

Company Name: Linical Co., Ltd.

Representative: Kazuhiro Hatano

President & CEO

(TSE code: 2183)

February 14, 2023

## Notice Concerning the Transition to a Company with an Audit and Supervisory Committee, and the Establishment of a Nomination and Compensation Committee

Linical Co., Ltd. (the Company) hereby announces as follows that it passed resolutions at the meeting of the Board of Directors held today to transition to a company with an Audit and Supervisory Committee and to establish a Nomination and Compensation Committee as an optional institution after the transition, subject to approval at the 18th Ordinary General Meeting of Shareholders scheduled to be held in June 2023.

### Details

#### 1. Transition to a company with an Audit and Supervisory Committee

##### (1) Objectives of the transition

###### [1] Improvement of management transparency

The Company aims to build a system that can realize more transparent management and meet the expectations of stakeholders in Japan and overseas more precisely, with the Audit and Supervisory Committee, consisting of a majority of outside directors, being responsible for auditing and supervising the legality and appropriateness of the execution of business.

###### [2] Acceleration of decision making

Delegating the authority of the Board of Directors to make decisions on business execution to Directors will further accelerate management decision-making and the execution of business based on the appropriate supervision of the Board of Directors.

##### (2) Timing of the transition to a company with an Audit and Supervisory Committee

The Company plans to transition to a company with an Audit and Supervisory Committee after the required changes to the Articles of Incorporation are approved at the 18th Ordinary General Meeting of Shareholders scheduled to be held in June 2023.

(3) Other

The Company will announce changes to the Articles of Incorporation and the appointment of officers in association with this matter in future once they are determined.

2. Establishment of a Nomination and Compensation Committee

(1) Objectives of establishment

The Company will establish an optional Nomination and Compensation Committee to ensure objectivity, transparency and fairness in evaluation and determination procedures related to the nomination and compensation of Directors, etc., and to further enhance the corporate governance system by obtaining the appropriate involvement of independent Outside Directors.

(2) Roles of the Nomination and Compensation Committee

Upon consultation or delegation by the Board of Directors, the Nomination and Compensation Committee will deliberate on matters related to the appointment and dismissal of Directors, the appointment and dismissal of the Representative Director, etc., and the compensation of Directors, etc., and submit reports or make decisions on matters delegated by the Board of Directors.

(3) Composition of the Nomination and Compensation Committee

The Nomination and Compensation Committee will consist of members selected by the Board of Directors, and the majority of members will be independent Outside Directors.

(4) Scheduled date of establishment

The Company plans to establish a Nomination and Compensation Committee after the transition to a company with an Audit and Supervisory Committee based on the resolutions of the 18th Ordinary General Meeting of Shareholders of the company described in 1. above on the same day.

End

Notes: This is a translation of the press release original drafted in Japanese for the disclosure required in compliance with the TSE regulations.