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(Securities Code: 2130)
(Issue date) June 4, 2026
(Electronic provision start date) May 29, 2026

To Our Shareholders:

1-8-10 Harumi, Chuo-ku, Tokyo
Members Co., Ltd.
Akihiko Takano, Representative Director and President

NOTICE OF THE 31st ANNUAL GENERAL MEETING OF SHAREHOLDERS

We hereby notify you that the 31st Annual General Meeting of Shareholders of Members Co., Ltd. will be held as described below.

In convening this Annual General Meeting of Shareholders, we have taken measures to provide the information contained in the Reference Documents for the Annual General Meeting of Shareholders, etc. (matters to be provided electronically) electronically and have posted them on our website on the Internet, which can be accessed and checked at the following website

Our website
<https://www.members.co.jp/ir/library/meeting.html>



The matters subject to electronic provision measures are also available on the website of the Tokyo Stock Exchange (TSE), in addition to the above website. Access the following TSE website (TSE Listed Company Information Service), enter or search for “Members” in “Issue Name (Company Name)” or securities code “2130” (half-width characters) in “Code”, select “Basic Information” and “Filing Documents/PR Information” in that order, and review the information in the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” section under “Filing Documents.”

TSE website (TSE Listed Company Information Service)
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



Shareholders who do not plan to attend the meeting may exercise their voting rights in advance with any of the following methods. Please review the Reference Documents for the Annual General Meeting of Shareholders below and exercise your voting rights.

[Exercising Voting Rights by Mail]

Please indicate your vote for or against the proposals on enclosed Voting Rights Exercise Form and return it so that it arrives by the end of business hours (6:00 pm) on Thursday, June 18, 2026, Japan time.

[Exercising Voting Rights via the Internet]

Please access the website designated by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>), follow the instructions on the screen to indicate your approval or disapproval of the proposals by the end of business hours (6:00 pm) on Thursday, June 18, 2026, Japan time.

**Also, we plan to receive questions and comments from shareholders in advance of the meeting, and to explain matters of interest to shareholders at the meeting.
(in Japanese only)**

1. **Date and Time** Friday, June 19, 2026 at 1:00 p.m. Japan time
(Please note that the starting time is different from the previous meeting.)
2. **Venue** Jiji Press Hall (2nd floor of Jiji Press Building)
5-15-8 Ginza, Chuo-ku, Tokyo
(Please note that the venue is different from the previous meeting.)
3. **Meeting Agenda**
 1. Business Report, Consolidated Financial Statements and Audit Reports of the Accounting Auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements for the 31st fiscal year (from April 1, 2025 to March 31, 2026)
 2. Financial Statements for the 31st fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be reported:

Proposals to be resolved:

Proposal 1 Appropriation of Surplus

Proposal 2 Election of 2 Directors (excluding directors who are members of the Audit and Supervisory Committee)
4. **Matters Decided upon Convocation (Guidance on Exercising Voting Rights)**
 - (1) When attending the meeting, please submit the form for exercising voting rights, which is enclosed herewith, to the reception desk of the place.
 - (2) When attending by proxy, based on the provisions of Article 17 of the Articles of Incorporation, another shareholder who has the voting right may attend the Annual General Meeting of shareholders as the proxy. The proxy will be required to present documentary proof of his or her authority to exercise your voting rights in addition to the shareholder's Voting Rights Exercise Form at the reception desk.
 - (3) Only shareholders who require assistance may enter the venue accompanied by one helper. However, this accompanying person will be restricted to acting as a caregiver within the venue, unless they are shareholders with voting rights.
 - (4) If neither approval nor disapproval of each proposal is indicated on the Voting Rights Exercise Form, the Company will deem that you indicated "approval" for those proposed by the Company.
 - (5) If you exercise your voting rights multiple times via the Internet or the like, your latest votes will be effective.
 - (6) If you exercise your voting rights both in writing and via the Internet or the like, your votes via the Internet or the like will be effective, regardless of the arrival date of your form for exercising voting rights.
 - (7) The expenses for accessing the website for exercising voting rights, such as the Internet connection cost, will be borne by shareholders.
 - (8) Institutional investors can exercise voting rights with an electromagnetic method using the platform for electronically exercising voting rights operated by ICJ, Inc. at this Annual General Meeting of Shareholders.
 - (9) If revisions to the Notice of Convocation and the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website and the TSE website mentioned above.

5. Measures for electronic provision

- (1) With the implementation of the electronic provision system, the method of providing materials for this Annual General Meeting of Shareholders, which was previously sent in paper form, has been changed to posting them on the website. However, our company places importance on providing information to our shareholders, and regardless of whether a request is made for the delivery of documents, materials for the Annual General Meeting of Shareholders will be uniformly sent in writing as before. We appreciate your understanding.

[Contact for inquiries regarding the electronic provision system]

Mitsubishi UFJ Trust and Banking Corporation, Securities Agency Department
+81-(0)120-696-505 (toll-free)

Reception time: 9 a.m. to 5 p.m. (Excluding weekends and holidays) Japan time.

- (2) Partially omitted information from the delivered document:

At this Annual General Meeting of Shareholders, a written document containing the electronic provision measures (excluding matters that do not require notation in the delivered document based on legal requirements and Article 15, Paragraph 2 of our company's Articles of Incorporation) will be sent to all shareholders, regardless of whether they have requested written delivery. However, the following matters will not be included in the written document to be provided to shareholders who have requested a written document based on the provisions of the law and Article 15, Paragraph 2 of our company's Articles of Incorporation:

- 1) "Systems to Ensure the Appropriateness of Business Operations and the Operating Status of Such Systems," "Basic Policy Regarding the Control of the Company," and "Policy Regarding Decisions on Dividends from Surplus, etc." in the Business Report.
- 2) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements.
- 3) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements. Therefore, the documents delivered to shareholders who have requested the delivery of paper documents constitute a part of the documents audited by the Accounting Auditor in preparing the Accounting Audit Report and by the Audit and Supervisory Committee in preparing the Audit Report.

6. Presentation of figures based on International Financial Reporting Standards (IFRS) in Materials for the Annual General Meeting of Shareholders

We have prepared consolidated financial statements from the 31st fiscal year. Since there are no substantial changes in the business structure compared to the previous fiscal year, the comparative information presents the figures from the non-consolidated IFRS financial statements for the previous fiscal year (30th fiscal year). Note that the financial statements based on IFRS for the previous fiscal year have not been audited by the Accounting Auditor pursuant to the Companies Act, but have been audited pursuant to the Financial Instruments and Exchange Act.

The Financial Results and Long-Term Vision Briefing will be held following the Annual General Meeting of Shareholders. (in Japanese only).

Annual General Meeting of Shareholders	Friday, June 19, 2026	To be started at 1:00 pm, Japan time
The Financial Results and Long-Term Vision Briefing	Friday, June 19, 2026	To be started at around 1:30 to 2:00 pm, Japan time

* The Financial Results and Long-Term Vision Briefing will be started as soon as preparations are completed after the end of the Annual General Meeting of Shareholders and the break time. Accordingly, the actual starting time may be different from the mentioned above.

For shareholders who are unable to attend the meeting, a video of the Annual General Meeting of Shareholders and the financial results and long-term vision briefing will be available on our IR website later. (Japanese only)

URL: <https://www.members.co.jp/ir>



Notes on Video Distribution

*Any costs incurred in accessing the video streaming service (such as Internet connection fees) shall be borne by the shareholder.

*Please be aware that although we plan to record a video from the rear of the venue on the day of the meeting in consideration of the privacy of the shareholders in attendance, there may be unavoidable cases in which shareholders will be captured in the video.

* Please note that we are unable to respond to inquiries regarding Internet connection or viewing methods.

Reference Documents for the Annual General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

From the viewpoint of enhancing returns to shareholders and further increasing corporate value, our basic policy is to distribute returns/profits commensurate with growth in business performance and to continuously increase dividends, while retaining earnings to prepare for new business investment and expansion of operations for long-term profit growth, with a medium-term target of a Dividend on Equity (DOE) of approximately 5%.

Considering the above basic policy, we propose to pay the year-end dividend for the 31st fiscal year as follows.

- (1) Type of dividend property
Cash

- (2) Allotment of dividend property to shareholders and the total amount
33 yen per common share of Company stock
Total amount: 422,995,419 yen

- (3) Effective date of dividends of surplus
June 22, 2026

Proposal 2: Election of 2 Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all two (2) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this Meeting. Accordingly, the Company proposes the election of two (2) Directors. The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's Shares Owned
1	Akihiko Takano (May 31, 1975) Re-nomination	Apr. 1999 Joined the Industrial Bank of Japan (currently Mizuho Financial Group, Inc.) Dec. 2002 Joined Shinsei Bank, Ltd. (currently SBI Shinsei Bank, Ltd.) Aug. 2005 Joined the Members Co., Ltd. Oct. 2011 Executive Officer of the Members Co., Ltd. Oct. 2012 Director of Engagement First Co., Ltd. May 2014 Director of Members Career Co., Ltd. Oct. 2015 Director of Miner Studio Co., Ltd. Apr. 2016 Managing Executive Officer of the Members Co., Ltd. May 2017 Director of PopInSight, Inc. Jun. 2018 Director of the Company in charge of Group Management and the Management Division. Apr. 2020 Director and Senior Managing Executive Officer of the Members Co., Ltd. and President of Business Platform Company Oct. 2020 Representative Director of Members Energy Co., Ltd. Apr. 2023 Representative Director, President and Executive Officer of the Company, in charge of General Group Management, Sales Division and Management Division Apr. 2024 Representative Director, President and Executive Officer of the Company, Group Management Supervisor (current position)	277,662
<p>(Reasons for the nomination as a director candidate)</p> <p>Mr. Takano has experienced in group management and banking, with knowledge of finance and accounting, and held key positions in corporate planning at Members Co., Ltd. From 2011, as Executive Officer, he has promoted reform projects at the time of business crisis and achieved listing on the Tokyo Stock Exchange. He has a long track record of leading the Company's corporate value enhancement through the promotion of VISION2020, VISION2030, and other initiatives, as well as the dramatic expansion of the number of digital creators and innovative work style reforms.</p> <p>We believe that his expertise and broad experience will contribute to the realization of our mission and vision as Representative Director, President and Executive Officer, and to the management of our company to improve profitability, and that he is capable of strongly promoting the establishment of the number one position in DX field support, high growth and high profitability that we have set for ourselves. He continues to be nominated as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's Shares owned
2	Tadashi Kenmochi (September 28, 1965) Re-nomination	Jun. 1995 President and Representative Director of the Members Co., Ltd. Oct. 2012 Director of Engagement First Co., Ltd. Apr. 2014 Director of Connect Star Co., Ltd. and Director of MOVAAA Co., Ltd. May 2014 Director of Members Career Co., Ltd. Oct. 2015 Director of Miner Studio Co., Ltd. Apr. 2019 Representative Director of Members Medical Marketing Co., Ltd. Apr. 2021 Representative Director of Members Gifted Co., Ltd. Apr. 2023 Representative Director, Chairman and Executive Officer of the Company, General Group Management Apr. 2024 Representative Director, Chairman and Executive Officer of the Company, Mission Management Promotion and Group Governance Apr. 2026 Director of the Company (current position)	2,881,873
<p>(Reasons for the nomination as a director candidate)</p> <p>Mr. Kenmochi has demonstrated strong leadership over many years as the founder of Members Co., Ltd. and has extensive experience and achievements in management.</p> <p>We have nominated him as a candidate for Director because we believe that the insight and personal connections he has developed through his extensive experience in his career will contribute to the realization of our mission and vision and improvement of our profitability, and that he will continue to contribute to significantly increasing our corporate value in the future.</p>			

Notes 1. 250,000 shares of our stock are held by Haru Inc., an asset management company owned by Mr. Tadashi Kenmochi and his close relatives.

2. There are no material/special interests between the candidates and Members Co., Ltd.

3. We have concluded a directors and officers liability insurance (D&O insurance) contract with an insurance company, as prescribed in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise due to the insured person (the director) becoming liable in connection with the execution of their duties or due to the insured person being subject to a claim related to enforcement of such liability. However, as a measure to ensure that the appropriateness of the execution of duties by the insured is not impaired, damages, etc. caused by the insured's illegal acts, etc. are excluded from coverage. If each candidate is elected and assumes office as a director, they will be insured under the relevant insurance policy. The policy is scheduled to be renewed with the same contents at the next renewal.

4. [Re-nomination]: Candidates for re-nomination as directors

Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee (at the Company, all Audit and Supervisory Committee Members also concurrently serve as members of the Nomination and Remuneration Committee) has reviewed this proposal, taking into account the track records of the two candidates as well as the selection policies, etc. stipulated in the Company's "Corporate Governance Basic Policy." As a result, the Committee has determined that the contents of this proposal are appropriate and has concluded that there are no particular matters to be stated at the Annual General Meeting of Shareholders.

(For reference) Expertise and experience of candidate directors (skill matrix)

The Company nominates candidates for Directors in consideration of the balance of knowledge, experience, and capability required by the Company. If Proposal No. 2 is approved and adopted as originally proposed at this meeting, the skill matrix of the Board of Directors will be as follows:

Name	Position	Skill matrix					
		Management / CSV	Technology / DX	Financial / Accounting	Sustainability Promotion/ Risk Management/ Corporate Governance	HR / Organization development	Global experience
Akihiko Takano	Representative Director, President and Executive Officer	○	○	○	○	○	
Tadashi Kenmochi	Director	○	○		○	○	
Takehiro Okumura	Outside Director / Full Time Audit and Supervisory Committee Member			○	○	○	
Mika Yasuoka	Outside Director / Audit and Supervisory Committee Member		○		○		○
Kahori Miyake	Outside Director / Audit and Supervisory Committee Member	○			○		○
Hiroshi Fukushi	Outside Director / Audit and Supervisory Committee Member	○	○			○	○
Naoki Iketeru	Outside Director / Audit and Supervisory Committee Member	○	○				

Note 1. Based on our "A Triple Bottom Line (TBL) Company" concept, which is our management guideline, we have created a skill matrix to clarify the extensive experience and high level of insight of each director and to ensure the diversity of the Board of Directors in order to realize our mission and vision.

2. The skills possessed by each Director are based on their experience from their careers and positions held to date, as well as their high level of expertise in their current positions, and do not represent all of their knowledge.