



April 28, 2023

## PRESS RELEASE

Company Name: Prored Partners Co., Ltd.  
(Securities code: 7034, TSE Prime Market)  
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### Notice Concerning Conclusion of Business Transfer Agreement and Posting of Extraordinary Income

Prored Partners Co., Ltd. (the “Company”) hereby announces that it resolved at a meeting of its Board of Directors held on April 28, 2023 to transfer the Pro-Sign BSM (Business Spend Management) Business to NTT Data Intramart Corporation (headquartered in Minato-ku, Tokyo; Representative: Yoshihito Nakayama, President; “NTT Data Intramart”) (the “Business Transfer”) and concluded a business transfer agreement with NTT Data Intramart on the same day.

Moreover, aiming to strengthen consulting services in the procurement and purchasing areas, the Company will collaborate with NTT Data Intramart in expanding the businesses of the two companies by maintaining mutually beneficial relations.

#### Details

##### 1. Reason for Business Transfer

With a management vision of Value = Reward, the Company provides performance-based cost management consulting service, which packages major management consulting services typically offered by strategic consulting firms, to large and/or listed companies, private equity funds, and other clients. In addition, the Company developed and invested in the creation of its original digital transformation platform and has been promoting the service as Pro-Sign Business, following its soft launch in June 2021. In the fiscal year ended October 31, 2022, billing started in Pro-Sign BSM Business. Due to low growth in the number of subscribing companies, however, the Company has been re-evaluating the future direction.

In this situation, the Company discussed the possibility of cooperation in the Pro-Sign BSM Business with NTT Data Intramart, whose main line of business is the development and marketing of intra-mart packaged software. Based on the judgment that, through mutual cooperation, the two companies will be able to respond to a wide range of customer needs in the procurement and purchasing areas, from consulting to digital transformation, the Company decided to transfer the Pro-Sign BSM Business to NTT Data Intramart.

The Company will continue to develop and operate the Pro-Sign Rental Contract Management Service, which can centrally manage store information, including rental contracts.

##### 2. Content of Business Transfer

###### (1) Content of business subject to transfer

Pro-Sign BSM Business (Operations for the provision of SaaS (Software as a Service) in the Business Spend Management fields)

###### (2) Net sales and ordinary profit of the business subject to transfer in the immediately preceding business year

	Business subject to transfer	Actual consolidated results in the fiscal year ended October 31, 2022	Ratio (a/b)
Net sales	0 million yen	2,718 million yen	0.0%

\*As the business is part of the operations of a business division, it is difficult to calculate expenses for the said operations alone. Accordingly, operating profit and ordinary profit of the said business are not stated herein.

(3) Items of assets and liabilities of the business subject to transfer and their amounts

① Items of assets to be transferred and their amounts

Not applicable.

② Items of liabilities to be transferred and their amounts

Advances received: 0 million yen

(4) Transfer value and settlement method for the business subject to transfer

Transfer price 220 million yen

Settlement method: Cash settlement

3. Overview of counterpart

(1) Name	NTT Data Intramart Corporation	
(2) Address	5th floor, Akasaka Garden City Building, 4-15-1 Akasaka, Minato-ku, Tokyo	
(3) Representative	Yoshihito Nakayama, President	
(4) Outline of the business	<ul style="list-style-type: none"> <li>● Marketing of packaged software intra-mart</li> <li>● Development, maintenance, and operation of systems and relevant education incidental to the above</li> <li>● Consulting regarding Intranet and Extranet</li> <li>● Other business incidental thereto (marketing of equipment incidental to the said package, etc.)</li> </ul>	
(5) Share capital	738 million yen	
(6) Date of establishment	February 22, 2000	
(7) Net assets and total assets in the immediately preceding business year	Fiscal year ended March 31, 2022 Net assets: 4,497 million yen Total assets: 7,656 million yen	
(8) Major shareholder and stockholding	NTT Data Corporation (47.9%) Yoshihito Nakayama (11.9%) *As of September 30, 2022	
(9) Relationships between the listed company and the relevant company	Capital relationship	Not applicable
	Personal relationship	Not applicable
	Business relationship	Not applicable
	Applicability to related parties	Not applicable

4. Schedule for business transfer

(1) Date of board resolution: April 28, 2023

(2) Date of conclusion of business transfer agreement: April 28, 2023

(3) Date of business transfer (planned): May 31, 2023 (planned)

(Note) As the Business Transfer does not fall under the provisions of Article 467-1-2 of the Companies Act, a resolution of the Company's general shareholders' meeting is not required.

5. Overview of accounting treatment

Accounting will be carried out in accordance with the Accounting Standard for Business Divestitures and Implementation Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures.

6. Future outlook

As a result of the Business Transfer, the Company expects to post extraordinary income of 220 million yen in the fiscal year ending October 31, 2023.