



April 1, 2022

To Whom It May Concern,

Corporate Name: TechnoPro Holdings, Inc.
(Code:6028, TSE First Section)
Representative: Takeshi Yagi, President, Representative Director & CEO
Contact: Toshihiro Hagiwara, Managing Director & CFO
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Announcement Concerning Absorption-Type Merger of Consolidated Subsidiary Companies

TechnoPro Holdings subsidiary TechnoPro, Inc., at its Board of Directors meeting held on March 30, 2022, resolved to approve the absorption-type merger of its subsidiary EDELTA Co., Ltd. Both merging parties have concluded the merger agreement as follows.

1. Purpose of Merger

EDELTA became a member of the TechnoPro Group on October 31, 2017. Over the four years since, EDELTA has collaborated with TechnoPro in sales activities, participated in the optimal assignment of engineering professionals, and created synergies in numerous other ways. As EDELTA and TechnoPro have built a stronger relationship over time, the group has come to believe that creating an environment which seamlessly integrates TechnoPro and EDELTA at a higher level without artificial organizational barriers will contribute to the realization of the Group's purpose "Driving the Power of Technology and Talent to Co-create Value Together with our Customers for a Sustainable Society." The TechnoPro Board of Directors approved the merger of the two companies based on this belief.

2. Merger Overview

(1) Merger Schedule

Board of Directors meeting to approve merger agreement (merging companies)	March 30, 2022
Execution of merger agreement (merging companies)	March 30, 2022
General meeting of shareholders to approve merger (merging companies)	June 29, 2022 (tentative)
Merger date (effective date)	July 1, 2022 (tentative)

(2) Merger Method

TechnoPro will be the surviving entity and EDELTA will be the absorbed entity.

(3) Allocations Related to Merger

As this transaction is a merger between wholly owned subsidiaries of TechnoPro Holdings, 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 EDELTA.

3. Overview of Merging Parties

(1) Company Name	TechnoPro, Inc. (surviving entity)	EDELTA Co., Ltd. (absorbed entity)
(2) Head Office	6-10-1 Roppongi, Minato-ku, Tokyo	2-4-1 Nishi Shinjuku, Shinjuku-ku, Tokyo
(3) Representative	Gaku Shimaoka, Representative Director Koichiro Asai, Representative Director	Yasuo Hayata, Representative Director
(4) Business Lines	Research and development, product development, and other technology services in the mechanical, electrical, electronic, embedded control, information systems, information infrastructure, chemical, bio, and other technical fields	Systems integration and packaged product sales
(5) Capital	101 million yen	10 million yen
(6) Established	June 2, 1997	April 27, 1984
(7) Major Shareholders and Ownership Ratios	TechnoPro Holdings, Inc. 100%	TechnoPro, Inc. 100%

Note

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