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August 28, 2023

To whom it may concern:

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Notice Regarding Partial Amendments to the Articles of Incorporation

Mercari, Inc. (the “Company”) hereby announces that, at the meeting of the Board of Directors held today, it resolved to propose a partial amendment to the Articles of Incorporation at the 11th Annual General Meeting of Shareholders scheduled to be held on September 28, 2023. Details are as follows.

1. Reasons for amendments to the Articles of Incorporation

As disclosed on June 22, 2023, in the “Notice Regarding Transition to a Company with Three Committees”, with the aim of further enhancing corporate governance, we plan to shift to a Company with Three Committees (Nominating Committee, Compensation Committee and Audit Committee) with a majority of outside directors, which will enable a significant delegation of business execution authority from the Board of Directors to Executive Officers, in order to further clarify the separation of supervisory function and business execution function, strengthen the supervisory function of the Board of Directors, and facilitate faster decision making by the executive bodies.

Accordingly, necessary amendments are hereby proposed to be made, including the establishment of new articles related to the Nominating Committee, Compensation Committee, Audit Committee and Executive Officers, as well as the removal of articles related to Audit and Supervisory Board Members and the Audit and Supervisory Board.

2. Details of the amendments

The details of the revision are provided in the exhibit.

3. Schedule

Date of the meeting of the Annual General Meeting of Shareholders (plan) : September 28, 2023

Effective date of the amendments of the Articles of Incorporation (plan) : September 28, 2023

< Exhibit >

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter I General Provisions</p> <p>Organizations</p> <p>Article 4</p> <p>The Company shall establish the following organizations in addition to an annual general meeting of shareholders and Director positions.</p> <p>(1) Board of Directors</p> <p>(2) <u>Corporate Auditors</u></p> <p>(3) <u>Audit and Supervisory Board</u></p> <p>(4) Accounting Auditors</p> <p>Person responsible for managing the shareholders ledger</p> <p>Article 9</p> <p>1. (Texts omitted)</p> <p>2. The person responsible for managing the shareholders ledger and the location where such management will take place shall be decided by a resolution of the Board of Directors.</p> <p>3. (Texts omitted)</p> <p>Share Handling Regulations</p> <p>Article 10</p> <p>The handling of Company shares and any service fees related to that handling shall abide not only by the law and these Articles of Incorporation, but by the Share Handling Regulations defined by the Board of Directors.</p> <p>Convener and Chairperson</p> <p>Article 13</p> <p>1. Unless otherwise set forth in any applicable laws and regulations, the general meeting of shareholders shall be convened <u>and chaired</u> by the Representative Director according to a resolution at a meeting of the Board of Directors.</p>	<p style="text-align: center;">Chapter I General Provisions</p> <p>Organizations</p> <p>Article 4</p> <p>The Company shall establish the following organizations in addition to an annual general meeting of shareholders and Director positions.</p> <p>(1) Board of Directors</p> <p>(2) <u>Nominating Committee, Audit Committee and Compensation Committee (“Three Committees”)</u></p> <p>(3) <u>Executive Officers</u></p> <p>(4) Accounting Auditors</p> <p>Person responsible for managing the shareholders ledger</p> <p>Article 9</p> <p>1. (Same as current)</p> <p>2. The person responsible for managing the shareholders ledger and the location where such management will take place shall be decided by a resolution of the Board of Directors <u>or by a decision of the Executive Officer to whom the Board of Directors has delegated authority by a resolution.</u></p> <p>3. (Same as current)</p> <p>Share Handling Regulations</p> <p>Article 10</p> <p>The handling of Company shares and any service fees related to that handling shall abide not only by the law and these Articles of Incorporation, but by the Share Handling Regulations defined by the Board of Directors <u>or by a decision of the Executive Officer to whom the Board of Directors has delegated authority by a resolution.</u></p> <p>Convener and Chairperson</p> <p>Article 13</p> <p>1. Unless otherwise set forth in any applicable laws and regulations, the general meeting of shareholders shall be convened by the Representative Director according to a resolution at a meeting of the Board of Directors. <u>In the event said Director is in an accident which prevents them from carrying out their duties, another Director shall convene the general meeting of shareholders according to a procedure that the Board of Directors has defined in advance.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>2. <u>In the event the Representative Director is in an accident which prevents them from carrying out their duties, another Director shall convene and chair the general meeting of shareholders according to a procedure that the Board of Directors has defined in advance.</u></p>	<p>2. <u>The general meeting of shareholders shall be chaired by the Representative Director or Executive Officer according to a resolution at a meeting of the Board of Directors. In the event said Director or Executive Officer is in an accident which prevents them from carrying out their duties, another Director or Executive Officer shall chair the general meeting of shareholders according to a procedure that the Board of Directors has defined in advance.</u></p>
<p><u>Meeting minutes</u></p> <p><u>Article 16</u></p> <p><u>A summary of events of the general meeting of shareholders, the results of the meeting, and other matters as defined by law shall be written or recorded in the general meeting's minutes.</u></p>	<p>(Deleted)</p>
<p>Measures for Providing Information in Electronic Format, etc.</p> <p>Article <u>17</u> (Texts omitted)</p>	<p>Measures for Providing Information in Electronic Format, etc.</p> <p>Article <u>16</u> (Same as current)</p>
<p>Chapter IV <u>Directors and the Board of Directors</u></p>	<p>Chapter IV <u>Directors, the Board of Directors and Three Committees</u></p>
<p>Membership numbers</p> <p>Article <u>18</u> (Texts omitted)</p>	<p>Membership numbers</p> <p>Article <u>17</u> (Same as current)</p>
<p>Election method</p> <p>Article <u>19</u> (Texts omitted)</p>	<p>Election method</p> <p>Article <u>18</u> (Same as current)</p>
<p>Term of office</p> <p>Article <u>20</u> (Texts omitted)</p>	<p>Term of office</p> <p>Article <u>19</u> (Same as current)</p>
<p><u>Representative Director and Executive Directors</u></p> <p><u>Article 21</u></p> <p><u>1. The Company will have at least one Representative Director, decided through a resolution by the Board of Directors.</u></p> <p><u>2. The meeting of the Board of Directors may with said resolution name the Chairperson of the Board of Directors, the President, and other Executive Directors from among the Directors.</u></p>	<p>(Deleted)</p>
<p>Convener and Chairperson of the Board of Directors</p> <p>Article <u>22</u> (Texts omitted)</p>	<p>Convener and Chairperson of the Board of Directors</p> <p>Article <u>20</u> (Same as current)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Notice to convene a meeting of the Board of Directors</p> <p>Article <u>23</u></p> <ol style="list-style-type: none"> 1. A notification of the meeting of the Board of Directors shall be announced to each Director <u>and Corporate Auditor</u> at least one day before the meeting date. However, in the event it is necessary to convene an emergency meeting, this period may be shortened. 2. <u>When all the Directors and Corporate Auditors give their consent, a meeting of the Board of Directors may be held without going through the procedures for convening said meeting.</u> 	<p>Notice to convene a meeting of the Board of Directors</p> <p>Article <u>21</u></p> <p>A notification of the meeting of the Board of Directors shall be announced to each Director at least one day before the meeting date. However, in the event it is necessary to convene an emergency meeting, this period may be shortened.</p> <p>(Deleted)</p>
<p>Resolution method of the Board of Directors</p> <p>Article <u>24</u></p> <ol style="list-style-type: none"> 1. (Texts omitted) 2. In cases where all the Directors consent to the matters which require the resolution of the meeting of the Board of Directors (only for items that can be added to the applicable matters) in writing or by electromagnetic record, the Company shall deem that resolutions of the meeting of the Board of Directors have been made. <u>However, this shall not apply when a Corporate Auditor expresses an objection.</u> 	<p>Resolution method of the Board of Directors</p> <p>Article <u>22</u></p> <ol style="list-style-type: none"> 1. (Same as current) 2. In cases where all the Directors consent to the matters which require the resolution of the meeting of the Board of Directors (only for items that can be added to the applicable matters) in writing or by electromagnetic record, the Company shall deem that resolutions of the meeting of the Board of Directors have been made.
<p><u>Meeting minutes of the Board of Directors</u></p> <p>Article <u>25</u></p> <p><u>A summary of events of the Board of Directors meeting, the results of the meeting, and other matters as defined by law shall be written or recorded in the meeting's minutes, with Directors and Corporate Auditors in attendance either physically/electronically signing or sealing the minutes.</u></p>	<p>(Deleted)</p>
<p>Regulations of the Board of Directors</p> <p>Article <u>26</u> (Texts omitted)</p>	<p>Regulations of the Board of Directors</p> <p>Article <u>23</u> (Same as current)</p>
<p><u>Compensation, etc.</u></p> <p>Article <u>27</u></p> <p><u>Financial profit received from the Company as Director compensation, incentive, or otherwise for the execution of duties will be determined by a resolution of the general meeting of shareholders.</u></p>	<p>(Deleted)</p>
<p>Directors' exemption from liability</p> <p>Article <u>28</u> (Texts omitted)</p> <p>(New)</p>	<p>Directors' exemption from liability</p> <p>Article <u>24</u> (Same as current)</p> <p><u>Three Committees</u></p> <p>Article <u>25</u></p>

Current Articles of Incorporation	Proposed Amendments
	<p><u>The matters concerning the Three Committees shall be governed by, in addition to laws and regulations, and these Articles of Incorporation, the regulations defined by the Board of Directors or each of the Committees.</u></p>
<p><u>Chapter V Corporate Auditors and the Audit and Supervisory Board</u></p>	(Deleted)
<p><u>Membership numbers</u></p>	(Deleted)
<p><u>Article 29</u></p>	
<p><u>The number of Corporate Auditors shall be three (3) or more.</u></p>	
<p><u>Election method</u></p>	(Deleted)
<p><u>Article 30</u></p>	
<p><u>1. Corporate Auditors shall be elected at the general meeting of shareholders.</u></p> <p><u>2. Corporate Auditors shall be elected at the general meeting of shareholders by a majority vote of shareholders holding no less than one-third of the total exercisable voting rights.</u></p>	
<p><u>Term of office</u></p>	(Deleted)
<p><u>Article 31</u></p>	
<p><u>1. The term of office of a Corporate Auditor shall expire at the end of the general meeting of shareholders held in respect of the last business year ending within four (4) years following the Corporate Auditor's election.</u></p> <p><u>2. When a Corporate Auditor has resigned before the end of their term of office and they are replaced by another Corporate Auditor, the term of office for the replacement shall expire when their predecessor's term of office would have expired.</u></p>	
<p><u>Effectiveness of voting rights related to the election of replacement Corporate Auditors</u></p>	(Deleted)
<p><u>Article 32</u></p>	
<p><u>The voting rights of a Corporate Auditor elected to replace another Corporate Auditor shall expire at the start of the general meeting of shareholders held in respect of the last business year ending within four (4) years following the Corporate Auditor's election.</u></p>	
<p><u>Full-time Corporate Auditors</u></p>	(Deleted)
<p><u>Article 33</u></p>	
<p><u>The Audit and Supervisory Board may make a resolution to appoint any full-time Corporate Auditor.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p><u>Notice to convene a meeting of the Audit and Supervisory Board</u></p> <p><u>Article 34</u></p> <p>1. <u>A notification of the meeting of the Audit and Supervisory Board shall be announced at least one day before the meeting date. However, in the event it is necessary to convene an emergency meeting, this period may be shortened.</u></p> <p>2. <u>When all the Corporate Auditors give their consent, a meeting of the Audit and Supervisory Board may be held without going through the procedures for convening said meeting.</u></p>	(Deleted)
<p><u>Resolution method of the Audit and Supervisory Board</u></p> <p><u>Article 35</u></p> <p><u>Unless otherwise set forth in any applicable laws and regulations, the Audit and Supervisory Board may pass a resolution with a majority vote.</u></p>	(Deleted)
<p><u>Meeting minutes of the Audit and Supervisory Board</u></p> <p><u>Article 36</u></p> <p><u>A summary of events of the Audit and Supervisory Board meeting, the results of the meeting, and other matters as defined by law shall be written or recorded in the meeting's minutes, with Corporate Auditors in attendance either physically/electronically signing or sealing the minutes.</u></p>	(Deleted)
<p><u>Regulations of the Audit and Supervisory Board</u></p> <p><u>Article 37</u></p> <p><u>Matters concerning the Audit and Supervisory Board shall depend not only on the law and these Articles of Incorporation, but on the Regulations of the Audit and Supervisory Board defined by the Audit and Supervisory Board.</u></p>	(Deleted)
<p><u>Compensation, etc.</u></p> <p><u>Article 38</u></p> <p><u>Financial profit received from the Company as Corporate Auditor compensation, incentive, or otherwise for the execution of duties will be determined by a resolution of the general meeting of shareholders.</u></p>	(Deleted)
<p><u>Corporate Auditors' exemption from liability</u></p> <p><u>Article 39</u></p> <p>1. <u>The Company may, pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, by a</u></p>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
<p><u>resolution of the Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) from their liabilities provided for in Article 423, Paragraph 1 of the Companies Act within the limits stipulated by applicable laws and regulations.</u></p> <p><u>2. The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, enter into an agreement with Corporate Auditors to limit the amount of their liabilities, provided for in Article 423, Paragraph 1 of the Companies Act, as stipulated in Article 425, Paragraph 1 of the Companies Act.</u></p>	
(New)	Chapter V <u>Executive Officers</u>
(New)	<u>Election</u> <u>Article 26</u> <u>Executive Officers shall be elected by a resolution of the Board of Directors.</u>
(New)	<u>Term of office</u> <u>Article 27</u> <u>The term of office of an Executive Officer shall expire at the end of the fiscal year ending within one (1) year following the Executive Officer's election.</u>
(New)	<u>Representative Executive Officer</u> <u>Article 28</u> <u>The Board of Directors shall, by its resolution, elect Representative Executive Officer(s) from among the Executive Officers.</u>
(New)	<u>Executive Officers' exemption from liability</u> <u>Article 29</u> <u>The Company may, pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, by a resolution of the Board of Directors, exempt Executive Officers (including former Executive Officers) from their liabilities provided for in Article 423, Paragraph 1 of the Companies Act within the limits stipulated by applicable laws and regulations.</u>
Chapter VI Accounting Auditors	Chapter VI Accounting Auditors
Election method Article <u>40</u> (Texts omitted)	Election method Article <u>30</u> (Same as current)

Current Articles of Incorporation	Proposed Amendments
Term of office Article <u>41</u> (Texts omitted)	Term of office Article <u>31</u> (Same as current)
Accounting Auditors' exemption from liability Article <u>42</u> (Texts omitted)	Accounting Auditors' exemption from liability Article <u>32</u> (Same as current)
Chapter VII Calculations	Chapter VII Calculations
Fiscal year Article <u>43</u> (Texts omitted)	Fiscal year Article <u>33</u> (Same as current)
Decision-making body for dividends from surplus Article <u>44</u> (Texts omitted)	Decision-making body for dividends from surplus Article <u>34</u> (Same as current)
Record date of dividends of surplus Article <u>45</u> (Texts omitted)	Record date of dividends of surplus Article <u>35</u> (Same as current)
Expiry date for dividends of surplus Article <u>46</u> (Texts omitted)	Expiry date for dividends of surplus Article <u>36</u> (Same as current)
(New)	<p><u>(Supplementary Provision)</u></p> <p><u>Transitional measures regarding Corporate Auditors' exemption from liability, etc.</u></p> <p><u>1. The provisions of Article 39 of the Articles of Incorporation prior to the amendments by a resolution of the Annual General Meeting of Shareholders for the fiscal year ended June 30, 2023 shall remain in force with respect to the liabilities of Corporate Auditors (including former Corporate Auditors) until the conclusion of the Annual General Meeting of Shareholders.</u></p>