



August 6, 2025

To Whom It May Concern,

Corporate Name: TechnoPro Holdings, Inc.
(Code:6028, TSE Prime Market)
Representative: Takeshi Yagi, President, Representative Director & CEO
Contact: Toshihiro Hagiwara, Managing Director & CFO
(Tel. 03-6385-7998)

Notice Regarding Revision to Year-End Dividend Forecast (No Dividend)

TechnoPro Holdings, Inc. hereby announces that it has decided to revise the dividend forecast for the fiscal year ended June 30, 2025 and not to distribute a year-end dividend for the same period, as detailed below. This decision is based on the tender offer (the "Tender Offer") by BXJE II Holding KK (the "Offeror") for its common shares (the "Company Shares") and the American Depositary Shares (the "ADS") issued in the United States by The Bank of New York Mellon (the "Depositary Bank"), representing the Company Shares deposited with the Depositary Bank, as described in the "Notice of Statement of Opinion in Support of and Neutral Position on the Tender Offer for Shares of the Company by BXJE II Holding KK" (the "Opinion Press Release") separately announced today.

1. Details of Revision

	Annual dividend per share		
	Interim	Year-end	Total
Previous forecast (announced August 8, 2024)	—	¥60.00	¥90.00
Revised forecast	—	¥0.00	¥30.00
Dividends for the current period (FY25.6)	¥30.00	—	—
Dividends for the previous period (FY24.6)	¥25.00	¥55.00	¥80.00

2. Reason for Revision

At a meeting of the Board of Directors held today, the Company resolved to express its opinion in support of the Tender Offer and to take a neutral position and leave to the discretion of each shareholder and holder of ADSs (including the American Depositary Receipts representing such ADSs) the decision as to whether (i) the shareholders of the Company should tender their shares in the Tender Offer, and (ii) the holders of ADSs should, prior to participating in the Tender Offer, deliver their ADSs to the Depositary Bank, receive the underlying Company Shares represented thereby, and then tender such Company Shares in the Tender Offer.

The resolution by the Board of Directors was made on the premise that the Offeror intends to make the Company its wholly-owned subsidiary through the Tender Offer and a series of subsequent procedures, and that the Company Shares are expected to be delisted from the stock exchange. For additional details, please refer to the Opinion Press Release.

TechnoPro Holdings, Inc.'s basic capital policy is to distribute profits, linked to business performance, to its shareholders at the dividend payout ratio of 50% or higher, as well as to maximize its shareholder value over the medium and long term by investing in the growth areas, including sustainable growth of engineering professional services, acceleration of solution business, promotion of engineer training business, commercialization of DX promotion business, global expansion and M&A activities in an effort to create value by realizing investment return beyond cost of capital.

However, the price per share of the Company Shares in the Tender Offer has been determined based on a comprehensive assessment, assuming that no more dividend will be distributed to the shareholders of record as of June 30, 2025. In light of this, the Company has concluded that if such an additional dividend were to be paid, it could adversely affect the feasibility of the Tender Offer. Accordingly, although the record date for the year-end dividend for the fiscal year ended

June 30, 2025 has already passed as of today, the Company has decided not to pay a year-end dividend for that fiscal year.

The completion of the Tender Offer is expected to be confirmed after the end of the Tender Offer period on September 24, 2025. Therefore, even if the Tender Offer is not successful, due to scheduling constraints, the Company will not be able to submit this matter to the Annual General Meeting of Shareholders scheduled for September 26, 2025. Accordingly, no year-end dividend will be distributed for the fiscal year ended June 30, 2025.

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.