



December 14, 2023

To whom it may concern:

Company name: Management Solutions Co., Ltd.
Representative name: Shinya Takahashi, President and CEO
(Securities Code: 7033, TSE Prime)
Contact: Kunimasa Tamai, Chief Financial Officer
(TEL) +81-3-5413-8808

Notice Concerning Establishment of Subsidiary by Means of Company Split (Simplified Incorporation Type)

Management Solutions Co., Ltd. (“the Company”) hereby announces that at a meeting held on December 14, 2023, the Board of Directors resolved to establish MSOL Digital Co., Ltd. as a new company (“the New Company”) by means of an incorporation-type company split (“the Split”), scheduled to come into effect on January 5, 2024, with the New Company inheriting the rights and obligations associated with the Digital Business of the Company (“the Business”), as follows.

Also, because the Split is a simplified incorporation-type company split involving only the Company as a non-consolidated entity, certain matters and content have been omitted from disclosure.

1. Purpose of the Split

The Company has concluded that the Business should be spun out as an independent corporation through the transfer of the Business to the New Company by means of a simplified incorporation-type company split, thus enabling agile management and effective use of management resources to accelerate the growth of the business.

Through this move, the Company seeks to further strengthen business expansion and to increase corporate value.

2. Main points of the Split

(1) Timetable for the Split

Date of Board of Directors resolution	December 14, 2023
Date on which it comes into effect	January 5, 2024 (scheduled)

Because the Split satisfies the requirements for a simplified incorporation-type split based on the provisions of Article 805 of the Companies Act, it is scheduled to be implemented without obtaining the approval of a general meeting of shareholders.

(2) Method used for the Split

Simplified incorporation-type split in which the Company is the company splitting and the New Company is the company succeeding, with the New Company becoming a wholly owned subsidiary of the Company.

(3) Details of the allotment in relation to the Split

The new company will issue 10,000 shares of common stock upon split-up, all of which will be allocated to the Company.

(4) Treatment of share acquisition rights or corporate bonds with share acquisition rights accompanying the Split

The Company has not issued share acquisition rights or corporate bonds with share acquisition rights.

(5) Changes in capital resulting from the Split

There are no changes in the capital of the Company resulting from the Split.

(6) Rights and obligations inherited by the New Company

The assets and liabilities related to this business of the Company as of the effective date, as well as the rights and obligations associated with these assets and liabilities, will be succeeded to the extent stipulated in the incorporation-type company split plan. The succession of liabilities shall be by way of superimposed assumption of liabilities.

(7) Prospects for performance of obligations

In the judgment of the Company, there is no prospect of problems with performance of obligations in relation to the liabilities that will be borne by the New Company following the Split.

3. Overview of the companies involved in the Split

	Company splitting (as of October 31, 2023)		Company to be newly established (scheduled for January 5, 2024)	
(1) Name	Management Solutions Co., Ltd.		MSOL Digital Co., Ltd.	
(2) Location	9-7-1 Akasaka, Minato-ku, Tokyo		9-7-1 Akasaka, Minato-ku, Tokyo (planned)	
(3) Name and role of representative	Shinya Takahashi, President & CEO		Kosei Sakamoto, President & CEO	
(4) Nature of business	Project management consulting and project management software sales		Support for digital transformation, and agile management	
(5) Capital	668,592 thousand yen		10,000 thousand yen	
(6) Date established	July 1, 2005		January 5, 2024 (scheduled)	
(7) Number of shares issued and outstanding	16,816,800 shares		10,000 shares	
(8) Fiscal year-end	October 31		December 31	
(9) Major shareholders and percentage of shares held	United Trust Co., Ltd.	21.7%	Management Solutions Co., Ltd.	100.0%
	The Master Trust Bank of Japan Limited (trust account)	11.9%		
	Shinya Takahashi	10.6%		
	Custody Bank of Japan, Ltd. (trust account)	10.2%		
	Junichi Fukushima	2.7%		
	Miki Takahashi	1.9%		
	Custody Bank of Japan, Ltd. (trust B account)	1.8%		
	SSBTC CLIENT	1.5%		
	OMNIBUS ACCOUNT			
	Toshinari Goto	1.3%		
	BBH(LUX)FOR FIDELITY	1.2%		
	FUNDS-PACIFIC POOL			

*The Company holds 226,541 shares of treasury stock, and the shareholding ratio is calculated excluding treasury stock.

4. Overview of business to be spun off

(1) Nature of business to be spun off

Digital Business, BP Business

(2) Operating results of the business to be spun off (fiscal year ended October 31, 2022)

	Digital business (million yen)	Total of all business (million yen)	Ratio(%)
Net Sales	1,649	16,931	9.7

(3) Asset and liability items and amounts related to the spin-off (as of October 31, 2023)

Assets		Liabilities	
Item	Book value (millions of yen)	Item	Book value (millions of yen)
Current Assets	50	Current Liabilities	—
Noncurrent assets	—	Noncurrent liabilities	—
Total	50	Total	—

*Because these figures are calculated on the basis of the balance sheet of October 31, 2023, the actual amounts arising from spin-off will be the above amounts after adjustments made for changes up to the date on which it comes into effect.

5. Situation after the Split

There will be no change in the Company's name, location, business activities, or capital after the Company Split.

Please refer to the "Notice of Change in President & CEO" disclosed on December 8, 2023 for the position and name of the representative director, and the "Notice Concerning Change to Fiscal Year-End (Closing Date of the Fiscal Year) and Partial" disclosed today for the fiscal year end.

6. Outlook going forward

Because the New Company will be a wholly owned subsidiary of the Company, the impact on the consolidated results of the Company after the Split will be negligible.