

August 25, 2023

To Whom It May Concern,

Corporate Name: TechnoPro Holdings, Inc.
 (Code:6028, TSE Prime Market)
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Summary of the Results of Analysis and Evaluation of the Effectiveness of the Board of Directors

The TechnoPro Holdings, Inc. Board of Directors conducted an analysis and evaluation of its effectiveness for the fiscal year ended June 2023 based on the Corporate Governance Code of the Tokyo Stock Exchange and the Corporate Governance Guidelines of the Company. The goal of this initiative, the results of which are provided below, is to improve the function of the Board of Directors.

1. Methodology and Process of the Analysis and Evaluation

The Board has analyzed and evaluated its effectiveness once a year starting in the fiscal year ended June 2016, and has provided a summary of these results for the eighth consecutive year.

Analysis and evaluation methods are as follows.

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| Evaluation method | Self-evaluation questionnaire (registered form) |
| Evaluators | All Directors (including Audit & Supervisory Committee members) |
| Questionnaire Items Evaluated (Major topics) | (1) Size and composition of the Board of Directors (2) Operation of the Board of Directors meeting (3) Information provision and support for outside directors (4) Roles and responsibilities of the Board of Directors (5) Relationship with shareholders, investors, and other stakeholders (6) Individual contributions (as director) (7) Operation of the Nomination and Compensation Committee |
| Collection of opinions and proposals | The questionnaire included standard evaluation topics, as well as space requesting comments related to board strengths and areas for improvement. The directors were also asked to provide candid opinions and suggestions. |
| Analysis method | Based upon the results of the self-evaluation questionnaire, discussions are held in the Board of Directors meeting to check the effectiveness of the Board of Directors and extract issues. |

Prior to conducting the analysis and evaluation of the effectiveness for the fiscal year ended June 2023, the TechnoPro Holdings, Inc. Board of Directors discussed once again the need for revising the self-evaluation questionnaires during the regular meeting of the board held in March 2023. As a result, with some of the questions modified, all directors, including the Audit & Supervisory Committee members responded to the self-evaluation questionnaires. Subsequently, the answers of the self-evaluation questionnaires, the analysis of evaluation results, and identified issues were reported at the July 2023 regular meeting of the Board of Directors. At the same time, an active and frank discussion was held regarding initiatives to improve the effectiveness of the Board of Directors in the future.

2. Analysis and Evaluation Results

As a result of the evaluation and analysis in 1., above, the TechnoPro Holdings Board of Directors has concluded that the board performs its roles and responsibilities appropriately and effectively overall. The following points were identified in particular as highly regarded initiatives for the fiscal year ended June 2023, as well as strengths that should be maintained by the Company's Board of Directors. (Furthermore, for reference the table at the end of the document shows items that have advanced and improved up until that point)

Highly Evaluated Initiatives for the Period, Particular Strengths to be Maintained, etc.

- (1) Where the fiscal year ended June 2023 was the second year of the current medium-term management plan ("Plan"), progress reports on the Plan in general, as well as other business reports on the overall results of the first year of the Plan and the strategies & key initiatives for the second year from major group operating companies, and important individual themes related to the Plan, such as the IT medium-term plan, Engineer Education Business, DX Promotion Business, overseas subsidiary PMI were conducted appropriately at the Board of Directors meetings, and necessary verifications and discussions were also conducted. Further, the Board of Directors performed its supervisory and monitoring function over operation divisions, through initiatives such as receiving reports concerning the details of the discussion, mainly made by the executive directors, at the Plan review meeting, and deliberating on them with the outside directors.
- (2) With an aim to further strengthen corporate governance structure, the Company made a transition to a company with an Audit & Supervisory Committee, and carried out the comprehensive revision of the Corporate Governance Guidelines as well as the revision of the skills matrix for the Board of Directors.
- (3) In the Nomination and Compensation Committee, prior to the deliberation and resolution at the Board of Directors meeting, appropriate discussion was held regarding the reappointment of the CEO, individual compensation of the directors, and change in the Group's leadership personnel. In addition, discussion was held, based on the skills matrix, regarding the necessity to reconsider the composition of the Board of Directors and to appoint the new outside directors.
- (4) Through appropriate conduct from an objective standpoint at the board meetings, the chairperson, who is the non-executive Director and Chairman, has continued to foster an atmosphere in which participants can express themselves freely from their own professional viewpoints, thereby constructive and fruitful discussions were made.

The Board has acknowledged the necessity of following initiatives and considerations, as areas in which the Board recognizes room for improvement of board of director effectiveness, or issues to be addressed.

Issues to Address, etc.

- (1) Conduct progress reports on the Plan, in accordance with the roadmap for the remaining three years of the Plan, as well as through establishment of specific schedules and KPIs including new indicators, thereby ensuring effective verification and necessary discussion at the Board of Directors.
- (2) Carry out further fruitful discussions by presenting themes to be discussed on the day of the Board of Directors meeting, or issues requiring opinion from outside directors in advance.
- (3) In PMI reviews of acquired companies and investees, carry out more flexible and strategic discussions on agendas from the perspective of strategic review, including analysis of factors in case the initial aims have not been achieved, reconsideration of the rationale of the company's existence within the Group, and study of the possibility of sell-off, in addition to discussions on matters related to business reports, risks, and other issues.
- (4) Continue to deepen discussions on important themes in the area of human resources directly related to sustainable growth of the Company, such as formulation of succession plan for key positions, securing and training for capable management personnel, as well as human capital management and improvement of employee engagement.
- (5) Carry out in-depth discussions on issues regarding areas of the internal control system and risk management framework requiring improvement and reinforcement in the entire group, including overseas subsidiaries.
- (6) Carry out substantive discussions regarding what functions and roles the Board of Directors of the Company should assume, in addition to the consideration based on specific agendas regarding the delegation of authority to executive directors along with the transition to a company with an Audit &

Supervisory Committee.

3. Future Initiatives

In the context of this Analysis and Evaluation of the Effectiveness of the Board of Directors, the TechnoPro Holdings Board of Directors will strive for greater board effectiveness, aiming for best practices in corporate governance and further growth in corporate value by reviewing and reporting in a focused way to Section 2., Issues to Address, etc. above.

At the 18th Annual General Meeting of Shareholders scheduled for September 28, 2023 ("Meeting"), we request approval for the appointment of a new outside director who is not a member of the Audit and Supervisory Committee, and a new outside director who is a member of the Audit and Supervisory Committee. If the proposals are approved at the Meeting as proposed, the ratio of outside directors on the Company's Board of Directors will increase from 50.0% (six of twelve directors) to 54.6% (six of eleven). We believe these changes will strengthen corporate governance further.

(Reference: Main progress and improvement items in view of the analysis and evaluation in the previous period)

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| <p>FY ended June 2023</p> | <ul style="list-style-type: none"> • Made a transition to a company with an Audit & Supervisory Committee • Comprehensively revised the Corporate Governance Guidelines • Revised the skills matrix for the Board of Directors • Carried out business reports from major group operating companies and progress reports on important individual themes related to the medium-term management plan • Deliberated on the issues and future initiatives based on the details of the discussion at the Plan review meeting |
| <p>FY ended June 2022</p> | <ul style="list-style-type: none"> • Conducted monitoring of the progress of the new medium-term management plan • Implemented the revision of criteria for the agenda of the Board of Directors meetings • Considered measures to enhance the Board of Director functions and determined a policy for reviewing the institutional design of the Board of Directors • Shared matters deliberated by the Nomination and Compensation Committee and provided appropriate supervision over the committee by the Board of Directors • Appointed one female outside director with extensive knowledge in the IT field, further promoted the diversity in the Board of Directors |
| <p>FY ended June 2021</p> | <ul style="list-style-type: none"> • Deepened strategic discussions through deliberating on formulation of the medium-term management plan • Executed CEO succession through the objective process • Discussed the executive compensation system that has higher linkage to the performance and promotes value sharing with shareholders • Appointed one female outside Audit & Supervisory Board member, further promoted diversity in the Board of Directors and Audit & Supervisory Board • Implemented electronic signature on board meetings minutes |
| <p>FY ended June 2020</p> | <ul style="list-style-type: none"> • Established cost of capital as a reference in business management, strategy reviews, investment decisions, etc. • Updated cash flow simulations assuming worsening business conditions • Created a skills matrix for the Board of Directors and the Audit & Supervisory Board • Began discussions to revise director compensation plans • Endeavored in prior expansions of agenda items, improved board meeting minutes reflecting details of deliberations |

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| FY ended June 2019 | <ul style="list-style-type: none"> • Decided upon “Standards and Procedures for Appointment and Dismissal of CEO” • Carried out more in-depth discussions and sharing of important company issues and strategies, etc. (work style reform in Japan and improvements to employee satisfaction, global strategies, business process innovation, etc.) • Reports on performance of acquired subsidiaries and investees, and discussions on usage of cost of capital as KPI |
| FY ended June 2018 | <ul style="list-style-type: none"> • Limited attendees in principle to directors and Audit & Supervisory Board members in order to conduct more in-depth discussions on management issues and strategies, etc. • Shared and explained agenda items before meetings with not only outside directors, but also executive directors, and Audit & Supervisory Board members • Annual agenda of business reports and discussion topics set in advance • Introduced an online systems allowing outside directors and outside Audit & Supervisory Board members to view materials and minutes, etc. • Ensured cooperation with not only the Audit & Supervisory Board, but also the board of directors and accounting auditor (Implemented reporting by outside accounting auditor) |
| FY ended June 2017 | <ul style="list-style-type: none"> • Number of female outside directors increased by one, ensuring diversity in the composition of the board of directors • Multiple discussions by the board of directors into the process of formulating a new medium-term management plan • Regular prior explanations of board of director agenda items to outside directors • Start of discussions in the Nomination and Compensation Committee addressing the process for nominating a successor to the chief executive officer |

See the TechnoPro Holdings website for more about our Corporate Governance Guidelines at:
<https://www.technoproholdings.com/en/>

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.