



March 23, 2018

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

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## **Announcement of Determination of Issue Price and Other Matters for Issuance of New Shares Through an International Offering**

TechnoPro Holdings, Inc. (the "Company") hereby announces that it has determined the issue price and other matters in relation to the issuance of new shares through an international offering (the "International Offering"), which was approved by the resolution of the Board of Directors of the Company dated March 22, 2018. The details of such determinations are as stated below.

### **1. Issuance of New Shares through International Offering**

(1) Issue Price (Offer Price) *		<u>¥6,439 per share</u>
(2) Total Amount of Issue Price		<u>¥12,878,000,000</u>
(3) Amount to be Paid *		<u>¥6,165 per share</u>
(4) Total Amount to be Paid		<u>¥12,330,000,000</u>
(5) Amount of Stated Capital and Additional Paid-in Capital to be Increased	<u>Amount of Stated Capital to be Increased</u>	<u>¥6,165,000,000</u>
	<u>Amount of Additional Paid-in Capital to be Increased</u>	<u>¥6,165,000,000</u>

Note:

- \* The underwriters will purchase and underwrite the shares at the amount to be paid and offer the shares at the issue price (offer price).

Note: This press release does not constitute an offer of securities in the United States. The Company's securities referred to above have not been, and will not be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration thereunder or an applicable exemption from registration requirements.

<Reference>

### 1. Calculation of the Issue Price (Offer Price)

(1)	Base Date for Calculation and Price on the Base Date	<u>March 22, 2018</u>	<u>¥6,850</u>
(2)	Discount Rate		<u>6.00%</u>

### 2. Total Number of Issued Shares Before and After the Issuance of New Shares:

Current total number of issued shares: (as of March 22, 2018)	34,254,932 shares
Number of shares to be newly issued by the issuance of new shares:	2,000,000 shares
Total number of issued shares after the issuance of new shares:	36,254,932 shares

### 3. Use of Proceeds

Out of the net proceeds from the International Offering, which are ¥12,250,000,000, approximately ¥9.0 billion is expected to be used by around June 2018 to repay a part of the borrowings from financial institutions incurred in connection with the acquisition of shares of six companies in total, including Helius Technologies Pte Ltd; HRnetGroup Limited; EDELTA Co., Ltd.; and PROBIZMO Co., Ltd., and the remaining amount is expected to be used by around June 2020 for the establishment of a human resource talent management system as a part of the move toward platforms utilizing information technology, which is promoted in the new medium-term management plan, and for capital investment in, among other things, core systems.

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#### 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.

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