Prored Partners

Prored Partners Co., Ltd.

Presentation Materials on Financial Results for the First Three Months of the Year Ending October 31, 2021

Tokyo Stock Exchange First Section (Securities Code: 7034)



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FY2021 1Q Financial Results

1. FY2021 1Q Financial Results

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Performance Highlights

- Sales were at the planned level. (1Q plan 860 million yen)
- In terms of expenses, personnel expenses increased in Q1 due to an active investment in human resources (consulting and new businesses) and changes in the remuneration system for employees.
- To increase sales in the second half, projects were acquired in highly responsive industries and areas in sales activities, and personnel were increased in consulting as planned.

FY2021 Q1 Financial Results



1. FY2021 1Q Financial Results Impact of COVID-19 on Our Business

Due to restrictions on sales activities during the state of emergency declared in April 2020, the number of new visits decreased and this significantly impacted the number of projects in the first half of FY2021. However, given that most indicators are recovering and increasing at the present moment, those indicators are expected to continue to increase/improve going forward.

Key indicators	During state of emergency (April to June 2020)	Current situation (During state of emergency)	Future view
Number of first visits	 Significant decrease Unable to make sales visits due to restrictions on activities. 	 Increase Remains higher than the same period of the previous year due to growing need for cost reductions. 	 Expected to increase Continuation of cost reduction need and an increase in sales members
Contract rate	 Increase Sales activities with clients with a sense of urgency increased. 	 Increase Sales activities with clients with a sense of urgency increased. 	 Expected to increase The contract rate is expected to remain high given the continuing unstable economic conditions.
Fee per PJT	 Decrease Fees also decreased due to a decline in expense volume. 	 Decrease Fees also decreased due to a decline in expense volume. 	 Expected to be the same as the current level Assumed that the level of responsiveness will continue.
PJT period	 Postponed It took time for approvals and adjustments within the company due to COVID-19. 	 No change A new business style during the COVID-19 pandemic is being established. 	 Expected to be the same as the current level A new business style during the COVID-19 will be established.

P/L Summary (Consolidated)

The performance of Prored remained at the level assumed at the time the initial plan was created. The performance of the Group companies also made steady progress as initially planned (remained as planned because Knowledge Management Research & Institute sales in the public sector are concentrated in March and September).

			(Unit: million yen)
	FY2021 1Q (Results)	FY2021 (Forecast)	Achievement rate (%)
Net sales	882	4,349	20.3%
Prored	839	3,795	22.1%
Other	42	554	7.7%
Gross profit	554	-	-
Selling, general and administrative expenses	341	-	-
Operating profit	213	1,264	16.5%
EBITDA	242	1,313	18.4%
EBITDA/ Net sales	27.4%	30.2%	•

1. FY2021 1Q Financial Results

P/L Summary (Prored on a Non-consolidated basis)

Net sales, operating profit and operating profit margin remained at the level assumed at the time of initial plan.

_				(Unit: million yen)	
	FY2019 (Results)	FY2020 1Q (Results)	FY2020 (Results)	FY2021 1Q (Results)	YoY rate of change (%)
Net sales	2,641	886	3,270	839	-5.2%
Cost of sales	595	206	924	298	+44.5%
Cost of sales ratio	22.5%	23.3%	28.3%	35.5%	
Gross profit	2.046	679	2,346	541	-20.3%
Gross profit margin	77.5%	76.7%	71.7%	64.5%	
Selling, general and administrative expenses	980	286	1,130	309	+8.1%
Selling and administration expense ratio	37.1%	32.4%	34.6%	36.9%	
Operating profit	1,065	392	1,216	231	-41.0%
Operating profit margin	40.3%	44.3%	37.2%	27.6%	
Ordinary profit	1,046	392	1,189	231	-41.1%
Profit before income taxes	1,046	120	1,189	231	-41.1%
Profit	682	272	869	160	-41.1%

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FY2021 Forecast

2. FY2021 Forecast

We will formulate the plan on a consolidated basis from FY2021.

On a consolidated basis, the operating profit margin will be 30% due to subsidiaries' profitability being lower than Prored and also the burden of amortization of goodwill.

On a non-consolidated basis, we will secure a high operating profit margin while promoting investment, especially in human resources.

			(Unit: million yen)
(Consolidated)	FY2020 (Results)	FY2021 (Forecast)	(%)
Net sales	-	4,349	-
(Breakdown) Prored	-	3,795	-
Other	-	554	-
Operating profit	-	1,264	-
EBITDA	-	1,313	-
EBITDA/ Net sales	-	30.2%	_
(Non-consolidated)			
Net sales	3,270	3,795	+16.0%
Operating profit	1,216	1,312	+7.9%
Operating profit margin	37.2%	34.6%	

2. FY2021 Forecast Non-consolidated Sales Plan

Although the spread of the coronavirus is expected to result in a decrease in performancebased fees due to the sales activity restrictions and a decrease in the base amount in the previous fiscal year, continued growth is expected due to abundant consulting needs and an increase in production capacity from an increase in the number of consultants



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Priority Strategy

3. FY2021 Priority Strategy

3. FY2021 Priority Strategy FY2021 Priority Strategy and Growth Image

Enter Phase 2 and implement measures in each category to accelerate the growth rate Expand resources, maintain high profitability, expand new services and implement M&A for continued growth in existing areas



3. FY2021 Priority Strategy Approaching Target Customers, Using Consulting, New Businesses and M&A as Key Axes

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Only a few approaches have been made by consulting firms to companies with sales between 10 and 300 billion yen and those companies have a low outsourcing rate and have not proceeded with DX. We will promote the development of new businesses and cross-selling through diverse services.



Entry of Knowledge Management Research & Institute in the Group

With the entry of Knowledge Management Research & Institute in the Group, the scope of the Group's services has been expanded with the addition of a think tank business for public offices and local governments and consulting services in the areas of environment, food safety, and hygiene



3. FY2021 Priority Strategy (2) M&A Measures - Principal Investment Strategy Achieve Mutual Complementation of Core Business Inroved Partners Aim to provide a one-stop service for companies with sales between 10 and 300 billion yen, ranging from strategy planning and execution to results database develop, standardization, outsourcing , and DX Establish a dedicated M&A department, with the goal of executing a total of 20 billion yen in M&As in two years Depth of penetration to clients



3. FY2021 Priority Strategy (2) M&A Measures - Principal Investment Strategy Themes and Business Image of Specific Investments by Investment Firms Our policies in M&A involve selecting investments by placing the highest priority on the synergy effects

with our business and the expansion of services

Category	Investment theme	Business image
Cost reduction	Strengthening of existing cost reduction business	Consulting to strengthen and supplement existing business by having specialty contributing to cost reduction in various selling and administrative expenses and cost of sales
	IR, branding	IR consulting for listed companies, support for branding strategy aimed at raising recognition of companies and services
	Revitalization, turnaround	Consulting specializing in revitalization of companies whose performance deteriorated due to COVID-19 by partnering with regional financial institutions, etc.
Consulting	Think tank	Consulting implementing policy proposals to national and local governments for improving efficiency and reducing costs
services	Overseas expansion support	Overseas support package aimed at small and mid-sized firms including local networks and hiring overseas
	Evaluation of corporate assets	Consulting evaluating small and mid-sized firms' intellectual property such as patents and assets such as real estate
	Support for 100-day plan in M&A	Service standardizing and providing the establishment of business foundations and creation of business plans after M&A of investment funds and operating companies
	DX, system architecture	Provision of consistent services ranging from consulting on digital transformation to system architecture
	Structural support, technology transfer	Consulting of visualization and standardization through the implementation of manuals on operations dependent on specific personnel in small and mid-sized firms
IT-related	SaaS, shared services	Provision of cloud systems such as operational management in administrative departments and SFA/CRM in sales departments of small and mid-sized firms
	Monetization of non-public corporate information	Services related to the consolidation and sale of information (management indicators, etc.) especially related to unlisted small and mid-sized firms
	Digital/Web marketing	Consulting contributing to the expansion of sales of small and mid-sized firms utilizing digital marketing

Progress in BLUEPASS CAPITAL

First closing was completed on January 29, 2021.

- Established Dolphin No. 1 Investment Limited Partnership after receiving a 6.5 billion yen investment from Mizuho Securities Co., Ltd., Mizuho Bank, Ltd., The Bank of Fukuoka, Ltd., Prored Partners Co., Ltd. and three other financial institutions in the first closing.
- Increasing assets under management to 10 billion yen is planned in the future. There is steady progress in sourcing, etc.



BLUEPASS CAPITAL

Fund size	AUM 10 billion yen
Size of investment target companies	Approximately between 2 and 10 billion yen (based on corporate value)
Fund concept	Value-up fund which focused on hands-on support utilizing the consulting of Prored Partners

Capital Policy

We will actively implement a capital policy to improve capital efficiency and realize shareholder returns.

The Board of Directors passed a resolution on a stock buyback plan to return profits to shareholders in light of market conditions.

Line of capital policy

- Growing uncertainty over the macro environment
- ✓ Deteriorated investor sentiment
 - Volatile share price
 High 6,280 yen
 (September 30, 2020)
 Low 3,250 yen
 (March 4, 2021)

Outline of the stock buyback plan

- Class of stock to be acquired: Common stock of the Company
- Maximum number of shares to be acquired: 330,000 shares
- Total acquisition value of the shares: 1 billion yen (maximum)
- Acquisition period: March 17, 2021 to October 31, 2021



Our Vison and Growth Potential and strategy

4. Mid-term Growth Strategy

- **①** Business Environment of Existing Business
- **②** Mid- to Long-term Growth Strategy

Positioning of Prored Partners

Because there is a performance-based fee system, there is no competition to match a position

The main target is companies with sales of 10 to 300 billion yen

There are many orders due to high consultation needs and no initial cost burden



4. Mid-term Growth Strategy (1) Business Environment of Existing Business Development of New Consulting Needs through Performance-Based Fees

Foster a new market by providing management consulting with performance-

based fees to companies with sales of 10-300 billion yen that made few high-

value management consulting requests

Scale of sales (Number of companies)	From 1 billion yen	From 10 billion yen	From 100 billion yen	From 1 trillion yen	Total
Market	(approx. 130,000 companies)	(approx. 14,000 companies)	(approx. 1,360 companies)	(approx. 150 companies)	(approx. 145,000 companies)
* Size of fixed fee consulting market (100 million yen)	760	190	940	1,740	363,000 million yen
** Size of performance- based fee consulting market (100 million yen)		Prored's cus	y 80 percent of stomers have 300 billion yen		Approx. 20,000 million yen

CAGR of approximately 10% is expected because the performance-based fee consulting market is expanding

• Furthermore, quantification of business segments that were previously difficult to quantify is being promoted through the introduction of DX and IoT, and performance-based fee consulting is progressing in new areas

^{*} Source: Prepared by Prored based on International Data Corporation Japan "Domestic Consulting Services Market" and the FY2009 Ministry of Economy, Trade and Industry BPO Survey Report

^{*} Source: Prepared based on market surveys by Prored and Prored's proprietary data

4. Mid-term Growth Strategy (2) Mid- to Long-term Growth Strategy Future Growth Image - Maintaining High Profitability and Making Growth Investments

The potential market in existing areas is large, and the target is to maintain steady growth and high profitability, and secure an EBITDA margin of 30% or more even considering investment in new business areas The target is an EBITDA margin of 25% on a consolidated basis because there are also businesses with up-front investment



*SIB: Social impact bond. A mechanism for projects with performance-based fees for addressing social issues in government and local governments using private know-how and funds and to use the results of those projects as the source of payments

Appendix Appendix

Company Profile

Company:	Prored Partners CO.,LTD.
Name of representative:	Susumu Satani
Founded in:	December 2009 (established April 2008)
Fiscal year:	October
Share capital:	2,025,041,000 yen (As of October 31, 2020)
Employees:	152 (as of Jan 31, 2021)
Audit corporation:	Ernst & Young ShinNihon LLC
Corporate lawyers	Nishimura & Asahi, MITANI Total Law Office
Listing:	First Section of the Tokyo Stock Exchange
Memberships:	Japanese Association of Turnaround Professionals, The Japan Private Equity Association, The Japan Association of Corporate Executives (KEIZAI DOYUKAI)
Location:	HQ: Shiba Daimon Center Bldg. 4F, 1-10-11 Shibadaimon, Minato-ku, Tokyo
Business:	Business consulting services with performance-based Fee

Appendix (1) Explanation of FY2021 1Q Results Quarterly Changes in Net Sales and Operating Profit (Prored on a Non-Consolidated Basis)

Net sales in 1Q were gradually recovering since 3Q of the previous fiscal year when the impact of COVID-19 was the largest, and this trend is expected to continue.



Appendix (1) Explanation of FY2021 1Q Results Analysis of Increases/Decreases in Operating Profit (Prored on a Non-consolidated Basis)

Operating profit decreased year on year due to a fall in net sales, an increase in personnel expenses associated with an increase in consultants, changes in the remuneration system for employees, and an increase in depreciation due to the shortened remaining life associated with the decision to relocate the head office.



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A high equity ratio (86%) was maintained due to retained earnings accumulated by profit.

(Unit: million yen)

EV2024

	FY2020	FY2021 1Q	Difference
urrent assets	6,674	6,550	-124
Cash and deposits	5,952	5,690	-262
Accounts receivable - trade	629	733	+104
Inventories	43	61	+18
Other	49	64	+15
on-current assets	848	873	+25
Property, plant and equipment	44	28	-16
Intangible assets	416	407	-9
(Goodwill)	(369)	(361)	-8
Investments and other assets	386	437	+51
otal assets	7,522	7,423	-99

		FY2020	FY2021 1Q	Difference
Cur	rent liabilities	912	712	-200
	Accounts payable - trade	28	33	+5
	Accounts payable - other	147	125	-22
	Accrued expenses	212	105	-107
	Income taxes payable	193	84	-109
	Other	330	365	+35
Non-current liabilities		343	298	-45
	Long-term borrowings	50	44	-6
	Bonds payable	240	240	0
	Retirement benefit obligations	13	13	0
	Asset retirement obligations	38	-	-38
Tota	al net assets	6,266	6,412	+145
	Share capital	2,025	2,025	0
	Capital surplus	2,015	2,015	0
	Retained earnings	2,226	2,370	+145
Tot ass	al liabilities and net ets	7,522	7,423	-99

Appendix (1) Explanation of FY2021 1Q Results B/S Summary (Prored on a Non-consolidated Basis) – **Comparison with the Previous Fiscal Year**

Shares of subsidiaries increased due to the establishment of Bull Pass Capital.

Asset retirement obligations were transferred from non-current liabilities to current liabilities due to the decision to relocate the head office.

(Unit: million yen)

	FY2020	FY2021 1Q	Amount of increase/ decrease		FY2020	FY2021 1Q	Amount of increase/ decrease
Current assets	6,592	6,282	-310	Current liabilities	867	671	-196
Cash and deposits	5,846	5,406	-440	Accounts payable - trade	24	29	+5
Accounts receivable - trade	612	720	+108	Accounts payable - other	126	107	-19
Short-term loans	100	100	0	Accrued expenses	207	99	-108
receivable	100	100		Income taxes payable	193	83	-110
Other	33	55	+22	Other	315	351	+36
Non-current assets	913	1,144	+231	Non-current liabilities	329	284	-45
Property, plant and equipment	44	28	-16	Long-term borrowings	50	44	-6
	47	45	-2	Bonds payable	240	240	C
Intangible assets Investments and other	820	1.069	+249	Asset retirement obligations	38	-	-38
assets		.,		Total net assets	6,308	6,471	+162
(Shares of subsidiaries)	(451)	(651)	+200	Share capital	2,025	2,025	C
				Capital surplus	2,015	2,015	C
				Retained earnings	2,268	2,429	+162
otal assets	7,506	7,427	-79	Total liabilities and net assets	7,506	7,427	-79

Appendix (2) Prored's Business Model

Concept of Our Consulting

- \cdot We concentrate on large areas of the market in our consulting services
- Focusing on their area and brush up service quality, we promote differentiation from other consulting firms



Consulting Flow is Well-Established for Our Primary Services

Consulting flow

Conclude the consulting service agreement Perform due diligence Perform consulting, if the client is interested in the details of the results Receive the fee, if we successfully finish the consulting service

Conclusion of consulting service agreement	Due Diligence (Diagnosis of potential for success)	Consulting	Results/Fee
 When verifying potential success, conclude a "consulting agreement" The fee arises only when consulting is officially requested by the client and positive results for the client is realized as a result of our consulting 	 In order to understand the circumstances related to the consulting, receive necessary information and data, then perform simplified due diligence Calculate the expected level of success and amount of success based on the analysis, then make a proposal to the client 	 After the proposal, execute consulting if there is a request from the client After confirming the elements necessary for the client, collect, analyze and verify detailed data Present multiple patterns of optimum proposals, and after the client makes their selection, provide support to the client until the results are determined 	 Calculate the results due to consulting after the results for the client are determined When starting a consultation, calculate the fee based on the details agreed to with the client in advance An invoice is issued based on the payment agreement details after the fee is confirmed
Conclusion of consulting			Consulting fee charged at the timing of approval on

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cost-saving proposal

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service agreement

Atthough the Recording Timing Is Later for Fees in New Business Areas, the Leverage Is High

Although the recording timing will be later due to the measuring of results for BPR and marketing, it is a framework under which fees will be higher proportional to results over the medium to long term

Differences in the fee system for cost management and for BPR/sales growth



Fee system

Of the 3 years of successful results due to the consulting, about 1/3 is received as the Prored Partners fee. In many cases, the fee is received in installments over 3 years. Example to the left: If there was an annual decrease of 1 million yen due to the cost management (expenses go down from 10 million yen to 9 million yen)

Fee system

The benchmark that serves as the standard (such as quarterly sales or gross profit) is compared after the execution of strategy and tactics proposed by Prored Partners, and the Prored Partners fee is 40% to 80% of the results recognized or the increase in the benchmark. The amount of the Prored Partners fee is proportional to

the level of results.

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Appendix (2) Prored's Business Model Interview with Clients

We interviewed dozens of companies and asked about our consulting services.



Maxvalu Tokai Co., Ltd.



Take and Give Needs Co., Ltd.

Costs dropped beyond the level we had established ourselves. Another reason why we were able to confidently let Prored handle things was that we had not received any complaints from customers or suppliers or had any problems at all during our cost reduction efforts. Prored also worked with us and thought about our internal situation. We appreciated Prored making our benefit their first priority over their own

Their work can be explained by simply saying Prored achieved more than we had imagined. We approached Prored in the hope of reducing costs even a little. We did not expect a significant reduction, given our past experiences reducing costs when bringing other consultants, but we are very glad that Prored was able to reduce costs more than we had expected. It was very impressive that Prored offered consulting while minimizing the on-site burden and steadily led to achievements.



Taiko Pharmaceutical Co., Ltd.

Prored achieved results incred bly guickly and with very professional ideas and methods beyond the level we were able to execute ourselves. We also feel that Prored played a role in the implementation of numerous cumbersome processes that were invisible to us, including business talks with suppliers. It was also good that Prored was able to promote the cost reductions while maintaining good relationships with suppliers.



It was very good that the effort on our side was minimal and Prored handled all of the execution, and results were achieved. Unlike general companies, hospitals have special characteristics such as instances that when something happens it has the potential to be immediately life-threatening to patients. We think that Prored deserves great praise for the achievement of maximum performance while understanding our unique situation and intent. Japanese Red Cross Imazu Hospital



Komeda Co., Ltd.



Staff Service Holdings Co., Ltd



out to be a factor in us being able to reduce costs significantly. Prored has deep insight into expense items and cost reduction at a level that we could not accomplish on our own, and we learned much from their expertise.

We had worked to reduce SG&A expenses on our own, but

achieved ourselves. We also learned that there were

different methods and ways of thinking than ours, and we

can find that the way of a person in charge had not been

were able to learn various things, such as a case where we

Prored worked on cost management for SG&A expenses and succeeded in reducing them by 7.1% from the level we had



Tokyu Livable, Inc.



Ricoh Co., Ltd.

We had established a specialized team within the company to completely reviewed costs, and it had properly produced results, but Prored achieved results beyond what we had expected. The labor required to provide documents each time is probable the same as at any company, but we were surprised that we were able to leave everything except the review and judgment of the progress of projects and office procedures up to Prored after projects had started.

It was easy to ask Prored for assistance because we would pay nothing if they did not achieve results. It was also good that they achieved results in a project we were unable to do successfully on our own. In addition, it was good that they were willing to understand our intent to continue to reduce costs ourselves in the future based on the expertise we learned from them

Characteristics of Performance-Based Fees: Not as Sensitive to Economic Cycles

Because performance-based fee consulting fee allows work without budgeting, orders are less susceptible to economic fluctuations



Appendix (3) PE Fund Business

Story behind the Establishment of the PE Fund

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With the establishment of performance-based fee consulting, expansion of fund management as an ultimate performance-based fee service to help more companies increase their value

Development of our Group's business toward the realization of a world where value equals consideration

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1 Launch of the world's first completely performance-based fee consulting (December 2009)



Introduction of the concept of performance-based fees in the consulting field

2

Expansion of transactions with PE Acquisition of large clients

Accumulation of

value-added know-

how for PE

investments



Mothers Tokyo Stock Exchange listing (July 2018) Change to TSE First Section (April 2020)

Acquisition of

financial strength

and social credibility

4

Establishment of **BLUEPASS CAPITAL** INC. as an investment company

Start of investments to improve value through fund management

Extension of performance-based fee consulting

Appendix (3) PE Fund Business

Future Vision Targeted through PE Fund Business Prored Partners

In the realization of a world where "value" = "compensation," continue to focus on increasing the value of small and medium sized firms, and create an ecosystem for resolving social issues such as the development and creation of many professional managers in that process



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Create a total of 100 truly competitive growth companies from small and medium-sized companies

- At the same time as resolving the issue of management succession, realize many IPOs and create growing companies
- Contribute to the revitalization of the financial market through the improvement of corporate value and realization of IPOs
- Implement science in value improvement know-how, and spread explicit knowledge

Create a platform for generating professional management personnel through fund investment

- Create a platform for generating young professional managers through many investments
- Formation of a network of professional managers and professional personnel through the Group
- Ultimately develop execution support consulting functions that serve as a tool for management

Appendix (3) Mid- to Long-term Growth Strategy Example of an SIB Initiative: Pay For Success Scheme for Local Governments

Began offering consultations for local governments on a pay for success basis The introduction of a pay for success scheme in government consultation is a first such effort in Japan

Purpose of PFS	 Leverage know-how from cost reduction projects for the private sector to help promote
(pay for success)	efficient fiscal management ¹⁾ , the biggest challenge facing local governments
initiative for local	Contribute to solving social issues using a pay for success schemes through social impact
governments	bonds (SIB), a public-private partnership method that originated in the UK

Initiatives during this year

- Conducted Main Government Building Management Cost Reduction Project on a pay for success-basis for Kamakura City
- Conducted a Questionnaire on PFS/SIB Initiatives for local governments across Japan
- Conducted research on domestic and international SIB projects
- Held workshops for local governments engaged in or considering PFS/SIB projects

Future developments

- Further expansion of pay for success projects leveraging cost reduction, marketing, and IT, which are our areas of expertise
- Collaboration with local governments, government and public institutions through Japan in an aim to spread pay for success schemes for solving social problems as a new effort

1) According to the results of the Questionnaire on PFS/SIB Initiatives that we conducted in July 2020 for local governments across the country, the biggest challenge facing local governments was the optimization of financial expenditures

Appendix (3) Mid- to Long-term Growth Strategy Vision Aimed for by Prored - Outsourcer That Supports Medium Sized Firms -

Support structure building so the client can focus on core operations through one-stop service for consulting, systems, and BPO

Establish a position as the main partner for supporting medium-sized firms



Handling of This Material

- This document includes descriptions of the future prospects of the company. These descriptions were prepared based on the information at the time they were written and do not guarantee future results and involve risks and uncertainties. Please note that there is a possibility that these results will substantially differ from the future prospects due to a variety of factors.
- This document includes past financial statements that have not been audited by audit companies and management figures of the company that are not based on financial statements.
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