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(Securities code: 3371)

Date of sending by postal mail: June 4, 2025

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To Our Shareholders,

Masaru Hayashi, Chairman and Executive Director  
Softcreate Holdings Corporation  
2-15-1 Shibuya, Shibuya-ku, Tokyo

## Notice of the 58th Annual General Meeting of Shareholders

We are pleased to announce the 58th Annual General Meeting of Shareholders of Softcreate Holdings Corporation (the “Company”), which will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 58th Annual General Meeting of Shareholders” on the Company’s website. Please access any of the websites below by using the internet address shown below to review the information.

The Company’s website: <https://www.softcreate-holdings.co.jp/ir> (in Japanese)

(From the above website, select “IR,” and then “Basic Share Information.”)

Website for Informational Materials for the General Meeting of Shareholders:

<https://d.sokai.jp/3371/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “Softcreate Holdings” in “Issue name (company name)” or the Company’s securities code “3371” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you do not attend the meeting in person, you can exercise your voting rights via the Internet etc. or in writing (postal mail). Please review the Reference Documents for the General Meeting of Shareholders below, and exercise your voting rights by Wednesday, June 18, 2025, at 6:00 p.m. (JST).

[Exercising Voting Rights via the Internet, etc.]

Please access the website designated by the Company for exercising voting rights (<https://soukai.mizuho-tb.co.jp/>) (in Japanese), enter the “voting code” and “password” provided on the voting form sent out with this Notice, and follow the instructions on the screen to indicate your approval or disapproval of the proposals no later than the above voting deadline.

When exercising your voting rights via the Internet, etc., please refer to the “Guide to Exercising Voting Rights via the Internet” (in Japanese).

[Exercising Voting Rights in writing (postal mail)]

Please indicate your approval or disapproval of the proposals on the voting form and return the completed form to us no later than the above voting deadline.

- 1. Date and time:** Thursday, June 19, 2025, at 10:00 a.m. (JST) (Reception starts at 9:30 a.m.)  
**2. Venue:** Head Office's Large Meeting Room, Softcreate Holdings Corporation  
5th Floor, Shibuya Cross Tower, 2-15-1 Shibuya, Shibuya-ku, Tokyo

**3. Purposes of the meeting:**

**Items to be reported:**

1. Business Report, Consolidated Financial Statements, and audit results of Consolidated Financial Statements by Financial Auditor and the Board of Corporate Auditors for the 58th fiscal year (from April 1, 2024 to March 31, 2025)
2. Non-consolidated Financial Statements for the 58th fiscal year (from April 1, 2024 to March 31, 2025)

**Items to be resolved:**

- Proposal No. 1** Election of Seven Directors  
**Proposal No. 2** Election of One Corporate Auditor

**4. Matters decided in connection with this convocation (Information on exercise of voting rights)**

- (1) When exercising your voting right in writing (by postal mail), if you indicate neither your approval nor a disapproval of the proposals, it will be deemed that you indicated your approval of the proposals.
  - (2) If voting rights were exercised multiple times via the Internet, etc., the voting right exercised last will be regarded as valid.
  - (3) If voting rights were exercised both in writing (postal mail) and via the Internet, etc., the voting right exercised via the Internet, etc. will be regarded as valid, regardless of the time or date of arrival of your vote.
  - (4) If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights as a proxy in the Company to attend the meeting. In this case, please note that written proof of the right of proxy needs to be submitted.
- If you attend the meeting in person, please submit the voting form at the reception of the venue.
  - As with last year, please understand that no gifts will be offered to shareholders who attend the meeting.
  - If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each website for the measures above.
  - For the General Meeting of Shareholders, regardless of whether or not a request has been made for the delivery of paper-based documents, we will uniformly send documents describing the items subject to measures for electronic provision.
- Among the items subject to measures for electronic provision, the following items are excluded based on the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation.
- (i) Changes in Status of Assets and Income of the Corporate Group in the Business Report
  - (ii) Principal Business in the Business Report
  - (iii) Major Business Locations etc. in the Business Report
  - (iv) Status of Employees in the Business Report
  - (v) Status of Principal Lenders in the Business Report
  - (vi) Other Important Matters Regarding the Current Status of the Corporate Group in the Business Report
  - (vii) Stock Information in the business report
  - (viii) Status of Share Acquisition Rights etc. in the Business Report
  - (ix) Matters Concerning Officers in the Business Report
  - (x) Status of Financial Auditors in the Business Report
  - (xi) Systems to Ensure the Appropriateness of Business Activities and Outline of the Operating Status of the Systems in the Business Report
  - (xii) Basic Policy Regarding Control of the Company in the Business Report
  - (xiii) Consolidated Statement of Changes in Equity in Consolidated Financial Statements
  - (xiv) Notes to Consolidated Financial Statements
  - (xv) Balance Sheet in the Non-consolidated Financial Statements
  - (xvi) Statement of Income in the Non-consolidated Financial Statements
  - (xvii) Statement of Changes in Equity in the Non-consolidated Financial Statements
  - (xviii) Notes to the Non-consolidated Financial Statements
  - (xix) Audit Report of the Financial Auditors on the Consolidated Financial Statements in the Audit Report
  - (xx) Audit Report of the Financial Auditors on the Financial Statements in the Audit Report
  - (xxi) Board of Corporate Auditors' Audit Report in the Audit Report

The Corporate Auditors and the Financial Auditors have audited the documents subject to audit, including the above-mentioned items.

## Reference Documents for the Shareholders Meeting

### Proposals and Reference Information

#### Proposal No. 1 Election of Seven Directors

At the conclusion of this meeting, the terms of office of all (seven) Directors will expire. Therefore, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth) Number of the Company's shares owned	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
1	Masaru Hayashi (May 25, 1945)  820,320 shares	<p>Mar. 1971      Joined Shirotsuka Sangyo Co., Ltd. (currently the Company)</p> <p>Apr. 1971      Director of the Company</p> <p>Apr. 1982      President and Representative Director</p> <p>May 2006      President, Representative Director, and CEO</p> <p>Oct. 2006      Chairman, Representative Director, and CEO</p> <p>May 2008      Chairman and Representative Director</p> <p>June 2012      Chairman, Representative Director, and Executive Officer</p> <p>Oct. 2012      Chairman, Executive Director, and Executive Officer of ECBEING CORP. (current position) Director of SOFTCREATE CORP.</p> <p>Jan. 2013      Chairman, Executive Director, Executive Officer, and General Manager of the Corporate Planning Division of the Company</p> <p>May 2013      Chairman and Executive Director (current position)</p> <p>Apr. 2014      Chairman, Director, and Executive Officer of SOFTCREATE CORP. (current position)</p> <p>June 2018      Corporate Auditor of ZEN-NOH EC SOLUTIONS CORP. (current position)</p> <p>Sept. 2020      Director of joolen inc. (current position)</p> <p>June 2024      Director of ReviCo Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) Chairman, Executive Director, and Executive Officer of ECBEING CORP. Chairman, Director, and Executive Officer of SOFTCREATE CORP. Corporate Auditor of ZEN-NOH EC SOLUTIONS CORP. Director of joolen inc. Director of ReviCo Inc.</p>

Candidate No.	Name (Date of birth) Number of the Company's shares owned	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
2	Muneharu Hayashi (August 23, 1974)  806,928 shares	<p>June 2000 Director of SOFTCREATE CORP. (currently the Company)</p> <p>June 2003 Managing Director of the Company</p> <p>May 2005 Senior Managing Director</p> <p>May 2006 Representative Director, Senior Managing Officer, COO, General Manager of the Network Business Division, and General Manager of the First Sales Business Division</p> <p>Oct. 2006 President, Representative Director, and COO</p> <p>Jan. 2007 President, Representative Director, COO, and General Manager of the X-point Business Division</p> <p>Apr. 2007 President and Representative Director of ATLED CORP.</p> <p>May 2008 President and Representative Director of the Company</p> <p>Apr. 2010 President, Representative Director, and General Manager of the EC Business Promotion Division</p> <p>Mar. 2011 President, Representative Director, and General Manager of the EC Business Strategy Division</p> <p>Apr. 2012 President, Representative Director, and Representative of SI Company</p> <p>June 2012 President, Representative Director, Executive Officer, and Representative of SI Company</p> <p>Oct. 2012 President, Representative Director, and Executive Officer</p> <p>President, Representative Director, and Executive Officer of SOFTCREATE CORP. (current position)</p> <p>May 2013 President and Representative Director of the Company (current position)</p> <p>Aug. 2015 Chairman and Director of ATLED CORP.</p> <p>Nov. 2017 Director of Y2S Corporation (current position)</p> <p>Oct. 2018 Director of EXGEN NETWORKS Co., Ltd. (current position)</p> <p>Jan. 2023 Chairman and Representative Director of ATLED CORP. (current position)</p> <p>Apr. 2024 Director of SYSTEM WORKS JAPAN Co., Ltd. (current position)</p> <p>Apr. 2025 Director of Quality I Inc. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>President, Representative Director, and Executive Officer of SOFTCREATE CORP.</p> <p>Chairman and Representative Director of ATLED CORP.</p> <p>Director of EXGEN NETWORKS Co., Ltd.</p> <p>Director of Y2S Corporation</p> <p>Director of SYSTEM WORKS JAPAN Co., Ltd.</p> <p>Director of Quality I Inc.</p>

Candidate No.	Name (Date of birth) Number of the Company's shares owned	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
3	Masaya Hayashi (October 25, 1977)  809,330 shares	<p>Apr. 2000      Joined SOFTCREATE CORP. (currently the Company)</p> <p>Sept. 2004    President and Representative Director of T O System Co., Ltd. (current position)</p> <p>June 2005     Director of the Company</p> <p>May 2006      Director and General Manager of the Product Business Division</p> <p>Oct. 2006     Director and General Manager of the EC Business Division</p> <p>Apr. 2007     Senior Managing Director and General Manager of the EC Business Division</p> <p>July 2007     Director, Senior Managing Officer, and General Manager of the EC Business Division</p> <p>May 2008     Director, Managing Executive Officer, General Manager of the EC Business Division, and General Manager of the EC Strategy Office</p> <p>Apr. 2009     Director, Managing Executive Officer, and General Manager of the EC Business Division</p> <p>Mar. 2011     Director, Senior Managing Officer, and General Manager of the EC Business Division</p> <p>May 2011     Director, Senior Managing Officer, General Manager of the EC Business Division, and General Manager of the EC Service Promotion Office</p> <p>Apr. 2012     Director, Vice President, Executive Officer, and Representative of EC Company</p> <p>Oct. 2012     Director, Vice President, and Executive Officer President, Representative Director, and Executive Officer of ECBEING CORP. (current position)</p> <p>May 2013     Director of the Company</p> <p>June 2017     Executive Vice President (current position)</p> <p>Apr. 2018     Chairman and Director of AtoJ, Inc.</p> <p>June 2018     Director of ZEN-NOH EC SOLUTIONS CORP. (current position)</p> <p>Apr. 2019     Representative Director of visumo Inc.</p> <p>May 2019     Chairman and Representative Director of AtoJ, Inc. (current position)</p> <p>Mar. 2020     Representative Director of Japan Omni Channel Association (current position)</p> <p>Oct. 2022     Director of ReviCo Inc. (current position)</p> <p>Apr. 2023     Director of visumo Inc. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>President, Representative Director, and Executive Officer of ECBEING CORP.</p> <p>Chairman and Representative Director of AtoJ, Inc.</p> <p>Director of visumo Inc.</p> <p>Director of ZEN-NOH EC SOLUTIONS CORP.</p> <p>Director of ReviCo Inc.</p> <p>Representative Director of Japan Omni Channel Association</p> <p>President and Representative Director of T O System Co., Ltd.</p>

Candidate No.	Name (Date of birth) Number of the Company's shares owned	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
4	Masahiro Nakagiri (May 1, 1963)  90,000 shares	<p>Apr. 1992      Joined SOFTCREATE CORP. (currently the Company)</p> <p>June 2004      Director of the Company</p> <p>May 2006      Director and General Manager of the Second Sales Business Division</p> <p>Oct. 2006      Director and General Manager of the Sales Division</p> <p>Apr. 2007      Managing Director and General Manager of the Sales Division</p> <p>July 2007      Director, Managing Executive Officer, and General Manager of the Sales Division</p> <p>May 2008      Director, Senior Managing Officer, and General Manager of the Sales Division</p> <p>Apr. 2012      Director, Senior Managing Officer, General Manager of the Sales Division of the SI Company, and General Manager of the First Sales Department of the Sales Division</p> <p>Oct. 2012      Director and Senior Managing Officer Director, Senior Managing Officer, and General Manager of the Sales Division of SOFTCREATE CORP.</p> <p>Apr. 2014      Director, Vice President, Executive Officer, and General Manager of the Sales Division</p> <p>June 2015      Director of the Company</p> <p>Oct. 2016      Director and Senior Managing Officer in charge of business management</p> <p>Mar. 2017      Director of AcroHoldings Co., Ltd. (current position)</p> <p>Apr. 2018      Director, Senior Executive Officer, General Manager of the Business Management Division, and General Manager of the Accounting Department of the Company</p> <p>Dec. 2018      Corporate Auditor of AtoJ, Inc.</p> <p>May 2019      Director of SOFTCREATE CORP. (current position) Director of AtoJ, Inc. (current position)</p> <p>June 2019      Director of ECBEING CORP. (current position)</p> <p>June 2021      Director, Senior Executive Officer, General Manager of the Management Strategy Division of the Company</p> <p>Oct. 2022      Director, Senior Executive Officer, General Manager of the Business Management Division (current position) Director of ReviCo Inc.</p> <p>June 2024      Corporate Auditor of ReviCo Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) Director of SOFTCREATE CORP. Director of ECBEING CORP. Director of AtoJ, Inc. Director of AcroHoldings Co., Ltd. Corporate Auditor of ReviCo Inc.</p>

Candidate No.	Name (Date of birth) Number of the Company's shares owned	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
5	Jun Sato (March 11, 1974)  2,000 shares	<p>Feb. 1998      Joined SOFTCREATE CORP. (currently the Company)</p> <p>Jan. 2007      General Manager of the Business Management Department of the Company</p> <p>Jan. 2009      Executive Officer, General Manager of the Business Management Department, and in charge of information disclosure</p> <p>Oct. 2012      Corporate Auditor of SOFTCREATE CORP.</p> <p>Apr. 2014      Senior Executive Officer, General Manager of the Business Management Department, and in charge of information disclosure of the Company</p> <p>June 2015      Director, CFO, and General Manager of the Administration Department of ATLED CORP.</p> <p>Apr. 2017      Senior Managing Director, CFO, and General Manager of the Administration Division</p> <p>Apr. 2019      Senior Managing Director, CFO, and General Manager of the Administration Department</p> <p>Apr. 2019      Corporate Auditor of visumo Inc.</p> <p>June 2019      Corporate Auditor of SOFTCREATE CORP. (current position)</p> <p>June 2019      Corporate Auditor of ECBEING CORP.</p> <p>Dec. 2020      Director of EXGEN NETWORKS Co., Ltd. (current position)</p> <p>June 2021      Director, Managing Executive Officer, General Manager of the Business Management Division, and General Manager of the Accounting Department of the Company</p> <p>June 2021      Director of ATLED CORP. (current position)</p> <p>June 2022      Director of ECBEING CORP. (current position) Director of visumo Inc.</p> <p>Oct. 2022      Director, Managing Executive Officer, General Manager of the Accounting and Finance Division, and General Manager of the Accounting Department of the Company (current position) Corporate Auditor of ReviCo Inc.</p> <p>Apr. 2024      Director of SYSTEM WORKS JAPAN Co., Ltd. (current position)</p> <p>Apr. 2025      Director of Quality I Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) Corporate Auditor of SOFTCREATE CORP. Director of ECBEING CORP. Director of ATLED CORP. Director of EXGEN NETWORKS Co., Ltd. Director of SYSTEM WORKS JAPAN Co., Ltd. Director of Quality I Inc.</p>

Candidate No.	Name (Date of birth) Number of the Company's shares owned	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
6	Hiroshi Yasuda (July 14, 1953)  2,000 shares	<p>Oct. 1979      Joined Toshiba Corporation Successively served as General Manager of the Semiconductor International Department, General Manager in charge of Corporate Development, General Manager in charge of Partnership Strategy, etc.</p> <p>June 2009      Full-time Corporate Auditor of Toshiba Microelectronics Corporation</p> <p>Apr. 2010      Professor of the School of Business, and Professor of the Department of Business Administration of the Graduate School of Business of Aoyama Gakuin University</p> <p>Apr. 2017      General Manager of the Career Department</p> <p>June 2018      Outside Director of the Company (current position)</p> <p>Apr. 2020      Dean of the School of Business and Dean of the Department of Business Administration of the Graduate School of Business of Aoyama Gakuin University</p> <p>Sept. 2020      Outside Corporate Auditor of Nuvoton Technology Corporation Japan</p> <p>Apr. 2022      Emeritus Professor of Aoyama Gakuin University (current position) Visiting Professor</p> <p>June 2024      Outside Director of ALITECS Corporation (current position)</p> <p>(Significant concurrent positions outside the Company) Emeritus Professor of Aoyama Gakuin University Outside Director of ALITECS Corporation</p>
7	Daiki Tachibana (July 12, 1982)  - shares	<p>Dec. 2008      Registered as attorney (Dai-Ichi Tokyo Bar Association) Joined Nobunori Ishizaki Law Office (currently Ishizaki &amp; Yamanaka)</p> <p>Sept. 2015      Vice Partner</p> <p>Jan. 2020      Partner (current position)</p> <p>June 2022      Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Partner of Ishizaki &amp; Yamanaka</p>

- (Notes)
1. There is no special interest between any of the candidates for Director and the Company.
  2. Hiroshi Yasuda and Daiki Tachibana are candidates for Outside Director.
  3. Reasons for nomination as candidates for Outside Director and their expected roles
    - (1) The Company has nominated Hiroshi Yasuda as a candidate for Outside Director because although he has never in the past been involved in the management of a company except as an outside officer, he is an expert in studies on business administration and was engaged in management strategy as a whole, including the practice of alliances and M&A at the Headquarters, the Semiconductor Business Segment, and overseas subsidiaries of Toshiba Corporation. Since then, he has been doing research as an expert in those areas, taking advantage of his practical experience. The Company expects him to continue supervising and providing advice on the Directors' exercise of duties from an expert's point of view regarding management strategy, etc., based on such specialist knowledge. He is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure will have been seven years.
    - (2) The Company has nominated Daiki Tachibana as a candidate for Outside Director because although he has never in the past been involved in the management of a company except as an outside officer, the Company expects him to provide advice on the management of the Company based on his extensive knowledge and wealth of experience as an attorney and from an independent point of view as an expert of the law. He is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure will have been two years.
  4. Limited liability agreements with Outside Directors

Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Hiroshi Yasuda and Daiki Tachibana to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under

Article 425, paragraph (1) of the Companies Act. If the reelection of Hiroshi Yasuda and Daiki Tachibana is approved, the Company plans to renew the aforementioned agreement with them.

5. The Company has submitted a notification to Tokyo Stock Exchange, Inc. that Hiroshi Yasuda and Daiki Tachibana have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of Hiroshi Yasuda and Daiki Tachibana is approved, the Company plans to submit a notification to Tokyo Stock Exchange, Inc. concerning their designation as independent officers as provided for by the aforementioned exchange.
6. The Company plans to enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover losses of legal compensation for damages and costs of lawsuits incurred by the insured. Each candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

## Proposal No. 2 Election of One Corporate Auditor

The term of office of one Corporate Auditor will expire at the conclusion of this meeting. Therefore, we request that one auditor be appointed.

The consent of the Board of Corporate Auditors has been obtained for the submission of this proposal.

The candidates for Corporate Auditors are as follows:

Name (Date of birth) Number of the Company's shares owned	Career summary and position in the Company (Significant concurrent positions outside the Company)	
Norio Yarita (June 15, 1948)  - shares	Apr. 1967 July 1998 July 2004  July 2007 Aug. 2008 Dec. 2013 June 2016	Joined the Tokyo Regional Taxation Bureau Second Professor at the National Tax College Chief Examiner, Large Enterprise Examination Department, Tokyo Regional Taxation Bureau  District Director of West Kawasaki Taxation Office Certified Public Tax Accountant (current position) Auditor of Social Welfare Corporation Fukudenkai (current position) Outside Corporate Auditor of the Company (current position)

- (Notes)
1. Norio Yarita is a candidate for Outside Corporate Auditor.
  2. There is no special interest between the candidate for Corporate Auditor and the Company.
  3. The reason for nominating Norio Yarita as a candidate for Outside Corporate Auditor is to leverage his extensive experience as a certified public tax accountant and his broad knowledge in our company's audits.
  4. Norio Yarita is currently an Outside Corporate Auditor of the Company. His term as Outside Corporate Auditor will expire at the conclusion of this meeting of shareholders, marking nine years of service.
  5. Limitation of Liability Agreement with Candidates for Corporate Auditors  
Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Norio Yarita to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act. If the reelection of Norio Yarita is approved, the Company plans to renew the aforementioned agreement with him.
  6. The Company plans to enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover losses of legal compensation for damages and costs of lawsuits incurred by the insured. The candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

(Reference) Board Skills Matrix

	Knowledge, experience, and skills especially expected of directors						
	Corporate management and management strategy	IT and digital technologies	Marketing and sales	Finance and accounting	Human resources, labor, and human resource development	Legal and risk management	ESG and sustainability
Masaru Hayashi	•						
Muneharu Hayashi	•	•	•				
Masaya Hayashi	•	•	•				
Masahiro Nakagiri					•	•	
Jun Sato				•			
Hiroshi Yasuda							•
Daiki Tachibana					•	•	

(Note) The chart indicates the knowledge, experience, and skills expected of directors and does not indicate all of the expertise and experience possessed by each member.