	Annual dividends per share					Total Dividends	Dividend Pay-out ratio (Consolidated)	Ratio of dividends to net assets (Consolidated)
	End of first quarter	End of second quarter	End of third quarter	End of fiscal year	Total			
	Yen	Yen	Yen	Yen	Yen	Million yen	%	%
FY ended June 30, 2014	—	0.00	—	0.00	0.00	—	—	—
FY ended June 30, 2015	—	0.00	—	100.88	100.88	3,437	50.0	18.6
FY ending June 30, 2016 (forecast)	—	50.00	—	61.52	111.52		50.0	

## 3. Consolidated Financial Results Forecast for the Fiscal Year Ending June 30, 2016 (July 1, 2015 – June 30, 2016)

(% represents the change from the same period of the previous year)

	Revenue		Operating profit		Profit before income taxes		Net profit		Net profit attributable to owners of the parent company		Basic earnings per share
	Million yen	%	Million yen	%	Million yen	%	Million yen	%	Million yen	%	Yen
Full year	88,000	8.3	8,100	11.2	7,700	12.7	7,600	10.5	7,600	10.6	223.04

### \* Notes

(1) Changes to important subsidiaries during the period (changes to "Specified Subsidiaries" that involve changes made to scope of consolidation): Yes

New: None; Excluded: 3 companies (TechnoPro Engineering, Inc., CSI, Inc., Hitec, Inc.)

(2) Changes to accounting policies and accounting estimates

i. Changes to accounting policies as required by IFRS: Yes

ii. Changes to accounting policies other than i.: None

iii. Changes to accounting estimates: None

(Note) Please refer page 16, "4. the consolidated financial statements (6) Significant accounting policies in the preparation of the consolidated financial statements " for details.

(3) Number of outstanding shares (ordinary shares)

i. Number of outstanding shares at the end of the period (including treasury shares)	As of June 30, 2015	34,074,000 shares	As of June 30, 2014	34,074,000 shares
ii. Number of treasury shares at the end of the period	As of June 30, 2015	78 shares	As of June 30, 2014	— shares
iii. Average number of shares during the period	For the FYE June 30, 2015	34,073,989 shares	For the FYE June 30, 2014	34,074,000 shares

(Note) The Company implemented a 10-for-1 stock split as of September 1, 2014. In addition, a 2-for-1 stock split took place on November 1, 2014. The number of outstanding shares (ordinary shares) is calculated based on the assumption that these stock splits took place at the beginning of the previous consolidated fiscal year ended June 30, 2014.

### \* Presentation of the status of implementation of the audit procedures

This Summary of Financial Statements is not subject to audit procedures stipulated in the Financial Instruments and Exchange Act. At the time of disclosure the audit procedures for financial statements in line with the stipulations of Financial Instruments and Exchange Act had not yet been completed.

### \* Explanation regarding proper use of financial results forecasts, and other notes

Forward-looking statements in this document about future performance are based on information currently available and certain assumptions that are considered reasonable. Due to unforeseen circumstances, actual results may differ from such estimates.

The Company plans to hold a briefing on business results for institutional investors and analysts on Monday, August 3, 2015. The material for the briefing has posted on the Company's website at the same time as this financial results disclosure.

## Contents

1. Analysis of business performance and financial position	2
(1) Analysis of business performance	2
(2) Analysis of financial position	4
(3) Basic policy regarding profit allocation and dividends in the fiscal year under review and the next fiscal year	5
(4) Material events related to the going concern assumption	5
2. Management policy	6
(1) Basic management policy	6
(2) Targeted performance indicators	6
(3) The Company's medium- to long-term business strategy	6
(4) Issues to address	6
3. Basic stance towards the selection of accounting standards	8
4. Consolidated financial statements	9
(1) Consolidated Statement of Financial Position	9
(2) Consolidated Statement of Income and Consolidated Statement of Comprehensive Income	11
(3) Consolidated Statement of Changes in Equity	13
(4) Consolidated Statement of Cash Flows	14
(5) Notes on the going concern assumption	15
(6) Significant accounting policies in the preparation of the consolidated financial statements	15
(7) Notes to the consolidated financial statements	15

## 1. Analysis of Business Performance and Financial Position

### (1) Analysis of business performance

The global economy showed signs of overall recovery during the consolidated fiscal year under review (July 1, 2014 to June 30, 2015), particularly in the United States. Despite the emergence of risks such as uncertainties toward the Chinese economy, the debt crisis in Greece, and rising interest rates in the US, it is expected that gentle growth will be maintained in the global economy. In Japan, despite weakened business confidence due to deterioration in consumer confidence caused by price increases, capital expenditures were firm. The economy is expected to remain steady due to the financial and monetary policies of the Japanese government as well as the strong stock market.

The engineer dispatching and contract assignment market continues to grow steadily. In particular, demand remains strong for engineers in the automobile, industrial equipment, IT, and construction industries. In addition, the supply shortage in the market for the employment of engineers has continued from the end of the previous consolidated period.

In this economic environment, the main initiatives implemented by the Group were as follows:

#### (Implementation of “Shift up” and “Charge up” initiatives)

The Group, continuing from the previous fiscal year, implemented the “Shift up” (increase unit prices through changes in place of assignment), and “Charge up” (increase unit prices at the time of contract renewal at the same place of assignment) initiatives as a means of increasing the amount of sales per engineer.

#### (Strengthening recruiting capabilities)

The Group increased public awareness and promoted introductions of acquaintances by engineers, while increasing employment from employment agencies including at consolidated subsidiary TechnoPro-Careers Co., Ltd.

#### (Integration of R&D outsourcing)

On July 1, 2014, the Group integrated four of its R&D outsourcing consolidated subsidiaries (Ctec, Inc., TechnoPro Engineering, Inc., CSI, Inc. and Hitec, Inc.) into a single entity called TechnoPro, Inc. Through the adoption of an in-house company system, the Group strengthened IT systems to improve control and efficiency of operations, while leveraging expertise in the technological domains of the consolidated subsidiaries that existed before the merger.

In addition, on December 15, 2014, the Company was listed on the first section of the Tokyo Stock Exchange. This is expected to both improve customers' perceptions of the Group and increase awareness of the Group among engineers, and have positive effects in terms of sales and employment.

As a result of the initiatives described above, the number of domestic engineers at the end of the consolidated fiscal year under review increased to 11,969 (up 880 compared to the end of the previous fiscal year). An increase in sales per engineer (in Japan) to 614,000 yen per month (up 13,000 yen) with a utilization rate of 95.4% (up 0.1%), contributed to the increase in revenue. In employment, the number of newly employed domestic engineers in the fiscal year was 2,413 (up 183 compared to the previous fiscal year), which contributed to an increase in the number of engineers of the Group. In terms of customer industries, there was also a rise in the number of engineers assigned to operations for such industries as IT, automobiles and automobile components.

In terms of expenses, the gross profit margin was 23.5% (up 0.8% compared to the previous fiscal year), despite factors causing increased costs, such as increased labor costs for engineers associated with improved business performance. Despite restructuring costs of 118 million yen related to the integration of the four consolidated subsidiaries as TechnoPro, Inc., and costs of 67 million yen related to the listing of the company on the Tokyo Stock Exchange, the SG&A ratio to revenue was held down at 14.5% (down 0.2%). In addition, financial expenses were 458 million yen (down 1,035 million yen) due to a drop in the borrowing rate and refinancing costs resulting from refinancing carried out in June 2014.

As a result, at the end of the consolidated fiscal year under review, revenues were 81,241 million yen (up 9.5% compared to the previous fiscal year), operating profit was 7,283 million yen (up of 28.0%), profit before taxes was 6,832 million yen (up 62.6%), and net profit was 6,875 million yen (up 70.7%).

Adjusted operating profit was 7,468 million yen (up 23.2% compared to the previous fiscal year), EBITDA was 7,928 million yen (up 19.2%), and adjusted profit before income taxes was 7,017 million yen (up 53.3%).

Earnings for the major areas of the business during the consolidated fiscal year under review were as follows:

(R&D outsourcing)

The Group established an operation system driven by specialist teams and moved forward with negotiations for “Shift up” and “Charge up” initiatives, while enhancing the profitability of contract assignments through process improvements. Furthermore, the Group strengthened sales collaborations between the internal companies of TechnoPro, Inc. As a result of these initiatives, revenues in this area were 68,514 million yen (an increase of 9.4% compared to the previous fiscal year).

(Construction management outsourcing)

The Group, continuing from the previous fiscal year, facilitated the assignment of engineers to priority customers and the recruitment of engineers through introductions of acquaintances. It increased the amount of sales per engineer through the promotion of team assignments. As a result, revenues in this area were 11,820 million yen (an increase of 8.6% compared to the previous fiscal year).

Note: Financial indicators that we believe investors will find useful in assessing our Group’s results are adjusted operating profit, EBITDA and adjusted profit before income taxes. Adjusted operating profit and adjusted profit before income taxes exclude extraordinary expenses such as business restructuring expenses (TechnoPro brand integration expenses and group reorganization expenses) and expenses related to stock market listing that are not expected to recur following listing (items that are not considered as reflecting ordinary business activities, and items that do not appropriately reflect our results as compared with competitors). In addition, as well as excluding extraordinary expenses, EBITDA excludes non-cash items (Expenses that have a low direct relationship to cash outflows). Specific formulae are as follows:

- Adjusted operating profit = operating profit (IFRS) + extraordinary expense items (business restructuring expenses + listing related expenses)
- EBITDA = Adjusted operating profit + non-cash expenditure (depreciation and amortization expenses + losses on disposal of non-current assets + deposits amortization expenses + addition to provision for paid leave)
- Adjusted profit before income taxes = Adjusted operating profit + financial income - financial expenses

## (2) Analysis of financial position

### i. Financial conditions

Assets totaled 58,778 million yen as of the end of the consolidated fiscal year under review (up 5,162 million yen from the end of the previous fiscal year). The primary components were goodwill of 29,202 million yen, and cash and cash equivalents of 10,851 million yen.

The status for each item was as follows.

#### (Current assets)

Current assets totaled 24,920 million yen as of the end of the consolidated fiscal year under review (up 4,633 million yen from the end of the previous fiscal year). The primary components were cash and cash equivalents of 10,851 million yen (up 2,059 million yen), and accounts receivables and other receivables of 11,579 million yen (up 1,109 million yen).

#### (Non-current assets)

Non-current assets totaled 33,858 million yen as of the end of the consolidated fiscal year under review (up 529 million yen from the end of the previous fiscal year). The primary components were goodwill of 29,202 million yen, and deferred tax assets of 2,503 million yen (up 378 million yen).

#### (Current liabilities)

Current liabilities totaled 17,808 million yen as of the end of the consolidated fiscal year under review (down 749 million yen from the end of the previous fiscal year). The primary components were accounts payables and other liabilities of 7,199 million yen (down 525 million yen), and employee benefit liabilities of 3,446 million yen (up 107 million yen).

#### (Non-current liabilities)

Non-current liabilities totaled 18,997 million yen as of the end of the consolidated fiscal year under review (down 990 million yen from the end of the previous fiscal year). The primary components were loans payable of 15,212 million yen (down 1,406 million yen), and retirement benefit liabilities of 3,515 million yen (up 407 million yen).

#### (Equity attributable to the owners of the parent company)

Equity attributable to the owners of the parent company totaled 21,973 million yen as of the end of the consolidated fiscal year under review (up 6,901 million yen from the end of the previous fiscal year). The primary components were capital surplus of 6,525 million yen (down 2,411 million yen) and retained earnings of 15,148 million yen (up 9,231 million yen).

### ii. Cash flow conditions

Cash and cash equivalents (hereinafter "Cash") totaled 10,851 million yen as of end of the consolidated fiscal year under review, representing an increase of 2,059 million yen compared to the end of the previous fiscal year.

Cash flow conditions during the consolidated fiscal year under review as well as the main factors affecting their changes are as follows.

#### (Cash flows from operating activities)

Cash flows from operating activities resulted in cash inflows of 6,827 million yen (up 40.2% compared to the previous fiscal year), this was mainly due to increases in profits before taxes (6,832 million yen) and accrued consumption tax payable (1,353 million yen), partially offset by increase in accounts receivable and other liabilities (1,109 million yen) and payments of corporate income taxes (532 million yen).

#### (Cash flows from investing activities)

Cash flows from investing activities resulted in cash outflows of 304 million yen (up 8.7% compared to the previous fiscal year). This was mainly due to outflows for the acquisition of non-current assets (177 million yen) and intangible assets (186 million yen).

#### (Cash flows from financing activities)

Cash flows from financing activities resulted in a decrease of 4,502 million yen (down 31.9% compared to the previous fiscal year). This was mainly due to a net decrease in short-term borrowings (3,000 million yen) and cash outflows resulting from repayments of long-term borrowings (1,500 million yen).

(Changes in indicators related to cash flows)

	Fiscal year ended June 30, 2013	Fiscal year ended June 30, 2014	Fiscal year ended June 30, 2015
Ratio of equity attributable to owners of the parent company	20.5%	28.1%	37.4%
Ratio of equity attributable to owners of the parent company on a market price basis	—	—	178.5%
Cash flows to interest-bearing debt ratio	3.8 years	4.3 years	2.4 years
Interest coverage ratio	7.1 times	6.3 times	19.9 times

Ratio of equity attributable to owners of the parent company: equity attributable to owners of the parent company/total assets

Ratio of equity attributable to owners of the parent company on a market price basis: market capitalization/total assets

Cash flows to interest-bearing debt ratio: interest-bearing debt/cash flows

Interest coverage ratio = cash flows/ interest payments

(Notes) 1. The indicators are calculated based on consolidated financial figures.

2. Market capitalization is calculated based on the number of outstanding shares excluding treasury shares.

3. The ratio of equity attributable to owners of the parent company on a market price basis for the fiscal year ended June 30, 2013 and June 30, 2014 is not stated because the Company's shares were unlisted.

4. Cash flows from operating activities are used for cash flows.

5. Interest-bearing debt is all of the liabilities recorded on the Consolidated Statement of Financial Position for which the Company is paying interest.

(3) Basic policy regarding profit allocation and dividends in the fiscal year under review and the next fiscal year

The Company's basic policy regarding profit allocation is to support demand for funds for growth and financial soundness through internal reserves in an aim to improve corporate value and shareholder value while directly returning a portion of profits to shareholders through dividends with the consolidated dividend payout ratio serving as concrete benchmark. In terms of dividend levels, the Company's basic policy is to pay a stable dividend twice a year (an interim dividend and year-end dividend), based on a medium- to long-term consolidated dividend payout ratio of 50%. Uses of internal reserves include operating funds, investments for information systems and personnel development, and strategic business investments including acquisitions.

Dividends from surpluses are decided on by bodies including the general meeting of shareholders in accordance with laws and regulations and the articles of incorporation. The Company's articles of incorporation stipulate that an interim dividend will be provided based on a resolution by the Board of Directors with December 31 as the base date.

In terms of the annual dividend for the fiscal year under review, although an interim dividend was not paid because it was immediately following becoming listed on the first section of the Tokyo Stock Exchange, a year-end dividend of 100.88 yen is scheduled, applying the consolidated dividend payout ratio of 50% to the net profit (attributable to the owners of the parent company) of 6,874 million yen for the fiscal year under review.

A dividend of 111.52 yen per share (consisting of an interim dividend of 50 yen and a year-end dividend of 61.52 yen) is planned for the annual dividend for the fiscal year ending June 30, 2016.

(4) Material events related to the going concern assumption

Not applicable.

## 2. Management policy

### (1) Basic management policy

The Group's management basic policy is to achieve sustainable growth and improve medium- to long-term corporate value through the achievement of the TechnoPro Group Vision that is described below.

#### TechnoPro Group Vision

1. TechnoPro Group will serve as a conscientious partner in supporting the realization of each of our engineers' dreams.
2. As a collective of highly skilled professionals, TechnoPro Group will support its clients with a variety of research, development and design solutions for the global market.
3. TechnoPro Group will contribute to the creation of an environment in which engineers can play an active role beyond engineering and to the construction of an industrial infrastructure that can flexibly respond to changes in the market environment.

### (2) Targeted performance indicators

The Group focuses on the medium- to long-term growth of revenues and operating profit. In addition, the Group manages sales per engineer, the number of engineers, and the utilization rate as important KPI, as they are components of revenues for the R&D outsourcing and construction management outsourcing businesses that account for the majority of the Company's revenues and operating profit.

### (3) The Company's medium- to long-term business strategy

#### i. Growth in engineer dispatching and improvements in profitability

Engineer dispatching is one of the Group's main business areas, and in consideration of factors including rising R&D expenses and IT investments in Japan, the employment environment in Japan as indicated by the jobs-to-applicants ratio and other factors, and the Worker Dispatching Act that is scheduled to be revised, it is expected that the market will continue to grow and that the operating environment will create favorable tailwinds for major players. On the other hand, the Company believes that there is still much room for improving profitability through improvements in sales per engineer and operations improvements such as making back-office work more efficient.

Accordingly, we will work to increase the number of engineers through the utilization of various employment channels and the strengthening of engineer retention measures while promoting "Shift up" and "Charge up" initiatives and strengthening investments in educational training, information systems, etc. in order to achieve growth in engineer dispatching and improvements in profitability.

#### ii. Growth as an engineering human resources services group

The Group defines its business domain as engineering human resources services, and it aims for medium- to long-term growth in this field. The Group will work to expand these services in which it can effectively utilize its core competencies of engineer dispatching and outsourcing businesses (marketing capabilities and a customer base of approximately 1,800 companies, contract points with engineers including approximately 12,000 existing engineering staff members and the hiring of over 2,000 engineers per year, and human resources development know-how including educational training for engineers), and it is also expected that pursuing this goal will have a positive effect on the engineer dispatching and outsourcing business. Specifically, the Group will leverage synergies in the engineer dispatching and outsourcing businesses and expand business in areas including outsourced development, overseas human resources services, engineer hiring support, and human resources development as it works to diversify sources of income.

The Group considers M&As to be an important means of implementing the two strategies described above and its policy is to actively employ M&As as appropriate.

### (4) Issues to address

#### i. Price revisions

While the sales per engineer have improved by 2.1% compared to the previous fiscal year for the fiscal year ended June 30, 2015, we believe that there continues to be much room for improvement. For this reason, we will pursue measures including the enhancement of education and training for engineers and the strengthening of team assignments. In particular, by enhancing engineers and utilizing the price revision model in the strategic technology



fields that will support technological development in Japan in the future (embedded software, 3D design technologies, CAE technologies, inverter technologies, high-frequency circuit technologies), we will implement strategic shifting up through assignments to projects with reasonable price levels based on the skills of engineers without allowing engineers to become fixed to the same project at the same price for a long period of time.

ii. Securing high-quality engineers

Securing human resources is the key to the Group's growth, and one important issue is securing engineers of the highest quality possible and improving the skills of our existing engineers as much as possible. The hiring market for engineers has become tighter recently, and accordingly the Group will work to secure high-quality engineers by utilizing various hiring channels such as the introduction of acquaintances and staffing companies in addition to web-based channels that have traditionally been the core channel.

In addition, the Group will promote engineer retention through means such as strengthening more practical training programs and training in strategic fields with a focus on the four learning centers in Japan, supporting engineer skill development, and enhancing personnel systems for engineers.

### 3. Basic stance towards the selection of accounting standards

The Group has applied the International Accounting Standards since the fiscal year ended June 30, 2014 in an aim to improve comparability with financial information in global capital markets and to improve convenience.

#### 4. Consolidated Financial Statements

##### (1) Consolidated Statement of Financial Position

(Millions of yen)

	As of June 30, 2014	As of June 30, 2015
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	8,791	10,851
Accounts receivables and other receivables	10,469	11,579
Other short-term financial assets	490	355
Other current assets	534	2,133
<b>Total current assets</b>	<b>20,286</b>	<b>24,920</b>
<b>Non-current assets</b>		
Property, plant and equipment	608	658
Goodwill	29,202	29,202
Intangible assets	485	571
Other long-term financial assets	897	922
Deferred tax assets	2,124	2,503
Other non-current assets	9	0
<b>Total non-current assets</b>	<b>33,329</b>	<b>33,858</b>
<b>Total assets</b>	<b>53,616</b>	<b>58,778</b>
<b>Liabilities and equity</b>		
<b>Current liabilities</b>		
Accounts payable and other liabilities	7,724	7,199
Loans payable	4,406	1,406
Income taxes payable	408	184
Other financial liabilities	895	946
Employee benefits liabilities	3,339	3,446
Provisions	0	1
Other current liabilities	1,782	4,623
<b>Total current liabilities</b>	<b>18,557</b>	<b>17,808</b>

(Millions of yen)

	As of June 30, 2014	As of June 30, 2015
<b>Non-current liabilities</b>		
Loans payable	16,619	15,212
Other financial liabilities	39	32
Deferred tax liabilities	—	0
Retirement benefit liabilities	3,108	3,515
Provisions	221	235
<b>Total non-current liabilities</b>	<b>19,987</b>	<b>18,997</b>
<b>Total liabilities</b>	<b>38,545</b>	<b>36,805</b>
<b>Equity</b>		
Capital stock	100	100
Capital surplus	8,936	6,525
Retained earnings	5,916	15,148
Treasury shares	—	(0)
Other components of equity	118	200
<b>Equity attributable to owners of the parent company</b>	<b>15,071</b>	<b>21,973</b>
Non-controlling interests	(0)	0
<b>Total equity</b>	<b>15,070</b>	<b>21,973</b>
<b>Total liabilities and equity</b>	<b>53,616</b>	<b>58,778</b>

(2) Consolidated Statement of Income and Consolidated Statement of Comprehensive Income  
(Consolidated Statement of Income )

(Millions of yen)

	Fiscal year ended June 30, 2014 (July 1, 2013 to June 30, 2014)	Fiscal year ended June 30, 2015 (July 1, 2014 to June 30, 2015)
Revenue	74,172	81,241
Cost of sales	57,331	62,160
Gross profit	16,840	19,081
Selling, general and administrative expenses	10,867	11,797
Other income	85	113
Other expenses	369	113
Operating profit	5,688	7,283
Financial income	7	7
Financial expenses	1,494	458
Profit before income taxes	4,201	6,832
Income taxes	175	(43)
Net profit	4,026	6,875
Net profit attributable to:		
Owners of the parent company	4,027	6,874
Non-controlling interests	(0)	0
Net profit	4,026	6,875
		(Yen)
Earnings per share attributable to owners of the parent company		
Basic earnings per share	118.20	201.76
Diluted earnings per share	—	—

## (Consolidated Statement of Comprehensive Income)

(Millions of yen)

	Fiscal year ended June 30, 2014 (July 1, 2013 to June 30, 2014)	Fiscal year ended June 30, 2015 (July 1, 2014 to June 30, 2015)
Net profit	4,026	6,875
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Remeasurement of defined benefit plan	(66)	(54)
Total items that will not be reclassified to profit or loss	(66)	(54)
Items that may be reclassified to profit or loss		
Foreign currency translation adjustments	7	78
Gains and losses on cash flow hedges	0	3
Total items that may be reclassified to profit or loss	7	81
Total other comprehensive income	(58)	27
Comprehensive income for the period	3,968	6,902
Comprehensive income for the period attributable to:		
Owners of the parent company	3,968	6,902
Non-controlling interests	(0)	0
Comprehensive income for the period	3,968	6,902

(3) Consolidated Statement of Changes in Equity  
Fiscal year ended June 30, 2014 (July 1, 2013 to June 30, 2014)

(Millions of yen)

	Capital stock	Capital surplus	Retained earnings	Treasury shares	Other components of equity	Total equity attributable to owners of the parent company	Non-controlling interests	Total equity
As of July 1, 2013	100	8,936	1,955	—	110	11,102	0	11,102
Net profit			4,027			4,027	(0)	4,026
Other comprehensive income			(66)		7	(58)	0	(58)
Total comprehensive income			3,961		7	3,968	(0)	3,968
Acquisition of treasury shares						—		—
Transfer to retained earnings from capital surplus						—		—
As of June 30, 2014	100	8,936	5,916	—	118	15,071	(0)	15,070

Fiscal year ended June 30, 2015 (July 1, 2014 to June 30, 2015)

(Millions of yen)

	Capital stock	Capital surplus	Retained earnings	Treasury shares	Other components of equity	Total equity attributable to owners of the parent company	Non-controlling interests	Total equity
As of July 1, 2014	100	8,936	5,916	—	118	15,071	(0)	15,070
Net profit			6,874			6,874	0	6,875
Other comprehensive income			(54)		81	27	(0)	27
Total comprehensive income			6,820		81	6,902	0	6,902
Acquisition of treasury shares				(0)		(0)		(0)
Transfer to retained earnings from capital surplus		(2,411)	2,411			—		—
As of June 30, 2015	100	6,525	15,148	(0)	200	21,973	0	21,973

## (4) Consolidated Statement of Cash Flows

(Millions of yen)

	Fiscal year ended June 30, 2014 (July 1, 2013 to June 30, 2014)	Fiscal year ended June 30, 2015 (July 1, 2014 to June 30, 2015)
<b>Cash flows from operating activities</b>		
Profit before income taxes	4,201	6,832
Depreciation and amortization	321	272
Interest and dividend income	(7)	(7)
Interest expense	910	431
Decrease (increase) in accounts receivables and other receivables	(983)	(1,109)
Increase (decrease) in accounts payable and other liabilities	126	(525)
Increase (decrease) in consumption tax payable	611	1,353
Increase (decrease) in retirement benefit liabilities	290	352
Other	528	94
<b>Subtotal</b>	<b>6,000</b>	<b>7,693</b>
Dividends received	0	0
Interest received	6	8
Interest paid	(776)	(342)
Income taxes paid	(362)	(532)
<b>Net cash flows from operating activities</b>	<b>4,869</b>	<b>6,827</b>
<b>Cash flows from investing activities</b>		
Payments into time deposits	(118)	(14)
Proceeds from withdrawal of time deposits	157	75
Purchase of property, plant and equipment	(201)	(177)
Proceeds from sale of property, plant and equipment	1	—
Purchase of intangible assets	(119)	(186)
Other	1	(0)
<b>Net cash flows from investing activities</b>	<b>(279)</b>	<b>(304)</b>
<b>Cash flows from financing activities</b>		
Net increase (decrease) in short-term loans payable	3,000	(3,000)
Proceeds from long-term borrowings	18,400	—
Repayments of long-term borrowings	(20,000)	(1,500)
Purchase of treasury shares	—	(0)
Cash dividends paid	(8,000)	—
Other	(6)	(1)
<b>Net cash flows from financing activities</b>	<b>(6,607)</b>	<b>(4,502)</b>
Effect of change in exchange rates on cash and cash equivalents	3	37
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(2,014)</b>	<b>2,059</b>
Cash and cash equivalents at the beginning of the period	10,806	8,791
<b>Cash and cash equivalents at the end of the period</b>	<b>8,791</b>	<b>10,851</b>



(5) Notes on the going concern assumption

Not applicable.

(6) Significant accounting policies in the preparation of the consolidated financial statements

(Reporting entity)

TechnoPro Holdings, Inc. (hereinafter, “the Company”) is a stock company located in Japan, and the registered address of its head office is 6-10-1 Roppongi, Minato-ku, Tokyo.

The Company and its subsidiaries (hereinafter, “the Group”) are mainly engaged in the human resources dispatching business and the outsourcing business.

The Company’s consolidated financial statements for the fiscal year ended June 30, 2015 are composed of the Group.

(Preparation basis)

i. Applicable accounting standards

The Group’s consolidated financial statements have been prepared based on the IFRS published by the International Accounting Standards Board. As the Group fulfills all the requirements for a “Specified Company” listed in Article 1-2 of the Ordinance on Terminology, Forms, and Preparation Methods of Consolidated Financial Statements (Ordinance of the Ministry of Finance No. 28 of 1976; hereinafter referred to as “Ordinance on Consolidated Financial Statements”) the Group applies the provisions of Article 93 of that ordinance.

ii. Basis for measurement

The consolidated financial statements are prepared on the basis of acquisition costs excluding financial products, etc. that are measured at fair value.

iii. Functional currency and presentation currency

The consolidated financial statements use the Company’s functional currency of Japanese yen as the presentation currency, and all figures less than 1 million yen have been rounded down.

(Change in accounting policies)

The Group has adopted the following standards as of the fiscal year ended June 30, 2015.

Adoption of these standards did not have a significant impact on the Group’s consolidated financial statements.

IFRS		Overview of new/revised standards
IAS 32	Financial instruments: Presentation	Clarifies requirements for offset of financial assets and financial liabilities
IFRIC 21	Levies	Clarifies the timing for when levies are recognized

(7) Notes to the consolidated financial statements

(Segment information)

This information has been omitted because the Group has only one reporting segment.

(Per share information)

The per share information is as follows.

	Fiscal year ended June 30, 2014 (July 1, 2013 to June 30, 2014)	Fiscal year ended June 30, 2015 (July 1, 2014 to June 30, 2015)
Equity per share attributable to the owners of the parent company	442.31 yen	644.86 yen
Basic earnings per share	118.20 yen	201.76 yen

(Notes) 1. Diluted net income per share is not presented as there are no potential shares with dilutive effects.

2. A 10-for-1 stock split of ordinary shares took place on September 1, 2014 as a result of a resolution of the board of directors held on June 30, 2014. In addition, a 2-for-1 stock split of ordinary shares took place on November 1, 2014 as a result of a resolution of the board of directors held on September 30, 2014. Accordingly, the figures for equity per share attributable to the owners of the parent company and basic earnings per share are calculated on the assumption that these stock splits took place at the beginning of the previous consolidated fiscal year ended in June 30, 2014.

3. The assumptions for calculation of basic earnings per share are as follows.

	Fiscal year ended June 30, 2014 (July 1, 2013 to June 30, 2014)	Fiscal year ended June 30, 2015 (July 1, 2014 to June 30, 2015)
Net profit attributable to the owners of the parent company (millions of yen)	4,027	6,874
Average outstanding ordinary shares during the fiscal year (shares)	34,074,000	34,073,989

(Subsequent events)

Not applicable.