



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 Early Completion of Medium-Term Management Plan and Abolition of Performance-Based Restricted Stock Compensation Plan

TechnoPro Holdings, Inc. hereby announces that it has decided to complete its Medium-Term Management Plan, which was originally disclosed on August 10, 2021, one year ahead of schedule. In addition, the Company has resolved to abolish the performance-based restricted stock compensation plan for its Directors.

1. Completion of Medium-Term Management Plan “Evolution 2026”

Under the Medium-Term Management Plan “Evolution 2026 (the “Plan”),” which was announced on August 10, 2021 and commenced in the fiscal year ended June 30, 2022, we have continuously advanced our core business of engineer staffing. We have focused on achieving growth by enhancing the “quality” of our core operations, while promoting business transformation driven by “evolution” rather than diversification. These initiatives have aimed to proactively capture medium- to long-term shifts in demand and supply, leading to business expansion and transformation of our business model. Thus far, the Plan is progressing generally as expected. However, with regard to the external environment surrounding our Group, we are experiencing deviations from the assumptions made at the time of the Plan’s formulation. These include intensified competition for hiring engineers, soaring recruitment costs, a deteriorating turnover rate, and continued upward pressure on wage levels.

In addition, as stated 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” separately disclosed today (the “Opinion Press Release”), the Company has concluded that proceeding with the privatization in partnership with BXJE II Holding KK will enable us to more promptly address the managerial challenges arising from changes in the external environment. We believe this approach will contribute to the Group’s sustainable growth and enhancement of shareholder value. For further details, please refer to the Opinion Press Release.

Considering these circumstances, the Company has determined that a revision of the Group’s business strategy is necessary. Accordingly, we have decided to complete the Plan one year ahead of schedule, with the fiscal year ended June 30, 2025 as its final year.

2. Abolition of Performance-Based Restricted Stock Compensation Plan

(1) Reason for abolition

On August 10, 2021, the Company’s Board of Directors resolved to introduce a performance-based restricted stock compensation plan (a post-grant Performance Share Unit plan; the “PSU Plan”) for its Directors (limited to Directors with executive responsibilities; the “Eligible Directors”), and disclosed it in the “Announcement of the Adoption of Performance-Based Restricted Stock Compensation Plan (Performance Share Units)” (the “PSU Press Release”) on the same day. The Plan was intended to provide incentives for achieving the performance targets set forth in the Plan and for enhancing shareholder value on a sustainable basis, while also promoting greater value sharing with shareholders. The relevant matters under the PSU Plan were subsequently approved at the Company’s 16th Annual General Meeting of Shareholders held on September 29, 2021, and the 17th Annual General Meeting of Shareholders held on September 29, 2022.

However, as mentioned above, due to the decision to complete the Plan one year ahead of schedule, it has become difficult to maintain and continue the PSU Plan, which is based on the achievement of performance targets under the Plan. Accordingly, the Company has decided to abolish the PSU Plan.

(2) Payment of special bonus in connection with the abolition of the PSU Plan

In connection with the abolition of the PSU Plan, the Company intends to provide a special cash bonus to the Eligible Directors, based on deliberations by the Nomination and Compensation Committee, taking into account the nature of the PSU Plan as deferred compensation package and the degree of achievement of performance targets in past fiscal years under the Plan. The total amount of cash compensation to be paid to the Eligible Directors in the fiscal year ended June 30, 2025 (including fixed compensation and annual short-term bonus) will not exceed the compensation limit authorized by the General Meeting of Shareholders. Furthermore, the total amount of the special cash bonus will remain within the cumulative stock-based compensation expenses accrued under the PSU Plan over the four fiscal years from the initial year of the Plan (the fiscal year ended June 30, 2022) through the fiscal year ended June 30, 2025.

(Reference)

In connection with the abolition of the PSU Plan, the Company will also abolish the equivalent performance-based stock compensation package described in the PSU Press Release, which was intended for Directors, Executive Officers, and other key personnel of the Company and its subsidiaries.

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.