

November 20, 2025

To Whom It May Concern,

Corporate Name: TechnoPro Holdings, Inc.
Representative: Takeshi Yagi, President, Representative Director & CEO
(Code:6028, TSE Prime Market)
Contact: Toru Kobayashi, Section Manager, Communication & IR
Office, Management Planning Department
(Tel. +81-3-6385-7998)

Notice Regarding Resolution of Share Consolidation, Abolition of Provisions for Share Units and Partial Amendment to Articles of Incorporation

As described in "Notice Regarding Share Consolidation, Abolition of Provisions for Share Units and Partial Amendment to Articles of Incorporation" disclosed on October 20, 2025 (the "October 20, 2025 Press Release"), TechnoPro Holdings, Inc. (the "Company") submitted proposals concerning the share consolidation, the abolition of provisions for share units, and partial amendments to the Articles of Incorporation to the extraordinary general meeting of shareholders held today (the "Extraordinary Shareholders' Meeting"), and all proposals were duly approved as originally proposed. The details are provided below.

As a result, the common shares of the Company (the "Company Shares") will fall under the delisting criteria stipulated in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the "TSE"). Accordingly, the Company Shares are scheduled to be designated as securities to be delisted from November 20, 2025 to December 8, 2025, and will be delisted as of December 9, 2025. Please note that after delisting, the Company Shares will no longer be tradable on the TSE Prime Market.

1. First Proposal: Share Consolidation

The Company has obtained shareholder approval at the Extraordinary Shareholders' Meeting for the share consolidation as described below (the "Share Consolidation").

For details of the Share Consolidation, please refer to the October 20, 2025 Press Release.

(i) Class of Shares to be Consolidated

Common shares

(ii) Consolidation Ratio

25,000,000 Company Shares will be consolidated into one Company Share

(iii) Total Number of Issued Shares to be Reduced

104,190,179 shares

(iv) Total Number of Issued Shares before Effective Date

104,190,183 shares

(v) Total Number of Issued Shares after Effective Date

4 shares

(vi) Total Number of Shares Authorized to be Issued as of Effective Date

16 shares

(vii) Method of Handling in Cases Where There are Fractions Less Than One Share and the Amount of Money Expected to be Delivered to Shareholders as a Result of Rounding

- i. Whether the Handling under the Provision of Article 235, Paragraph 1 of the Companies Act or the Handling under

the Provision of Article 234, Paragraph 2 of the Said Act as Applied Mutatis Mutandis Pursuant to Article 235, Paragraph 2 of the said Act is Planned, and the Reasons Therefor

After the Share Consolidation takes effect, the number of shares held by shareholders other than BXJE II Holding KK (the "Offeror") is expected to become fractional shares of less than one share.

The fractional shares resulting from the Share Consolidation will be aggregated (in accordance with Article 235, Paragraph 1 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same applies), any fraction less than one share in the total will be rounded down), and the equivalent number of shares will be sold pursuant to Article 235 of the Companies Act and other applicable laws and regulations. The proceeds from the sale will be distributed to shareholders in proportion to their respective fractional holdings.

Given that the Share Consolidation is part of a transaction aimed at making the Offeror the sole shareholder of the Company, and considering that the Company Shares are scheduled to be delisted on December 9, 2025, and will no longer have a market price, it is deemed unlikely that there will be any buyer through an auction. Therefore, the Company plans to sell the shares to the Offeror with court approval, in accordance with Article 234, Paragraph 2 of the Companies Act, as applied mutatis mutandis by Article 235, Paragraph 2.

In this case, if court approval is obtained as scheduled, the purchase price will be set so that each shareholder receives an amount equivalent to the number of shares they hold multiplied by 4,870 yen, which is the same as the tender offer price for the Company Shares by the Offeror. However, if court approval is not obtained or if rounding adjustments are required due to calculation, the actual amount paid may differ from such amount.

ii. Name of Person Expected to Purchase Shares Subject to Sale

BXJE II Holding KK

iii. Method by Which the Person Expected to Become the Purchaser of the Shares Subject to Sale Will Secure Funds for Payment of the Sale Proceeds, and Reasonableness of the Method

The Offeror intends to finance the acquisition of the Company Shares equivalent to the aggregate number of fractional shares resulting from the Share Consolidation through a capital contribution from BXJE I Holding KK, the Offeror's parent company, and borrowings from Sumitomo Mitsui Banking Corporation, Mizuho Bank, Ltd., Sumitomo Mitsui Trust Bank, Limited, Nomura Capital Investment Co., Ltd., The Bank of Yokohama, Ltd., Aozora Bank, Ltd., and Kiraboshi Bank, Ltd. The Company has confirmed the method by which the Offeror has secured funds by reviewing the Tender Offer Notification submitted by the Offeror on August 7, 2025, as well as the financing certificate and other related documents attached thereto. According to the Offeror, no circumstances have arisen, nor are any anticipated, that could hinder the payment for the proceeds from the sale of the Company Shares corresponding to the aggregate number of fractional shares less than one share resulting from the Share Consolidation.

Therefore, the Company has determined that the Offeror's method of securing funds for the payment for the proceeds from the sale of fractional shares is appropriate.

iv. Expected Timing of Sale and Payment of Sales Proceeds to Shareholders

Following the effective date of the Share Consolidation, the Company plans to file a petition with the court around mid to late December 2025, seeking approval to sell the number of the Company Shares equivalent to the total of fractional shares less than one share resulting from the Share Consolidation, in accordance with Article 234, Paragraph 2 of the Companies Act, as applied mutatis mutandis by Article 235, Paragraph 2 of the same Act.

The timing of such court approval may vary depending on the court's circumstances. However, the Company expects to obtain the court's approval and proceed with the sale of the Company Shares around mid-January 2026. After completing the necessary preparations to distribute the proceeds from the sale to shareholders, the Company anticipates making such payments to shareholders around late March 2026.

Considering the time required for the series of procedures from the effective date of the Share Consolidation to the sale, the Company has determined, at the respective times described above, that the sale of the Company Shares equivalent to the total of fractional shares less than one share will be conducted, and the proceeds from such sale will be distributed to shareholders.

2. Second Proposal: Partial Amendments to the Article of Incorporation

The Company has obtained shareholder approval at the Extraordinary Shareholders' Meeting for the partial amendments to the Articles of Incorporation of the Company as described below.

For details of the amendments, please refer to the October 20, 2025 Press Release. The amendments will become effective on December 11, 2025, on the condition that the Share Consolidation becomes effective.

- (1) If the proposal regarding the Share Consolidation is approved as originally proposed at the Extraordinary Shareholders' Meeting and the Share Consolidation becomes effective, the total number of the Company Shares authorized to be issued will be 16 shares in accordance with the provisions of Article 182, paragraph 2 of the Companies Act. To clarify this, the Company will change the total number of shares authorized to be issued stipulated in Article 6 (Total Number of Shares Authorized to Be Issued) of the Articles of Incorporation on the condition that the Share Consolidation becomes effective.
- (2) If the proposal regarding the Share Consolidation is approved as originally proposed at the Extraordinary Shareholders' Meeting and the Share Consolidation becomes effective, the total number of the Company Shares issued will be 4 shares, and it will no longer be necessary to specify the number of shares constituting one unit. Therefore, on the condition that the Share Consolidation becomes effective, in order to abolish the provisions specifying the number of shares constituting one unit of shares as 100 shares, the Company will delete all of the provisions for Article 7 (Number of Shares per Share Unit) and Article 8 (Rights with Respect to Shares Less than One Unit) of the Articles of Incorporation, and renumber the articles following these articles accordingly.
- (3) If the proposal regarding the Share Consolidation is approved as originally proposed at the Extraordinary Shareholders' Meeting and the Share Consolidation becomes effective, the Company shares will be delisted, and the only shareholder holding one or more shares of the Company will be the Offeror. Consequently, the provisions regarding the record date for the Annual General Meeting of Shareholders, the system for providing informational materials for a general meeting of shareholders in electronic format, and the acquisition of own shares through market transactions, etc., will be no longer necessary. Therefore, on the condition that the Share Consolidation becomes effective, the Company will delete all of the provisions for Article 12 (Record Date for Annual General Meeting of Shareholders), Article 14 (Measures, etc. for Providing Information in Electronic Format), and Article 37 (Acquisition of Own Shares) of the Articles of Incorporation, and renumber the articles following these articles accordingly.

3. Schedule of Share Consolidation

(i) Date of the Extraordinary Shareholders' Meeting	Thursday, November 20, 2025
(ii) Date of designation as the securities to be delisted	Thursday, November 20, 2025
(iii) Last trading date of the Company Shares	Monday, December 8, 2025 (scheduled)
(iv) Date of delisting of the Company Shares	Tuesday, December 9, 2025 (scheduled)
(v) Effective date of the Share Consolidation	Thursday, December 11, 2025 (scheduled)

Note on translation

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