



December 14, 2023

To whom it may concern:

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**Notice Concerning Change to Fiscal Year-End (Closing Date of the Fiscal Year) and Partial Amendments to the Articles of Incorporation**

Management Solutions Co., Ltd. ( “the Company” ) hereby announces that at a meeting held on December 14, 2023, the Board of Directors resolved to submit a “Partial Amendments to the Articles of Incorporation” to the 19th General Meeting of Shareholders scheduled to be held on January 30, 2024, as follows. Moreover, the content below is conditional on the proposal being approved by said General Meeting of Shareholders.

1. Reason for change to fiscal year-end

Hitherto, the fiscal year of the Company ran from November 1 each year to October 31 of the following year, but with the objective of improving the efficiency of business execution in terms of the business management of the Group, and with an eye on the future development of the overseas business, the Company will change its fiscal year to run from January 1 to December 31, in order to bring it into line with the fiscal year-end generally used overseas.

2. Details of the change to the fiscal year-end (fiscal year)

Currently: October 31 of each year

After change: December 31 of each year

The 20th fiscal year that will take place after the change to the fiscal year-end is scheduled to run for 14 months, from November 1, 2023, to December 31, 2024.

3. Future prospective

Please refer to the financial results disclosed today.

4. Details of partial amendments to the Articles of Incorporation

(1) Reason for amendments to Articles of Incorporation

Following the changes to the fiscal year-end (closing date of the fiscal year), the Company will make the required changes to the current Articles of Incorporation, and also establish new supplementary provisions as a transitional measure.

(2) Details of amendments to Articles of Incorporation

Details of the changes are as presented in the appendix.

5. Timetable

Date of General Meeting of Shareholders for amending Articles of Incorporation	January 30, 2024 (Tuesday)
Date on which amendments to Articles of Incorporation come into effect	January 30, 2024 (Tuesday)

Appendix

Current Articles of Incorporation	Proposed amendments
<p>Chapter 3: General Meeting of Shareholders (Convocation)</p> <p>Article 12 The Company shall convene the annual general meeting of shareholders in <u>January</u> of each year, and shall convene an extraordinary general meeting of shareholders as and when required.</p> <p>(Record date of the annual general meeting of shareholders)</p> <p>Article 13 The record date of voting rights for the annual general meeting of shareholders of the Company shall be <u>October 31</u> of each year.</p> <p>Chapter 6: Calculations (Fiscal year)</p> <p>Article 36 The fiscal year of the Company shall be one year, from <u>November 1</u> of each year to <u>October 31</u> of the following year.</p> <p>(Organization for determining dividends of surplus, etc.)</p> <p>Article 37</p> <p>1. (Omitted)</p> <p>2. The Company may distribute monetary dividends of surplus to shareholders or registered pledgees of the shares entered or recorded in the shareholder register as of <u>October 31</u> or <u>April 30</u> of each year.</p> <p>(New)</p> <p>(New)</p>	<p>Chapter 3: General Meeting of Shareholders (Convocation)</p> <p>Article 12 The Company shall convene the annual general meeting of shareholders in <u>March</u> of each year, and shall convene an extraordinary general meeting of shareholders as and when required.</p> <p>(Record date of the annual general meeting of shareholders)</p> <p>Article 13 The record date of voting rights for the annual general meeting of shareholders of the Company shall be <u>December 31</u> of each year.</p> <p>Chapter 6: Calculations (Fiscal year)</p> <p>Article 36 The fiscal year of the Company shall be one year, from <u>January 1</u> of each year to <u>December 31</u> of the following year.</p> <p>(Organization for determining dividends of surplus, etc.)</p> <p>Article 37</p> <p>1. (Unchanged)</p> <p>2. The Company may distribute monetary dividends of surplus to shareholders or registered pledgees of the shares entered or recorded in the shareholder register as of <u>December 31</u> or <u>June 30</u> of each year.</p> <p>(Supplementary provisions)</p> <p><u>(Transitional measures relating to the record date of the first annual general meeting of shareholders following the change in the fiscal year)</u></p> <p><u>Article 1 Notwithstanding the provisions of Article 13 (Record date of the annual general meeting of shareholders), the record date of voting rights for the annual general meeting of shareholders relating to the 20th fiscal year beginning on November 1, 2023 shall be December 31, 2024. Furthermore, this supplementary provision shall be deleted at the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year.</u></p>

Current Articles of Incorporation	Proposed amendments
(New)	<p><u>(Transitional measures relating to the term of service of Directors following the change in the fiscal year)</u>  <u>Article 2 Notwithstanding the provisions of Article 20 (Term of service), the term of service for Directors elected at the 19th Annual General Meeting of Shareholders held on January 30, 2024 shall continue until the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year. Furthermore, this supplementary provision shall be deleted at the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year.</u></p>
(New)	<p><u>(Transitional measures relating to the term of service of the Accounting Auditor following the change in the fiscal year)</u>  <u>Article 3 The term of service of the Accounting Auditor deemed to have been reappointed because of not having been resolved otherwise at the 19th Annual General Meeting of Shareholders held on January 30, 2024, shall continue until the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year. Furthermore, this supplementary provision shall be deleted at the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year.</u></p>
(New)	<p><u>(Transitional measures relating to the first fiscal year following the change in the fiscal year)</u>  <u>Article 4 Notwithstanding the provisions of Article 36 (Fiscal year), the 20th fiscal year beginning on November 1, 2023, shall run for 14 months until December 31, 2024. Furthermore, this supplementary provision shall be deleted at the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year.</u></p>
(New)	<p><u>(Transitional measures relating to the first record date of year-end dividends of surplus and the first interim dividend following the change in fiscal year)</u>  <u>Article 5 Notwithstanding the provisions of Article 37 (Organization for determining dividends of surplus, etc.), for the 20th fiscal year beginning on November 1, 2023, the record date of the year-end dividend shall be December 31, 2024, and the record date for the interim dividend shall be June 30, 2024. Furthermore, this supplementary provision shall be deleted after the year-end dividend for the 20th fiscal year comes into effect.</u></p>

Current Articles of Incorporation	Proposed amendments
(New)	<p><u>(Transitional measures relating to the record date of year-end dividends of surplus for the final dividend before the change in fiscal year)</u></p> <p><u>Article 6 Notwithstanding the provisions of Article 37 (Organization for determining dividends of surplus, etc.), for the 19th fiscal year beginning on November 1, 2022, the record date of the year-end dividend shall be October 31, 2023. Furthermore, this supplementary provision shall be deleted after the year-end dividend for the 19th fiscal year comes into effect.</u></p>