



April 26, 2019

To Whom It May Concern,

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

## **Announcement Concerning Absorption-Type Merger of Consolidated Subsidiary Companies**

The board of directors of TechnoPro Holdings, Inc. today passed a resolution approving the merger of consolidated subsidiary TECHNO BRAIN COMPANY., LTD. and consolidated subsidiary TechnoPro Careers, Inc. TECHNO BRAIN will be the surviving company as a result of the merger.

As this is an absorption-type merger between wholly owned subsidiaries, certain disclosures and details have been omitted.

### **1. Purpose of Merger**

As a technical staffing services group, TechnoPro Holdings continues to build a more extensive list of services outside our engineer staffing business. At the same time, as a measure to grow our engineer staffing business, we converted TECHNO BRAIN to a subsidiary on February 28, 2019. TECHNO BRAIN has particular strengths in professional engineer recruitment and recruitment process outsourcing (RPO). This transaction allowed TechnoPro Holdings to access greater growth in the professional recruitment and RPO fields, while bolstering the TechnoPro Group capacity to hire professionals in our engineer staffing business.

TechnoPro Careers has been a part of the TechnoPro Group, providing recruitment services for professional engineers who register with the company. By consolidating group management resources between TechnoPro Careers and TECHNO BRAIN, which has strengths in professional engineer recruitment services and recruitment process outsourcing (RPO), we believe we can generate greater business management efficiencies while offering high-quality services that leverages the strengths of each entity, finding greater growth in the professional engineer recruitment and RPO fields. Accordingly, we have decided to conduct this merger.

### **2. Merger Overview**

#### **(1) Merger Schedule**

Board of directors meeting to approve merger agreement (TechnoPro Holdings, merging companies)	April 26, 2019
Execution of merger agreement	April 26, 2019
General meeting of shareholders to approve merger (merging companies)	June 28, 2019 (tentative)
Merger date (effective date)	July 1, 2019 (tentative)

#### **(2) Merger Method**

Absorption-type merger in TECHNO BRAIN COMPANY., LTD. will be the surviving entity and TechnoPro Careers, Inc. will be the absorbed entity.

### (3) Allocations Related to Merger

As this transaction is a merger between wholly owned subsidiaries of TechnoPro Holdings, Inc., no new stock will be issued, no increase in stated capital will occur, and no payments will be made in connection with this merger.

### (4) Stock Acquisition Rights and Bonds with Stock Acquisition Rights Related to Merger

No stock acquisition rights or bonds with stock acquisition rights were issued by TechnoPro Careers, Inc.

## 3. Overview of Merging Parties

(1) Company Name	TECHNO BRAIN COMPANY., LTD. (surviving entity)	TECHNOPRO Careers Co., Ltd. (absorbed entity)
(2) Head Office	1-13-12 Higashi Gotanda, Shinagawa-ku, Tokyo	6-10-1 Roppongi, Minato-ku, Tokyo
(3) Representative	Futoshi Kitagawa, Representative Director	Futoshi Kitagawa, Representative Director
(4) Business Lines	Paid placement services, recruitment process outsourcing, specific health guidance trustee, labor dispatch	Paid placement services in technical professional fields
(5) Capital	¥40 million	¥40 million
(6) Established	July 20, 1992	July 20, 2010
(7) Major Shareholders and Ownership Ratios	TechnoPro Holdings, Inc. 100%	TechnoPro Holdings, Inc. 100%

## 4. Circumstances Subsequent to Merger

In connection with this merger, the head office of TECHNO BRAIN COMPANY., LTD. (surviving entity) will be moved to Minato-ku, Tokyo. TECHNO BRAIN COMPANY., LTD. will retain its current trade name and representative director.

## 5. Future Outlook

As this is a merger between wholly owned subsidiaries, the transaction will have no impact on consolidated earnings.

### Note

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