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February 7, 2024

To whom it may concern:

Company Name: Mercari, Inc.  
Representative: Shintaro Yamada, Representative Executive Officer and CEO  
Code: 4385; TSE Prime  
Enquiries: Sayaka Eda, Executive Officer, Senior Vice President of Corporate, Chief Financial Officer  
Phone: +81-3-6804-6907

**Notice Regarding Absorption-type Merger of a Wholly-Owned Subsidiary**  
**(Simplified Merger and Short-form Meger)**

Mercari, Inc. (the “Company”) has decided that it shall merge with Souzoh, Inc. (“Souzoh”), a consolidated subsidiary, through an absorption-type merger (the “Merger”), effective April 1, 2024.

The Company omitted certain disclosure items and details because the Merger is an absorption-type merger of a wholly-owned subsidiary.

**1. Purpose of the Merger**

The Company had succeeded to the departments other than the business development features related to the “*Mercari Shops*” operated by Souzoh through a company split, effective August 1, 2023. Since then, Souzoh has been engaged in business development to promote “*Mercari Shops*”. To enhance the business development features of a corporate group, improve management efficiency, and accelerate decision-making, the Company has decided to merge with Souzoh with the Company as the surviving company and Souzoh as the disappearing company to be absorbed.

**2. Summary of the Merger**

(1) Schedule of the Merger

Date of decision by the Representative Executive Officer	February 7, 2024
Date of signing of the Merger agreement	February 7, 2024
Scheduled implementation date (effective date)	April 1, 2024 (scheduled)

(2) Method of the Merger

The Absorption-type Merger will designate the Company as the surviving company and Souzoh as the disappearing company to be absorbed.

Since the Merger falls under the simplified merger stipulated in Article 796, Paragraph 2 of the Companies Act of Japan for the Company and it falls under the short-form merger stipulated in Article 784, Paragraph 1 of the Companies Act of Japan for Souzoh, it will be carried out without obtaining the approval of the shareholders' meetings for both the surviving company and the disappearing company to be absorbed.

(3) Details of allotment related to the Merger

This merger is a merger with a wholly owned subsidiary, and no new shares will be issued, and no cash will be delivered.

(4) Treatment of stock acquisition rights and bonds with stock acquisition rights upon the Merger

Not applicable items.

**3. Overview of the companies involved in the Merger (as of June 30, 2023)**

	Surviving company	Absorbed company
(1) Company name	Mercari, Inc.	Souzoh, Inc.
(2) Address	6-10-1 Roppongi, Minato-ku, Tokyo	6-10-1 Roppongi, Minato-ku, Tokyo
(3) Name and title of representatives	Shintaro Yamada, Representative Executive Officer and CEO	Kenji Fujiki, Chief Executive Officer
(4) Nature of Business	Planning, development, and operation of the Mercari marketplace app	Business development of the e-commerce platform “ <i>Mercari Shops</i> ”
(5) Share capital	46,052 million JPY	100 million JPY
(6) Date of establishment	February 1, 2013	January 28, 2021
(7) Number of shares issued	162,465,598 shares	7,200 shares
(8) Fiscal year-end	June 30	June 30
(9) Major shareholders and Shareholding ratios	Shintaro Yamada 24.10% The Master Trust Bank of Japan, Ltd. (Trust Account) 9.81% MSIP CLIENT SECURITIES 5.74% Hiroshi Tomishima 5.03% Custody Bank of Japan, Ltd. (Trust Account) 4.53% suadd K.K. 4.04% GOLDMAN SACHS INTERNATIONAL 2.17% DAIWA CM SINGAPORE LTD-NOMINEE ROBERT LUKE COLLICK 2.11% GOLDMAN, SACHS & CO. REG 1.80% EUROCLEAR BANK S.A./N.V. 1.58%	Mercari, Inc. 100%

(10) Financial position and results of operations for the most recent fiscal year (in million JPY)		
Fiscal Year	Fiscal year ended June 30, 2023 (Consolidated)	Fiscal year ended June 30, 2023 (Standalone)
Net assets	55,228	2,017
Total assets	415,292	2,579
Net assets per share (JPY)	329.80	280,198.38
Revenue	172,064	579
Operating profit/loss	17,023	(1,047)
Ordinary profit/loss	17,449	(1,047)
Net profit/loss for this FY (*)	13,070	(768)
Net profit/loss for this FY per share	81.01	(106,716.46)

(\*) The figure for Mercari, Inc. represents a net profit attributable to owners of parent.

#### 4. Status after the Merger

There will be no change due to the merger in the company name, address, name and title of the representative, nature of business, share capital, or fiscal year end of the Company.

#### 5. Impact on Financial Results

Since this is a merger of a wholly-owned subsidiary of the Company, the effect of the Merger on the Company's consolidated results of operations is immaterial.