July 29, 2026

To whom it may concern:

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Notice Regarding Introduction of Performance Share Unit (PSU) Plan

Mercari, Inc. (the "Company") announces that, at the meeting of the Compensation Committee held on July 29, 2026, the Committee resolved to introduce a stock-based compensation plan using Performance Share Units (the "PSU" or "PSUs") and to grant PSUs to its Executive Officers, with July 29, 2026 as the grant date (the "Grant Date"), as set forth below.

1. Purpose of the PSU Plan

The Company has established the following basic policy on officer compensation for the purpose of achieving its mission:

- Must create strong motivation for management to maintain a spirit of taking on challenges and encourage bold challenges
- Must encourage all those in management to commit to achieving the mission and enhancing our corporate value, and to share the same perspective and values as our stakeholders
- Must attract highly skilled professionals who take ownership and responsibility for the management of the Group

Based on the above basic policy, and with the aim of maximizing the performance and motivation of Executive Officers whilst encouraging appropriate risk-taking, the Company has Restricted Stock Units (the "RSUs") and phantom stock as mid- to long-term incentives in place for Executive Officers. These incentive plans aim to link shareholder value with compensation to enhance corporate value over the mid- to long-term.

With a view to further enhance corporate value through the realization of step-change growth over the mid- to long-term, the Company will newly introduce PSUs as a stock-based compensation plan for Executive Officers. Under the PSU plan, shares are delivered on the condition that challenging performance targets are achieved. By setting the bold target of "achieving a market capitalization of JPY 2 trillion or more," the Company aims to encourage management to take bold challenges and pursue decisive risk-taking toward realizing step-change growth.

Under the new PSU plan, shares vest conditional on the Company's market capitalization being equal to or greater than JPY 2 trillion for 60 consecutive business days within the period from the date of PSUs being granted to the day immediately preceding the date five years after the grant date. Unless this stringent performance condition is satisfied, no shares will be delivered.

In light of the fact that the Representative Executive Officer and CEO is expected to lead the achievement of the above target through the growth of the Mercari Group, the Company will grant PSUs only, in place of the existing RSUs and phantom stock, to the Representative Executive Officer and CEO as mid- to long-term incentive compensation. In addition, to encourage the three remaining Executive Officers to work together with the Representative Executive Officer and CEO as a unified management team toward achieving this bold performance target, the Company will grant PSUs to the relevant Executive Officers in addition to the existing annual RSU and phantom stock grants. The PSU granted to the Representative Executive Officer and CEO and to the other Executive Officers are granted as a one-time, extraordinary grant aimed at achieving the above target through the realization of step-change growth, and is not granted annually.

If the PSUs vest in full, the number of shares of the Company's common stock to be allotted is expected to be 898,970 shares, representing approximately 0.544% of the total number of issued shares of the Company's common stock as of July 29, 2026. Of this, the number of shares of common stock to be allotted based on the PSUs granted to the Representative Executive Officer and CEO corresponds to approximately 0.5% of the total number of issued shares of the Company's common stock as of July 29, 2026. In addition, assuming an issue price of JPY 4,542, the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the grant date, the estimated aggregate issue price of the shares to be issued as PSU is approximately JPY 4.1 billion. If the performance condition described above — a market capitalization of JPY 2 trillion — is achieved, the estimated aggregate value of the stock compensation to be realized from the PSU award is approximately JPY 10.9 billion, of which the value of the stock compensation to be delivered to the Representative Executive Officer and CEO is expected to correspond to approximately JPY 10.0 billion.

Deliberations by the Compensation Committee regarding the grant of PSUs to the Representative Executive Officer and CEO were conducted solely by the Chair of the Compensation Committee and the members of the Compensation Committee who are Independent Outside Directors. The Representative Executive Officer and CEO, who also serves as a member of the Compensation Committee, did not participate in the deliberations or resolution concerning the determination of his own compensation.

2. Overview of the PSU Plan

Under the PSU plan, the Company grants Executive Officers (the "PSU Grantees") units that correspond to a number of shares of the Company's common stock predetermined for each PSU Grantee. Shares of the Company's common stock are delivered in respect of PSUs that have vested upon satisfaction of the performance condition and the vesting period condition.

PSUs vest in full, and shares are allotted on the 15th day of the month following the month in which the performance condition and the vesting period condition set forth in the Company's internal rules, which serve as the vesting conditions, are satisfied.

(i) Performance Condition

The performance condition is that, the Company's market capitalization (meaning the amount obtained by multiplying the closing price of the Company's shares on the Tokyo Stock Exchange on each such business day by the total number of issued shares (including treasury shares) as of each such business day) must be equal to or greater than JPY 2 trillion for 60 consecutive business days within the period from the grant date of the PSUs (the "Grant Date") until the day immediately preceding the date five years after the Grant Date.

(ii) Vesting Period Condition

The vesting period condition states that awards can only vest on or after the filing date of the Company's Annual Securities Report for the fiscal year in which the Grant Date falls (or, if the Grant Date falls within six months from the beginning of such fiscal year, the Company's Semi-Annual Securities Report for such fiscal year).

(iii) Forfeiture

In the event that certain events set forth in the Company's internal rules (including the loss of a specific position as determined by the Company) become applicable to a PSU Grantee on or after the Grant Date and before the PSUs vest, the PSU Grantee shall, in principle, forfeit all or part of the right to receive an allotment of the Company's common stock under the PSU plan; provided, however, that such right may not be forfeited in certain cases set forth in the Company's internal rules.

(iv) Clawback

In cases of serious misconduct or illegal conduct, or if any other event set forth in the Company's internal rules occurs, such Executive Officer shall, regardless of whether before or after resignation, return to the Company all or part of the shares delivered, or an amount of money equivalent thereto, under the PSU plan, based on a determination by the Compensation Committee.

(v) Treatment in the Event of Restructuring Transactions or Other Events

If a merger agreement in which the Company is the non-surviving entity, a share exchange agreement or share transfer plan through which the Company becomes a wholly-owned subsidiary, or any other matter relating to a restructuring transaction or similar event is approved at a general meeting of shareholders of the Company (or, in cases where approval at a general meeting of shareholders of the Company is not required in connection with such restructuring transaction or similar event, by the Board of Directors of the Company), the Company may, at a time reasonably determined by it, allot a reasonably adjusted number of shares of the Company's common stock, or, in lieu of such shares of common stock, deliver an amount of money reasonably calculated or a reasonably determined number of shares or other securities of another company to the PSU Grantees.

(vi) Shareholding Requirements

After the delivery of shares, the PSU Grantee will be required to hold such shares for a period of one year from the date of delivery (excluding, however, any portion sold that the Company deems necessary and reasonable to secure funds for tax payments or other purposes related to such shares).