



November 14, 2025

To whom it may concern:

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

Notice on the Consideration of Establishing a Subsidiary via Company Carve-out of PROEVER

Management Solutions Co., Ltd. (the “Company”) hereby announces that, at a meeting of its Board of Directors held on November 14, 2025, it resolved to commence consideration of a potential carve-out of its AI tool “PROEVER” business, including the possible establishment of a new company.

1. Background and Purpose

PROEVER is a highly regarded project management tool that supports corporate strategy execution through its data-and-AI platform. It is a core product in the Company’s co-creation platform strategy under the new medium-term management plan, Beyond1000. As a platform that can be used in workplaces worldwide, PROEVER provides significant value in enhancing strategic execution.

To expand PROEVER’s value globally, the Company has begun considering a carve-out with the following objectives:

1. Organizational Management Aligned with the Business Model

PROEVER is a subscription-based software business, which differs significantly from the commissioned consulting business in terms of business model, KPIs, and investment recovery structure. A carve-out would allow the Company to establish decision-making processes, organizational structures, and systems that best fit PROEVER’s business characteristics.

2. Acceleration of Customer Adoption

As of the end of October 2025, PROEVER has been introduced at 26 domestic companies, with cumulative licenses exceeding 2,000, demonstrating a solid track record in the project management domain. The Company aims to further accelerate adoption and scale to provide value both domestically and globally.

3. Tech-Focused Organization and Talent Acquisition

The Company will create an environment that attracts technical specialists capable of leading advanced engineering and product development. Specialized functions, including research and development, operations, and security, will be optimized to support growth.

2. Consideration Structure and Scope

The Company will reference the prior in-group example of MSOL Digital and form a cross-functional project

team comprising Corporate Planning, Corporate Functions, and Business Divisions. The team will examine and compare potential schemes, including company split, business transfer, or establishment of a new subsidiary, and review the business plan, capital policy, governance, HR and organizational design, accounting, tax, legal impacts, and KPI framework (including ARR, churn rate, and LTV/CAC).

3. Future Outlook

This is only the initial stage of consideration, and no decisions have been made at this time. Even if implemented, the carve-out would be an internal reorganization within the Group and is expected to have only a minor impact on consolidated results. Any matters requiring disclosure will be promptly announced.

4. Overview of the Target Business

Business Name: PROEVER (SaaS in the AI-EPMO domain)

Business Description: Provision of project management software

Implementation status: 26 domestic companies; cumulative licenses exceeding 2,000 (as of the end of October 2025)