

To whom it may concern:

Corporate Name: TechnoPro Holdings, Inc.
(Code: 6028, TSE First Section)
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Introduction of Equity Remuneration Type Share Options for Directors

TechnoPro Holdings (the "Company") today announced that it has resolved at its Board of Directors meeting held today to submit a proposal to introduce equity remuneration type share options for Directors to the 10th Annual General Meeting of Shareholders planned to be held on September 29, 2015.

1. Introduction of Equity Remuneration Type Share Options for Directors

Purpose: as part of reviews on remuneration system for Directors, TechnoPro Holdings will issue the subscription warrants as equity remuneration type share options as remuneration for Directors (excluding Outside Directors) of the Company, having them share the benefits and risks of share price movements with shareholders and thus giving them greater motivation to make contributions to improve business performance from both a mid-term and a long-term perspective and sustained increase in corporate value.

Details of the share options are as described below.

(1) Class and number of shares to be delivered upon exercise of subscription warrants

The class of shares to be delivered upon the exercise of the subscription warrants shall be ordinary shares of the Company and the number of shares to be delivered per unit of the subscription warrants (hereinafter referred to as the "Number of Underlying Shares") shall be 100.

Provided that, if the Company implements a share split (including an allotment of ordinary shares of the Company without contribution; the same shall apply to the description of the share split hereinafter), or consolidation of shares with respect to its ordinary shares after the date on which the subscription warrants are allotted (hereinafter referred to as the "Allotment Date"), the Company shall make an adjustment to the Number of Underlying Shares in regard to the subscription warrants that have not been exercised as of the date of such share split or share consolidation, by the following formula:

$$\begin{array}{l} \text{Number of Underlying Shares} \\ \text{after adjustment} \end{array} = \begin{array}{l} \text{Number of Underlying Shares} \\ \text{before adjustment} \end{array} \times \text{Ratio of split or consolidation}$$

In the event of unavoidable circumstances that require adjustment of the Number of Underlying Shares in addition to the aforementioned, then the Company may make an adjustment to the Number of Underlying Shares that the Board of Directors of the Company deems necessary.

Any fraction less than one (1) share arising as a result of the aforementioned adjustment shall be disregarded.

(2) Aggregate number of subscription warrants

The number of the subscription warrants to be allocated within one (1) year from the date of an Annual General Meeting of Shareholders for each business year shall not be more than 500.

(3) Amount to be paid in for subscription warrants

The amount to be paid in for each subscription warrant shall be the amount determined by the Board of Directors of the Company on the basis of the fair value of the subscription warrant at the time of its allotment as calculated by applying a fair calculation method, such as the binomial model.

An individual who has been allotted subscription warrants (hereinafter referred to as the "Subscription Warrants Holder") shall offset the payment of the amount to be paid in with the remuneration claims against the Company and accordingly shall not be required to make any monetary payment.

(4) Amount of assets to be paid upon exercise of subscription warrants

The amount of the assets to be paid upon the exercise of the subscription warrants shall be calculated by multiplying the price of one (1) yen per share to be delivered through the exercise of the subscription warrants by the Number of Underlying Shares.

(5) Time period during which subscription warrants are exercisable

The time period during which the subscription warrants are exercisable shall be determined by resolution of the Board of Directors within the scope of ten (10) years from the date after the Allotment Date.

(6) Conditions for exercise of subscription warrants

Of the subscription warrants that have been allotted, the Subscription Warrants Holder may exercise no more than the number of subscription warrants determined as exercisable on the basis of progress made by the Company toward achieving performance targets of the mid-term management plan. Other conditions for exercising subscription warrants shall be determined at the meeting of the Board of Directors which decides terms for offering subscription warrants.

(7) Restrictions on acquisition of subscription warrants by transfer

Acquisition of the subscription warrants by means of transfer shall be subject to the approval of the Board of Directors of the Company.

(8) Other details of subscription warrants

Other details of the subscription warrants shall be determined at the meeting of the Board of Directors of the Company where the prospectus on the issue of the subscription warrants is determined.

(For reference)

Following the conclusion of this Annual General Meeting of Shareholders, the Company also intends to issue the subscription warrants as described above to Executive Officers of the Company, and to Directors and Executive Officers of the Company's subsidiaries by a resolution of the Board of Directors.

Note on translation

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