



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)

Acquisition of Shares of ON THE MARK Co., Ltd.

TechnoPro Holdings, Inc. (the "Company") and its consolidated group company TechnoPro, Inc. ("TechnoPro") resolved at the Board of Directors' meeting held on February 26, 2016, that TechnoPro purchase 100% of the issued common shares of ON THE MARK Co., Ltd. ("Acquired Company") and make it a subsidiary of the TechnoPro. The details of this acquisition are as follows:

1. Reason for Acquiring Shares

In the "Growth 1000" mid-term management plan announced on August 3, 2015, the Company set out its aim to pursue growth in technical human resource services in fields other than engineer dispatch, in addition to strengthening the earnings base of the engineer dispatch business. As part of this plan, this acquisition will promote the expansion of the outsourced development business in the IT sector, an area in which the Company predicts it can realize synergy through its core competency of engineer dispatch.

TechnoPro conducts outsourced development at its internal development center, and acquiring human resources and expertise in the area of project management is one of the challenges TechnoPro faces as it expands. The Acquired Company is expanding its contracting and outsourcing business in the IT sector, and possesses the following strengths:

- An excellent track record of successful businesses with end-users in the manufacturing and distribution industries
- High numbers of experienced project managers, and a wealth of project management expertise
- Success in leveraging a large network of external partners

These strengths will enhance the resources of TechnoPro's outsourced development business. In addition, the Company aims to expand and boost the profitability of its outsourced development business in the IT sector through the following synergies made possible through this acquisition:

- Cultivate project management abilities through the formation of a team comprising the Acquired Company's project managers and TechnoPro's engineers
- Increase orders for highly profitable outsourcing projects by leveraging the Group's customer base of 1,800 corporate clients
- Strengthen the resources of the Acquired Company by leveraging the hiring capabilities of the Group, and optimize the use of external partners

Through TechnoPro's acquisition of the Acquired Company's shares, the Company will promote growth of its business as a technical human resources services group, and aims to further increase its corporate value.

2. Overview of the Acquired Company (ON THE MARK Co., Ltd.)

- (1) Trade name ON THE MARK Co., Ltd.
- (2) Location of head office 1-7-1 Tanmachi, Kanagawa-ku, Yokohama-shi, Kanagawa Pref., Japan
- (3) Name and title of representative Tetsumasa Itou, Chairman and CEO
Shouji Takahashi, President and COO
- (4) Business description Contracting, outsourcing, and dispatch in systems integration
- (5) Capital 74 million yen
- (6) Date established March 19, 1991
- (7) Major shareholders and shareholding percentages Tetsumasa Itou (71.6%), Shouji Takahashi (16.4%), Kunihisa Satori (12.0%)
- (8) Relationship between the Company and Acquired Company 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 Oct. 2013	Fiscal year ended Oct. 2014	Fiscal year ended Oct. 2015
Net assets	153 million yen	165 million yen	180 million yen
Total assets	938 million yen	930 million yen	998 million yen
Net assets per share	130,359 yen	140,020 yen	152,686 yen
Revenue	1,274 million yen	1,221 million yen	1,379 million yen
Operating profit	31 million yen	20 million yen	43 million yen
Ordinary profit	17 million yen	11 million yen	31 million yen
Net profit	20 million yen	10 million yen	15 million yen
Net profit per share	17,120 yen	9,278 yen	13,349 yen
Dividend per share	- yen	- yen	- yen

3. Overview of the Sellers of the Shares

Name	Address
Tetsumasa Itou	Asahi-ku, Yokohama-shi, Kanagawa Pref., Japan
Shouji Takahashi	Nishi-ku, Yokohama-shi, Kanagawa Pref., Japan
Kunihisa Satori	Isogo-ku, Yokohama-shi, Kanagawa Pref., Japan

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 Amount of Shares Acquired and the Status of Share Ownership Before and After Transfer

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|--|---|
| (1) Number of shares held prior to transfer | 0
(Number of voting rights: 0)
(Ownership percentage: 0%) |
| (2) Number of shares to be acquired | 1,180
(Acquiring Company: TechnoPro Inc.)
(Number of voting rights: 1,180)
(Ownership percentage: 100%) |
| (3) Acquisition amount | Acquisition amount is not disclosed based on non-disclosure agreement in accordance with the wishes of the seller. |
| (4) Number of shares held after transfer | 1,180
(Number of voting rights: 1,180)
(Ownership percentage: 100%) |
| (5) Method of determining acquisition amount | Based on due diligence results from external experts (financial, tax, and legal), the business was valued using the EBITDA multiple method, etc., based on normalized earnings. In addition, the financial position of the company including its non-operating assets and interest-bearing debt was evaluated. Based on careful examination and discussion of these items, the acquisition amount, which was calculated by an EBITDA multiple of 6.5 times and an amount of net interest-bearing debt after deduction of non-operating assets of 438 million yen, was agreed. |

5. Schedule

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| (1) Date of resolution of the Board of Directors | February 26, 2016 |
| (2) Date on which agreement was signed | February 26, 2016 |
| (3) Date of stock transfer | March 4, 2016 (plan) |

6. TechnoPro Group Financial Forecast

As a result of this acquisition, the Acquired Company's profit and losses will be reflected in the Company's consolidated financial results from the fourth quarter of the current period. The effect of this acquisition on the consolidated financial results for the period ending June 2016 will be minimal, and financial forecasts are not expected to be revised.

Furthermore, following this acquisition, the Company will promote growth and the optimization of the Acquired Company's operating framework, to contribute to the Company's consolidated financial results from fiscal year ending June 2017.

(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)

(Unit: million yen)

	Revenue	Operating profit	Profit before Taxes	Net profit	Net profit attributable to owners of the parent company
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