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To whom it may concern,

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Notice of Disposal of Treasury Stock as Remuneration for Restricted Stock

Members Co., Ltd. (the “Company”) hereby announces that its Board of Directors has resolved today to dispose of treasury stock (the “Treasury Stock Disposal” or the “Disposal”) as follows.

1. Details of Disposal

(1) Disposal date	July 17, 2026
(2) Type and number of shares to be disposed of	Common stock of Members Co., Ltd. 20,722 shares
(3) Disposal price	1,073 yen per share
(4) Total amount disposed	22,234,706 yen
(5) Allottees, number of allottees, and number of shares to be disposed of	Directors of Members Co., Ltd. (excluding Directors who are Audit and Supervisory Committee members and Outside Directors): 2 persons 7,357 shares Executive Officers who do not concurrently serve as Directors of Members Co., Ltd.: 9 persons 13,365 shares
(6) Others	Regarding this disposal of treasury stock, the filing of a Securities Registration Statement and a Securities Notice is not required pursuant to Article 4, Paragraph 1, Item 1 of the Financial Instruments and Exchange Act and Article 2-12, Item 1 of the Enforcement Order of the same Act.

2. Purpose and Reason for Disposal

At a meeting of the Board of Directors held on May 26, 2022, the Company resolved to introduce a restricted stock compensation plan (hereinafter referred to as “the Plan”). The reason for the introduction is to adopt this as a new remuneration system for the Company’s Directors (excluding Directors who are members of the Audit and Supervisory Committee and Outside Directors) (hereinafter referred to as “Subject Directors”) and Executive Officers who do not concurrently serve as Directors (collectively, the “Subject Directors, etc.”), in order to further increase the corporate value of the Group over the medium to long term and to share value with shareholders. Moreover, at the 27th Ordinary General Meeting of Shareholders held on June 17, 2022, the following matters were approved under the Plan: the payment of monetary claims of up to 50 million yen per

year to the Subject Directors, the issuance or disposal of up to 30,000 shares of common stock of the Company per year, and a restricted transfer period of from 3 to 5 years.

An overview of the Plan is as follows.

Outline of the Plan

The Subject Directors, etc. will pay all of the monetary claims paid by the Company under the Plan as assets contributed in kind and will receive shares of common stock of the Company to be issued or disposed of. Disposal price shall be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board of Directors resolution (or the closing price of the immediately preceding trading day if no trading was effected on that date) to the extent not particularly favorable to the Subject Directors, etc. who subscribe for such common stock.

For the issuance or disposal of shares of common stock of the Company under the Plan, the Company shall enter into a Restricted Stock Allotment Agreement with the Subject Directors, etc. the details are as follows: (1) Subject Directors, etc. shall be prohibited from transferring to a third party, creating a security interest in, or otherwise disposing of the common stock of the Company allotted to them under the Restricted Stock Allotment Agreement for a certain period of time, (2) The acquisition of such shares of common stock without consideration by the Company upon the occurrence of certain events.

For the current Treasury Stock Disposal, after consultation with the Nominating and Compensation Committee of the Company, and taking into consideration the purpose of the Plan, the Company's business conditions, the scope of responsibilities of each Subject Director, etc., and various other circumstances, the Company decided to grant monetary claims totaling 22,234,706 yen (hereinafter referred to as the "Monetary Claims") and 20,722 shares of common stock for the purpose of further motivating each of the Subject Directors, etc. In addition, to realize the purpose of introducing the Plan, which is to share value with shareholders over the medium to long term, the period of the transfer restriction has been set to three years.

In the Treasury Stock Disposal, the 11 Subject Directors, etc. who are the Scheduled Allottees will pay all of the monetary claims against the Company as assets contributed in kind and will receive shares of common stock of the Company (the "Allotted Shares"). The outline of the restricted stock allotment agreement (the "Allotment Agreement") to be concluded between the Company and the Subject Directors, etc., in connection with the Treasury Stock Disposal is as described in 3. below.

3. Outline of the Allotment Agreement

(1) Restriction period for transfer

July 17, 2026 to July 16, 2029

(2) Conditions for Lifting Restrictions on Transfers

The restriction on transfer of all the Allotted Shares shall be cancelled upon expiration of the Restriction Period, provided that the Subject Director, etc. has continuously held one of the positions of Director, Executive Officer not concurrently serving as Director, Employee, Advisor or Counselor or any other equivalent position at the Company or its subsidiary during the Restriction Period.

(3) Treatment upon Retirement or Resignation of Subject Directors, etc. for Justifiable Reasons.

1) Schedule for Lifting Restrictions on Transfers

If any of the Subject Directors, etc. retires or resigns from any of the positions of Director, Executive Officer not concurrently serving as Director, Employee, Advisor or Counselor or any other similar position at the Company or its subsidiaries due to expiration of term of office, mandatory retirement age or any other justifiable reason (including retirement or resignation due to death), the restriction on transfer shall be lifted immediately after the retirement or resignation of the Subject Director, etc.

2) Number of shares subject to cancellation of transfer restrictions

The number of shares shall be the number of shares obtained by multiplying the number of the Allotted Shares held at the time of such retirement or resignation as specified in the schedule for lifting restrictions on transfers above by the number of months from the month containing the Disposal date (if the allottee is an Executive Officer who does not concurrently serve as a Director of the Company, the month that includes the first day of this fiscal year) to the month containing the date of retirement or resignation of the Subject Director, etc. divided by 12 (if such number exceeds 1, the number shall be 1) (any fraction of a share resulting from the

calculation shall be rounded down).

(4) Acquisition by the Company without Consideration

The Company shall automatically acquire without consideration any of the Allotted Shares for which the transfer restriction is not lifted at the time of expiration of the Transfer Restriction Period or at the time of cancellation of the transfer restriction as set forth in (3) above.

(5) Treatment in Reorganization

If a merger agreement under which the Company becomes the dissolving company, a share exchange agreement under which the Company becomes a wholly-owned subsidiary, or a share transfer plan or other matters relating to organizational restructuring are approved at a general meeting of shareholders of the Company (however, if the reorganization does not require approval at a general meeting of the Company's shareholders, the Company's Board of Directors may approve the reorganization) during the transfer restriction period, upon resolution of the Board of Directors, the Restriction on Transfer shall be lifted with respect to the number of shares of the Allotted Shares held as of such time multiplied by the number of months from the month including the Disposal date (if the allottee is an Executive Officer who does not concurrently serve as a Director of the Company, the month that includes the first day of this fiscal year) to the month including the date of such approval divided by 12 (if such number exceeds 1, the number shall be 1) (any fraction of a share resulting from the calculation shall be rounded down), as of the time immediately preceding the business day immediately preceding the effective date of such Reorganization. Furthermore, the Company shall automatically acquire without consideration all of the Allotted Shares that have not been released from the Restriction on Transfer as of the time immediately following the release of the Restriction on Transfer.

(6) Management of Shares

The Allotted Shares shall be managed in an exclusive account opened by the Subject Directors, etc. at Nomura Securities Co., Ltd. during the Restricted Transfer Period so that the Allotted Shares may not be transferred, pledged as collateral or otherwise disposed of during the Restricted Transfer Period. To ensure the effectiveness of the restrictions on the transfer of the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. in relation to the management of the account for the Allotted Shares held by each of the Subject Directors, etc. In addition, the Subject Directors, etc. shall agree to the details of the management of such account.

4. Basis and specific details of the calculation of the Disposal price

The Treasury Stock Disposal to the Scheduled Allottees will be made with the monetary claims paid as compensation for the grant of restricted shares for the Company's 31st fiscal year under the Plan as assets contributed in kind. To ensure that the disposal price is not arbitrary, the price is set at 1,073 yen per share, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on June 18, 2026 (the business day prior to the date of the Board of Directors' resolution). This is based on the market share price immediately prior to the date of the Board of Directors' resolution, and the Company believes that this price is reasonable and not particularly favorable to the Subject Directors, etc.