

February 14, 2023

Company name: MEDLEY, INC.
Representative: Kohei Takiguchi
President and Chief Executive Officer
(TSE Prime Market Code No.4480)
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Notice Regarding Determination of Candidates for Director and Corporate Auditor Positions and Transition to New Executive and Management Structure

MEDLEY, INC. (“the Company”) hereby announces that at its Board of Directors held on February 14, 2023, based on the report from the Nominating and Compensation Advisory Committee, the Company resolved to determine the candidates for the Board of Directors and Corporate Auditors listed below and to adopt a new executive and management structure. This resolution will be formalized upon approval at the fourteenth Ordinary General Meeting of Shareholders to be held on March 29, 2023.

1. Overview

In order to further strengthen corporate governance and promote the delegation of authority to the appropriate business execution divisions, the Company has resolved to separate management oversight and execution functions and transition to a new executive and management structure. Under this resolution, subject to the approval of the director and corporate auditor candidates as proposed at the fourteenth Ordinary General Meeting of Shareholders, composition of the Board of Directors will be reviewed and the Company will transition to a new executive and management structure.

2. Determination of director candidates

In order to strengthen the supervisory functions of the Board of Directors, the Company will transition from a board of directors structure mainly consisting of internal directors (seven internal directors and four external directors) to a structure mainly consisting of external directors (two internal directors and four external directors). Candidates for director positions are listed below.

(1) Director candidates

Name	Position	Type of nomination
Kohei Takiguchi	Representative Director, CEO	Re-nomination
Ryo Kawahara	Director and CFO	Re-nomination
Noboru Kotani	External Director	Re-nomination
Rina Sakuraba	External Director	New nomination
Reiko Nagatsuma	External Director	New nomination
Keisuke Hioki	External Director	New nomination

(2) Names and histories of new director candidates

Name (date of birth)	Career Summary, Positions, and Material Concurrent Positions	Number of shares in the Company held
Rina Sakuraba (September 16, 1980)	December 2005 Joined Pan Nations Consulting Group Co., Ltd. December 2006 Joined GE Fleet Services Corp. (currently Sumitomo Mitsui Finance and Leasing Company, Limited) June 2009 Joined Rosetta Stone Japan September 2012 Joined Allianz September 2014 Joined Allianz Global Corporate & Specialty SE October 2016 Joined GE HealthCare Japan February 2019 Became Executive at GE HealthCare Japan May 2020 Established 35 CoCreation Inc.(continues to serve as CEO) August 2020 Appointed External Director at One Coin English	-
Reiko Nagatsuma (October 16, 1974)	April 1998 Joined KDDI Corporation April 2001 Joined Tokyo FM Broadcasting Co., Ltd. July 2003 Microsoft Japan April 2009 Joined Amazon Japan November 2021 Joined Twitter Japan as Managing Director (plans to retire in February 2023)	-

<p>Keisuke Hioki (February 16, 1972)</p>	<p>April 1995 Joined Sumio Sato Tax Accountant Office (currently Meinan Consulting Network)</p> <p>January 2001 Joined PwC Consulting</p> <p>October 2002 Joined IBM Business Consulting Services (owing to M&A)</p> <p>June 2007 Joined Tohmatsu Consulting (currently Deloitte Tohmatsu Consulting LLC)</p> <p>July 2013 Became Executive Partner at Deloitte Tohmatsu Consulting LLC</p> <p>June 2020 Became Partner and Associate Director at Boston Consulting Group Inc. (currently Boston Consulting Group, plans to retire in March 2023)</p>	-
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3. Determination of corporate auditor candidates

(1) Corporate auditor candidate

Name	Position	Type of nomination
Shohei Omote	Full-time Corporate Auditor	Re-nomination
Masahide Kamachi	External Corporate Auditor	Re-nomination
Ryoko Nagata	External Corporate Auditor	New nomination

(2) Names and histories of new corporate auditor nominees

Name (date of birth)	Career Summary, Positions, and Material Concurrent Positions	Number of shares in the Company held
<p>Ryoko Nagata (July 14, 1963)</p>	<p>April 1987 Joined Japan Tobacco, Inc.</p> <p>June 2008 Became Executive at Japan Tobacco, Inc.</p> <p>March 2018 Became Standing Statutory Auditor at Japan Tobacco, Inc.</p> <p>June 2021 Became External Director at Honda Motor Co., Ltd. (Audit Committee Member, currently serving)</p>	-

4. Transition to new executive and management structure

The Company will increase the dynamism of its management by separating management oversight and execution functions and facilitating delegation of executive authority to executive officers. Candidates for executive positions are listed below. The transition to a new executive and management structure is scheduled for April 1, 2023.

Name	Position (expectation)
Kohei Takiguchi	Representative Director, CEO
Yosuke Ishizaki	Senior Executive Officer and Head of HR Platform Business
Takayuki Nakamura	Senior Executive Officer and Head of Medical Platform Business, Division 1
Yusuke Shima	Senior Executive Officer and Head of Medical Platform Business, Division 2
Takayuki Kanematsu	Senior Executive Officer and Head of Corporate Design
Ryo Kawahara	Senior Executive Officer and Head of Finance, Director and CFO
Hayato Inakawa	Senior Executive Officer and Head of Human Capital
Sho Imanaka	Senior Executive Officer and Head of Legal & Compliance
Yuta Tamaru	Executive Officer and Jobley, Inc. CEO
Takeshi Teramachi	Executive Officer and Deputy Head of HR Platform Business
Ryusuke Inamoto	Executive Officer and CTO of HR Platform Business
Kiyoshi Tanaka	Executive Officer and CTO of Medical Platform Business
Masaya Hakiri	Executive Officer and Head of Patient Engagement
Goichiro Toyoda	Executive Officer, Head of Business and Public Sector Relations
Kumiko Imai	Executive Officer and Head of Public Relations
Daiki Okiyama	Executive Officer and Head of Accounting & Tax
Noriyoshi Owari	Executive Officer and Head of Corporate Development