

July 3, 2017

To Whom It May Concern,

Corporate Name: TechnoPro Holdings, Inc.
 Representative: Yasuji Nishio, president, representative director, and CEO
 (Securities Code: 6028, TSE First Section)
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Announcement Concerning the Issuance of New Shares as Restricted Stock Compensation Plan

At a meeting held on June 30, 2017, the TechnoPro Holdings Board of Directors resolved to issue new shares of stock ("New Share Issuance").

1. Overview

(1) Payment date	July 18, 2017
(2) Class and number of shares to be issued	12,400 shares of TechnoPro Holdings common stock
(3) Issuance price	¥4,575 per share
(4) Total value of shares to be issued	¥56,730,000
(5) Method of offer or allotment	Allotment of restricted stock
(6) Method of contribution	In kind contribution of monetary compensation claims
(7) Eligible parties, number of individuals eligible, and number of shares to be allocated	Allotment of 12,400 shares to two directors of Boyd&Moore Executive Search
(8) Other	Securities Registration Statement submitted as per the Financial Instruments and Exchange Act

2. Background and objectives of the issuance

On July 3, 2017, TechnoPro Holdings acquired 100% of the outstanding Boyd&Moore Executive Search (BMES) stock, thereby making the company a subsidiary. (For the detail of this acquisition, please refer to 'Announcement Concerning Purchase of Common Stock of Boyd&Moore Executive Search'.) This New Stock Issuance is designed to promote the retention of BMES directors and provide a genuine incentive for directors to create synergies between BMES and the TechnoPro Group, boosting the TechnoPro Group's value on an ongoing basis.

3. Overview and issuance details related to the restricted stock compensation plan

This restricted stock compensation plan has been adopted specifically for the purpose of acquiring BMES common stock. The two BMES directors will pay TechnoPro Holdings a total contribution in kind amounting to ¥56,730,000 in lieu of monetary remuneration. The individuals will be issued TechnoPro Holdings common stock in exchange. A total number of 12,400 shares of TechnoPro Holdings common stock will be newly issued.

Concurrent with the issuance of common stock under this restricted stock compensation plan, TechnoPro Holdings, BMES, and the two directors have entered into a restricted stock allotment agreement which includes the following provisions:

- (1) Stock may not be mortgaged, transferred to a third party or otherwise disposed of for a defined period; and
- (2) TechnoPro Holdings reserves the right to reacquire the shares at no cost where reasonable grounds exist.

4. Overview of the restricted stock allotment agreement

TechnoPro Holdings has executed individual agreements with BMES and the BMES directors regarding the allocation of restricted stock. The following is an overview of the restricted stock allocation agreement:

(1) Period of restriction

July 18, 2017 – March 31, 2020

(2) Removal of restriction

TechnoPro Holdings shall release transfer restrictions for all stock allocated upon the conclusion of the restriction period, provided that the directors in question have maintained their positions as BMES directors throughout the restriction period.

(3) Acquisition of shares without compensation

At the conclusion of the restriction period or at the time when the restriction has been released, TechnoPro Holdings will automatically reacquire any allocated shares to which restrictions still apply at no cost to TechnoPro Holdings.

(4) Restructuring or other organizational changes

In the event that, during the restriction period, TechnoPro Holdings is subsumed in a merger, or becomes a fully-owned subsidiary under a share exchange agreement or share transfer scheme, or is subject to other form of reorganization as approved by a general shareholders' meeting (or meeting of the Board of Directors, in the case of a major reorganization where approval by general shareholders' meeting is not required), (1) stock of the surviving company or parent company paid in compensation for said reorganization as of the effective date of the reorganization shall be granted under essentially equivalent terms of this restricted stock compensation plan; (2) separate discussions shall be held regarding the treatment of moneys or other non-stock assets of the surviving or parent company during the restriction period.

5. Calculation basis and details of payment amount

This New Stock Issuance shall be executed as an in kind contribution of monetary compensation claims. To prevent arbitrariness in the issuance price, the price paid per share shall be set at ¥4,575, being the closing price of TechnoPro Holdings common shares on the First Section of the Tokyo Stock Exchange on the business day prior to the Board of Director resolution (June 29, 2017), which is considered to be valuation rational price. This valuation represents a deviation of 0.37% (rounded to the nearest hundredth; same in deviation calculations below) from the one-month simple average closing price (fractions omitted; same for simple average closing price below) of ¥4,558 (from May 30 to June 29, 2017) for TechnoPro Holdings common stock on the First Section of the Tokyo Stock Exchange; of 3.39% from the three-month simple average of ¥4,425 (March 30 to June 29, 2017); and of 9.11% from the six-month simple average of ¥4,193 (December 30 2016 to June 29 2017). Accordingly, we do not believe such pricing constitutes a particularly advantageous price valuation.

Note on translation

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