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January 22, 2026

To whom it may concern,

Located	1-8-10 Harumi, Chuo-ku, Tokyo
Company name:	Members Co., Ltd.
Representative:	Akihiko Takano, Representative Director and President
Contact:	(TSE Prime Market Code No.2130) Shinya Yonezawa, Executive Officer and General Manager of Business Platform Department TEL. +81-3-5144-0660

### **Notice Regarding Partial Revision of the “Basic Policy on Establishing Internal Control Systems”**

Members Co., Ltd. (the “Company”) hereby announces that it resolved at the Board of Directors meeting held on January 22, 2026, to partially revise our “Basic Policy on Establishing Internal Control Systems” as follows. (Please refer to the appendix for the revised content.)

#### Note

<Main Revisions>

- 1 . Revisions to the “Systems for Ensuring Proper Operations within the Corporate Group Consisting of the Company and Its Subsidiaries” in connection with our transition to consolidated accounting.
- 2 . Partial changes to other terminology and phrasing.

End

## **Basic Policy for Establishing Internal Control Systems**

### **1. Systems for ensuring that the execution of duties by Directors and employees of the Company and its subsidiaries complies with laws, regulations, and the Articles of Incorporation**

The Company establishes a code of conduct to be followed by all Directors and employees of the Company and all Directors, Audit & Supervisory Board Members, and employees of its subsidiaries. The Company ensures thorough awareness of this code so that it may continue to exist and develop as a going concern that emphasizes compliance and adheres to laws, regulations, and internal rules.

The Company has already appointed a Director in charge of compliance and established a Risk and Compliance Committee under their leadership. This committee periodically reports on the presence or absence of legal violations within the Company and its subsidiaries and takes necessary measures, including disciplinary actions.

### **2. Systems for the storage and management of information regarding the execution of duties by Directors of the Company and for reporting to the Company on matters regarding the execution of duties by Directors, etc., of its subsidiaries**

The Company has established Document Management Regulations, and all Directors store and manage information in accordance with these regulations.

The Company constantly pays attention to technological progress, such as the digitization of documents and evolution of storage methods, and it reviews and revises the Document Management Regulations to adapt to the changing times. Directors provide appropriate guidance to all employees regarding the storage of information and establish a system that can respond promptly to requests for inspection by Directors and Audit and Supervisory Committee Members.

Regarding reports to the Company on the execution of duties by Directors, etc., of its subsidiaries, the Company will develop a reporting system based on the roles and functions of each company.

### **3. Regulations and other systems for managing the risk of loss for the Company and its subsidiaries**

The Company and its subsidiaries build, develop, and operate a comprehensive risk management system centered on the Risk and Compliance Committee, based on the Risk Management Regulations. The Company also periodically reviews various types of casualty insurance to cover economic losses resulting from these risks.

### **4. Systems for ensuring that the execution of duties by Directors of the Company and its subsidiaries is carried out efficiently**

To ensure that the Board of Directors can perform its supervisory function while maintaining high independence and expertise, at least half of the total number of Directors shall be Outside Directors. Among the Outside Directors, at least two shall be Independent Outside Directors who meet the criteria set by the Company.

The Company and its subsidiaries hold regular Board of Directors meetings once a month. As a general rule, all Directors of the Company attend, and all Directors and Audit & Supervisory Board Members of its subsidiaries attend these meetings to make important decisions as stipulated in the Board of Directors Regulations and relevant laws and regulations. When Directors of the Company, or Directors and Audit & Supervisory Board Members of its subsidiaries, deem it necessary, they express their opinions. In particular, if a Director expresses a dissenting opinion, it is recorded in the minutes. As a rule, proposals are accompanied by written explanations and distributed to all Directors (all Directors of the Company, and all Directors and Audit & Supervisory Board Members of its subsidiaries) several days prior to the meeting date. To ensure the thorough implementation of Board decisions and to contribute to Board decision-making, Group Management Meetings attended by Executive Officers in charge of group management are held regularly, and all full-time

officers attend these meetings.

## **5. Systems for ensuring the appropriateness of operations in the corporate group consisting of the Company and its subsidiaries**

The Company has established a Basic Policy on Establishing Internal Control Systems at the Board of Directors meeting. This policy outlines systems to ensure that the execution of duties by Directors complies with laws, regulations, and the Articles of Incorporation, as well as other systems to ensure the appropriateness of company operations.

In accordance with this basic policy, the Company ensures the compliance and efficiency of Directors' execution of duties by developing systems for compliance and risk management and by establishing an Audit and Supervisory Committee where the majority are Outside Directors. The Company also appoints an independent internal audit person who evaluates the establishment and operational status of the internal control system and reports the results to the Representative Director and President.

The Company and its subsidiaries designate "Whistleblowing Responders" who receive reports through internal whistleblowing hotlines, conduct investigations, handle reporting duties, and take necessary measures for rectification.

Whistleblowing Responders or those who previously held such positions must not, without justifiable reason, disclose any information obtained in the course of their duties that could identify the whistleblower. This is stipulated in internal rules and strictly enforced. The confidentiality obligation regarding matters learned during their tenure applies indefinitely.

The Company and its subsidiaries establish both internal and external whistleblowing hotlines, allowing for both real-name and anonymous reporting. To ensure that employees of the Company and its subsidiaries can report without fear of disadvantage, the Company strictly enforces internal rules that stipulate the confidentiality of informants and the prohibition of disadvantageous treatment based on whistleblowing.

The Board of Directors periodically requests reports on the operational status of the whistleblowing system and provides oversight.

The Company has established an Internal Audit Department under the direct control of the Representative Director. This department audits business execution from the perspectives of productivity improvement, ensuring appropriateness, and compliance in the business activities of the Company and its subsidiaries. In coordination with the internal control department, it provides guidance for improving internal controls and supports their implementation.

The Company's Audit and Supervisory Committee ensures communication and information exchange with Directors through Full-time Audit and Supervisory Committee Members who concurrently serve as Audit & Supervisory Board Members of its subsidiaries, and receives business reports from subsidiaries as necessary.

## **6. Systems for reporting to the Company on matters regarding the execution of duties by Directors, etc., of its subsidiaries**

Based on the Subsidiary Management Regulations, the Company dispatches officers and employees to subsidiaries, and Full-time Audit and Supervisory Committee Members concurrently serve as Audit & Supervisory Board Members of each subsidiary. The officers and employees dispatched by the Company report to it on matters regarding the execution of duties by the Directors, etc., of the subsidiaries.

The Company's Internal Audit Department conducts internal audits of subsidiaries.

## **7. Matters regarding employees who are requested by the Audit and Supervisory Committee to assist with its duties**

If an Audit and Supervisory Committee Member requests an employee to assist in their duties, employees of the Company's Administrative Department will respond after obtaining the consent of the Audit and Supervisory Committee Member.

**8. Matters regarding the independence of the employees mentioned in the preceding item from Directors and matters regarding ensuring the effectiveness of instructions given by the Audit and Supervisory Committee to such employees**

The appointment and transfer of dedicated employees who assist the Audit and Supervisory Committee in its duties shall require the consent of the Full-time Audit and Supervisory Committee Members. Although such employees follow the Company's work rules, the authority to command such employees belongs to each Audit and Supervisory Committee Member. In personnel evaluations, the opinions of Full-time Audit and Supervisory Committee Members shall be sought.

**9. Systems for Directors and employees of the Company, or persons who receive reports from them, to report to the Audit and Supervisory Committee, and systems to ensure that persons who make such reports are not treated disadvantageously because of their report**

As a general rule, Audit and Supervisory Committee Members attend all Board of Directors meetings. At regular and extraordinary Board meetings, the Representative Director reports on the status of business execution. For matters that significantly damage the Company's credit or have a serious adverse effect on its business performance, the Representative Director clarifies the full extent of the matter and hears the opinions of the Audit and Supervisory Committee Members.

The Company distributes proposal materials to Audit and Supervisory Committee Members in advance of Board meetings and develops an environment that encourages them to state their opinions.

The Company also promptly provides information requested from the Board Secretariat that is necessary for the execution of duties by Audit and Supervisory Committee Members.

Full-time Audit and Supervisory Committee Members attend Risk and Compliance Committee meetings as observers to identify and address risks and issues within the Company's group.

Furthermore, the Company has established internal and external whistleblowing hotlines, and has a system in place where Full-time Audit and Supervisory Committee Members can grasp the content of reported cases and the status of responses. The Company allows both real-name and anonymous reporting and strictly enforces internal rules prohibiting disadvantageous treatment to ensure informants are protected.

**10. Systems for Directors, Audit & Supervisory Board Members, and employees of its subsidiaries, or persons who receive reports from them, to report to the Company's Audit and Supervisory Committee**

Regarding important matters such as those that significantly damage the Company's credit or have a serious adverse effect on business performance occurring at its subsidiaries, the Company establishes a system where Full-time Audit and Supervisory Committee Members concurrently serve as Audit & Supervisory Board Members of said subsidiaries and can report directly to the Audit and Supervisory Committee.

The aforementioned whistleblowing hotlines are also available to employees of the Company's subsidiaries.

**11. Matters regarding policies for the treatment of expenses or liabilities arising from the execution of duties by the Company's Audit and Supervisory Committee Members**

The Company bears the expenses incurred for the execution of duties by Audit and Supervisory Committee Members of its group.

**12. Other systems for ensuring that audits by the Audit and Supervisory Committee are conducted effectively**

The majority of Audit and Supervisory Committee Members shall be Outside Directors. To ensure the effectiveness of the Audit and Supervisory Committee's activities, at least one Full-time Audit and Supervisory Committee Member shall be appointed by mutual election of the committee members.

Full-time Audit and Supervisory Committee Members attend important meetings such as Group Management Meetings to grasp and monitor the status of business execution in a timely and accurate manner. They also share important matters with other Audit and Supervisory Committee Members to enhance the

effectiveness of audits.

### **13. Systems for ensuring the appropriateness of financial reporting**

To ensure the reliability of the Company's group's financial reporting, the Company has established the "Basic Policy for the Development, Operation, and Evaluation of Internal Control over Financial Reporting." The Company has developed a system to ensure the appropriateness of financial reporting as required by the Financial Instruments and Exchange Act and other relevant laws and regulations.

### **14. Systems for the elimination of anti-social forces**

The Company's group explicitly states in the "Regulations for Responding to Anti-social Forces" that it will sever all relationships with anti-social forces. The Company has developed a system to prevent damage from anti-social forces and contribute to maintaining and improving its social credibility.

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