



August 28, 2015

To whom it may concern:

Corporate Name: TechnoPro Holdings, Inc.
(Code: 6028, TSE First Section)
Representative: Yasuji Nishio, President, Representative Director & CEO
Contact: Hiroshi Sato, Director & CFO
(Tel. 03-6385-7998)

Announcement of the Acquisition of Shares of PC Assist Corporation

TechnoPro Holdings (the "Company") resolved at the Board of Directors' meeting held on August 28, 2015 to purchase 67% of the shares of PC Assist Corporation ("Acquired Company") and make it a subsidiary of the Company. The details of this acquisition are as follows:

1. Reason for Acquiring Shares

The TechnoPro Group employs around 12,000 engineers at more than 120 business establishments across Japan. It provides approximately 1,800 corporate clients with technical human resource services, particularly in the area of the engineer staffing business.

The Acquired Company has education and training facilities called 'Win School' in more than 60 large cities nationwide, employing more than 150 instructors. It provides its corporate and individual customers with education and training related to skills in CAD, programming, web design, and other areas. It also has facilities, instructors, and know-how of developing and operating vocational programs to develop technical human resources.

By purchasing the shares of the Acquired Company, the TechnoPro Group aims to enhance its comprehensive capabilities as a corporate group providing technical human resource services and further expand its business areas. The integration of the Company's Human Resources Development Department and the Acquired Company will help the TechnoPro Group strengthen its foundation for human resource development that supports engineers' skill and career development, and accelerate the growth of its engineer staffing business. The acquisition will also drive the Acquired Company to expand its business with corporate clients in the education and training area through close cooperation with Group's subsidiaries, which have extensive customer bases.

More specifically, the following synergy is expected to be created in the medium to long run.

- Strengthen TechnoPro Group's human resource development by providing its engineers with more specialized and advanced programs and developing programs to meet clients' needs.
- Jointly develop education and training programs in promising areas such as electrical and electronic engineering and embedded software, for which future growth in demand is expected, as well as online education, foreign education, and prospective new-grads education.
- Effectively use the education and training facilities, equipment, and software owned by the TechnoPro Group and Acquired Company,
- Boost sales in corporate education and training services by combining the TechnoPro Group's marketing skills and brand power with the school operation skills that the Acquired Company has been building for many years, and
- Facilitate the TechnoPro Group's efforts to hire and retain engineers for engineer staffing business.

Taking into consideration the above reasons, the Company has resolved to purchase the shares of the Acquired Company in hopes of achieving a high level of synergy with the TechnoPro Group.

2. Overview of the Acquired Company (PC Assist Corporation)

(1) Trade name	PC Assist Corporation
(2) Location of head office	717-1 Higashi Shiokoji-cho, Nanajo-sagaru, Higashino Toin-dori, Shimogyo-ku, Kyoto-shi, Kyoto Pref.
(3) Name and title of representative	Hisashi Shimosaka, Representative Senior Managing Director
(4) Business description	Education and training services in technical areas

- (5) Capital 98 million yen
- (6) Date established September 3, 1991
- (7) Major shareholders and shareholding percentages Daiji Shimosaka (46.6%), Hisashi Shimosaka (22.7%), Hikari Shimosaka (22.7%), Atsuko Shimosaka (8.0%)
- (8) Relationship between the Company and Acquired Company The Company uses the Acquired Company's human resource development service, through which the TechnoPro Group's engineers receive education and training. There is no important capital or personal relationship between the Company and the Acquired Company that needs to be stated.
- (9) The Acquired Company's business results and financial position for the last three years (consolidated)

Fiscal year	Fiscal year ended July 2012	Fiscal year ended July 2013	Fiscal year ended July 2014
Net assets	396 million yen	478 million yen	555 million yen
Total assets	1,223 million yen	1,179 million yen	1,106 million yen
Net assets per share	225,293 yen	271,756 yen	315,578 yen
Revenue	2,505 million yen	2,422 million yen	2,148 million yen
Operating profit	184 million yen	122 million yen	158 million yen
Ordinary profit	185 million yen	120 million yen	162 million yen
Net profit	100 million yen	65 million yen	77 million yen
Net profit per share	56,866 yen	36,982 yen	43,822 yen
Dividend per share	- yen	- yen	- yen

3. Overview of the Seller of the Shares

Name	Address
Daiji Shimosaka	Fushimi-ku, Kyoto-shi, Kyoto Pref.
Hisashi Shimosaka	Fushimi-ku, Kyoto-shi, Kyoto Pref.
Hikari Shimosaka	Fushimi-ku, Kyoto-shi, Kyoto Pref.
Atsuko Shimosaka	Fushimi-ku, Kyoto-shi, Kyoto Pref.

There is no capital or personal relationship between the Company and the above individuals that needs to be stated. These individuals are not parties related to the Company.

4. The Number and Value of Shares Acquired and the Status of Share Ownership Before and After Transfer

- (1) Number of shares held prior to transfer 0 (Ownership percentage: 0%)
- (2) Number of shares to be acquired (plan) 1,180
- (3) Number of shares held after transfer 1,180 (Ownership percentage: 67%)
- (4) Acquisition value Acquisition value is not disclosed based on non-disclosure agreement in accordance with the wishes of the seller.
- (5) Method of determining acquisition value Based on due diligence results from external experts (financial, tax, and legal affairs), the business is valued using the EBITDA multiple method, etc., based on normalized earnings, and non-operating assets and net debts, etc. are evaluated for the financial position. After carefully examining the above items, the acquisition value was determined to be within the range of external experts' assessment.

5. Schedule

(1) Date of resolution of the Board of Directors	August 28, 2015
(2) Date on which agreement was signed	August 28, 2015
(3) Date of stock transfer	September 4, 2015 (plan)

6. Outlook of the TechnoPro Group financial forecast

As previously stated in above "1. Reason for Acquiring Shares," the acquisition of shares aims to achieve medium- to long-term synergy of the companies involved.

Therefore, the effect of this acquisition on the consolidated financial results for the period ending June 2016 will be minimal, and the financial forecasts will not be revised.

(Reference) the Company's financial forecasts for the current year (as announced on July 31, 2015) and the financial results of the previous year (Consolidated)

	Revenue	Operating profit	Profit before Taxes	Net profit	Net Profit Attributable to Owners of the Parent
Financial Forecasts (FY ending June 30, 2016)	88,000	8,100	7,700	7,600	7,600
Financial Results (FY ended June 30, 2015)	81,241	7,283	6,832	6,875	6,874

(Reference) The Company's mid-term management plan "Growth 1000"

TechnoPro's mid-term management plan "Growth 1000" (from fiscal year ending June 30, 2016, to fiscal year ending June 30, 2018) defines the TechnoPro Group as a group that provides technical human resource services. The plan sets the group's key business policy as focusing on 1) strengthening its revenue base in the engineer staffing business and 2) medium- to long-term growth in technical human resource services other than engineer staffing.

The acquisition of shares is an effort in line with this key business policy, which seeks to promote the improvement of engineer quality and increased unit selling prices by enhancing the TechnoPro Group's investment in engineer development. At the same time, it also aims to diversify income sources by providing customers with advanced human resource development services through the integration of the Acquired Company with the Company's human resource development functions.

Growth as a technical human resource services group

