mercari

## Mercari Group Code of Conduct

#### CEO message

#### Introduction

P5 - P8

#### Mercari's Group Mission

#### Foundations

P12 - P13

#### Upholding the Code of Conduct

P14 - P16

P17 - P20

#### Chapter 1 Earning Trust from Society

- 1. Building Trust with Our Users and Society
- 2. Compliance with Laws, Social Norms, and Ethical Conduct

- 3. Responsible Actions for a Sustainable Society
- 4. Respect for Human Rights

#### Chapter 2 Fair Markets and Society

- 5. Fair Competition and Building Trust-Based Partnerships
- 6. Prevention of Corruption and Bribery
- 7. Stance Against Organized Crime Groups and Financial Crimes
- 8. Protection and Use of Intellectual Property (IP)
- 9. Responsible Conduct in Global Society

P21 - P24

#### Chapter 3 Proper Management of Assets and Information

- 10. Information Security and Personal Information Protection
- 11. Maintaining Professional Boundaries and Preventing Conflicts of Interest 14. Transparent Information Disclosure
- 12. Prohibition of Insider Trading

- 13. Proper and Accurate Accounting and Financial Records
- 15. Responsible Communication

#### Chapter 4 A Workplace Where We Grow Together

16. Creating a Safe and Healthy Work Environment

17. Inclusion and Diversity



#### CEO message

Under our group mission to "Circulate all forms of value to unleash the potential in all people," we continue to take on bold challenges.

Our business creates a positive impact on society and the planet by circulating all forms of value—not limited to physical goods or money. We are working together to realize a circular economy through such business endeavors.

The foundation for continuing these challenges is the trust of our stakeholders. This trust can only be built through the accumulation of sincere judgments and responsible actions by each and every one of us.

This Mercari Group Code of Conduct is our guide for making decisions with confidence and moving forward in our daily work, even in a rapidly changing society. In addition to complying with laws and rules, please use this Code of Conduct as a basis for considering how you should act, especially when facing difficult issues with no clear answers. The accumulation of individual actions will lead to building trust with a wide range of stakeholders. With trust as our foundation, let us achieve growth in a way that is unique to Mercari Group as we work towards fulfilling our group mission.

Shintaro Yamada, Representative Director and Chief Executive Officer





#### What Is the Code of Conduct?

At Mercari Group, we are expected to act with a strong sense of ethics and responsibility in our day-to-day decisions and actions. In a rapidly changing world where there is often no single "right" answer, this Code of Conduct helps guide what we value and how we choose to act. It is the compass that enables us to take bold steps with confidence, grounded in a culture where we can challenge ourselves and move forward without fear.

To fulfill our mission, we must earn and maintain the trust of all our stakeholders—not only our users, but also our shareholders, partners, colleagues, and the communities we serve. This trust is the foundation of all our actions and decisions. We must never forget that our individual choices and actions affect others. Once trust is lost, it takes time and effort to rebuild—this is why every action carries responsibility.

Upholding this Code of Conduct begins with individual autonomy and ownership. If you ever feel uncertain or concerned, don't hesitate to consult with a colleague, manager, or the

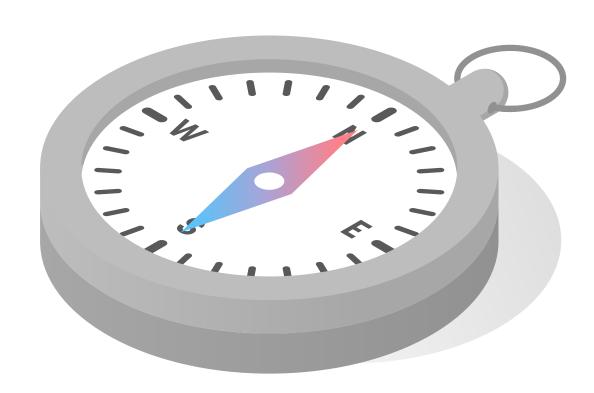
appropriate team. Seeking guidance is a sign of integrity and a crucial first step toward making the right decision.

This Code of Conduct does not cover every possible scenario. That is precisely why it's so important to continually reflect on whether our own actions—and those of people around us—are grounded in integrity. Taking a moment to pause, ask ourselves, and

engage in dialogue with others: these habits form the foundation of a culture rooted in trust and ethics.

#### When in doubt, ask yourself:

- Is this action one that our users and stakeholders would trust?
- Does it align with Mercari's goals and the values that Mercari Group upholds?
- Could it harm the trust or reputation of my team or the company?
- Would it be better to consult someone before acting?





## How the Code of Conduct Relates to Our Values and Foundations

This Code of Conduct translates Mercari's four values—**Go Bold, All for One, Be a Pro, and Move Fast**—into concrete actions we can take every day. Of these, the mindset of acting with integrity and accountability—central to **Be a Pro**—forms the foundation of this entire Code.

Supporting these values are the four foundations that underlie our culture:

Sustainability, Inclusion & Diversity, Trust & Openness, and Customer Perspective.

These are the key approaches and mindsets that underpin our Code of Conduct and our values.

- Sustainability: Making daily choices with the future of the planet and society in mind
- Inclusion & Diversity: Respecting diverse backgrounds and identities, thoughts, and perspectives, and creating an environment where everyone feels safe and empowered to contribute
- Trust & Openness: Sharing information transparently and building trust through dialogue, both inside and outside the company
- Customer Perspective: Always viewing things through the eyes of the user, acting with sincerity, and delivering real value

Taking ownership of these values in our everyday choices and behaviors is how we work toward Mercari's mission: "Circulate all forms of value to unleash the potential in all people."

#### Code of Conduct vs. Culture Doc

The Code of Conduct and the Culture Doc are both essential guidelines that support the culture of Mercari Group. While they are closely connected, they serve different purposes:

Code of Conduct:

A guiding document for acting with integrity and ethics in compliance with laws, regulations, and both internal and external rules

To build and maintain relationships of credibility and trust with our stakeholders, this Code concretely outlines how we make decisions and act with sincerity, integrity, and accountability in our daily work. It serves as a shared compass to turn to when we face uncertainty or dilemmas, and we expect all officers and employees of Mercori Group to put it into practice in their day-to-day work.

Culture Doc : A guide to the values we cherish and the culture we aim to create as an organization

It defines the kind of organization Mercari Group aspires to be and the values we cherish. It serves as the basis for our decision-making and organizational development, and is referenced in hiring, talent development, and evaluation processes.

Our individual actions shape the future of Mercari Group. Let this Code of Conduct be your guide as we work together to build a company that earns and deserves trust.



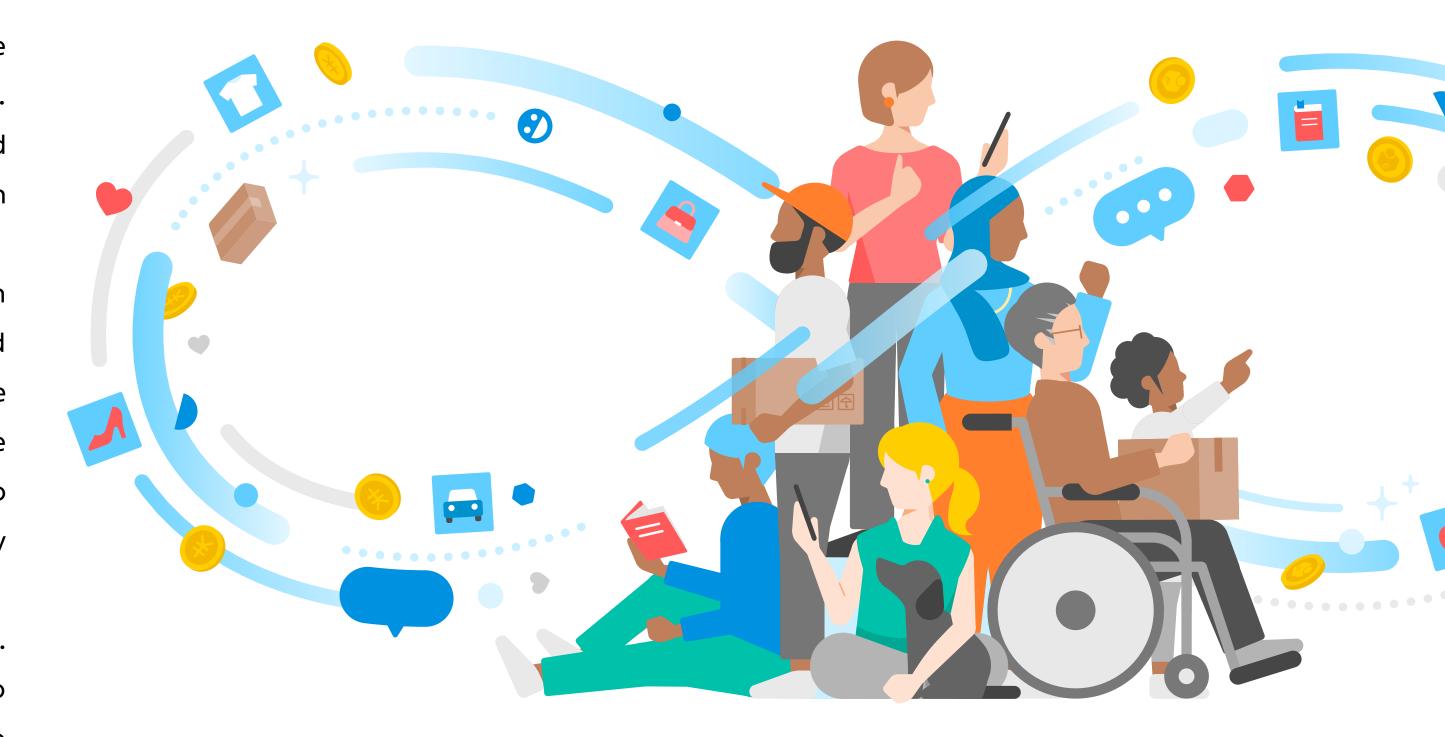
## Circulate all forms of value to unleash the potential in all people

"What can I do to help society thrive with the finite resources we have?" The Mercari marketplace app was born in 2013 out of this thought by our founder Shintaro Yamada as he traveled the world.

Mercari strives continuously to circulate value on our marketplace where items that our users no longer need are passed on to others who need them. We believe that growing this business into a service used around the world will lead to a circular economy, where all of us use our limited resources with more care.

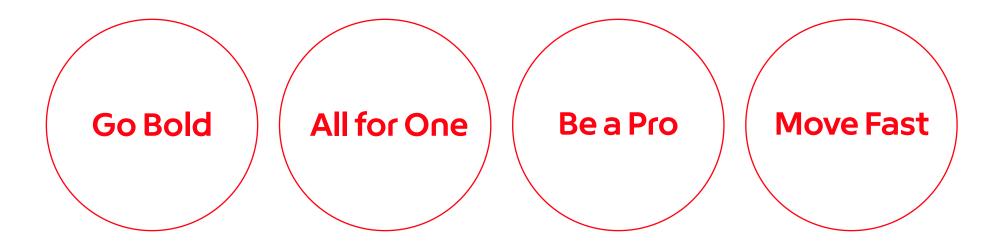
However, our aim is not limited to the circulation of material resources. In recent years we have begun to see signs of new potential being generated from anyone, anywhere. This has allowed the buying and selling of intangible assets like time, skills, and digital contents. By creating an ecosystem where various forms of value circulate as tangible and intangible items, we want to create a world where anyone can realize their dreams, contribute to society and their communities, and thrive.

At Mercari, we believe that the value of many things are yet to be discovered. We also believe that people need the right tools and resources in order to reach their full potential. Using the power of technology, Mercari aims to connect people around the world and unleash the potential in all people.



#### Our Values

Mercari Group has four values that guide our actions toward achieving our mission. All decisions made at Mercari are based on these four values—from decisions about hiring criteria to employee evaluation, daily work, and management decisions. By having shared values between individuals and the organization, we can act fast and make quick decisions.





#### Go Bold

In order to achieve great success, we need to think outside the box and keep trying new things again and again. If we just do the same things as others, we can never innovate. We continue to take on bold challenges without fearing failure or change to bring Mercari to new heights.

We commend failure as a step toward success.

We value each member's ability to envision their role in achieving our mission and to demonstrate that vision to those around them.

We deep dive into where we have failed, document lessons learned, and share our findings, regardless of the result. In doing so, the whole organization can learn from what we have attempted in the past and use it to fuel new innovation.

#### All for One

We prioritize working toward our shared goal of achieving the mission as a group. This allows us to realize greater success than we can as individuals, even if it means going outside of our scope of expertise.

Each of us demonstrates a diverse set of strengths, trust, and respect for each other, and in doing so we are able to achieve extraordinary results together that would not be possible alone.

In discussions, we share constructive opinions as professionals.

We respect decisions made and all commit to their success (disagree & commit).



#### Be a Pro

We not only demonstrate strong expertise and abilities as professionals in our field, but also hold ourselves to strong ethics and maintain responsible behavior.

We take ownership of our health (both mental and physical) in order to boost our potential and maximize our output and value-embodying behavior.

We are always curious and ambitious; we continue to grow by learning and stretching ourselves in our work, overcoming difficulties along the way.

We do not fixate on continuing to use the same methods and instead use our expertise to contribute toward moving things forward faster.

We are users of Mercari Group's services, but also use other companies' services, and leverage that experience to continuously contribute to improving our own services. We remain committed to taking action as Mercari employees rather than simply giving criticism.

#### **Move Fast**

We prioritize speed. While respecting diverse opinions for high-quality decision-making, we don't get bogged down in endless consensus-building and make decisions swiftly.

Aligned with our mission, we take ownership of our work and act first. We learn from that action and are committed to moving things forward quickly.

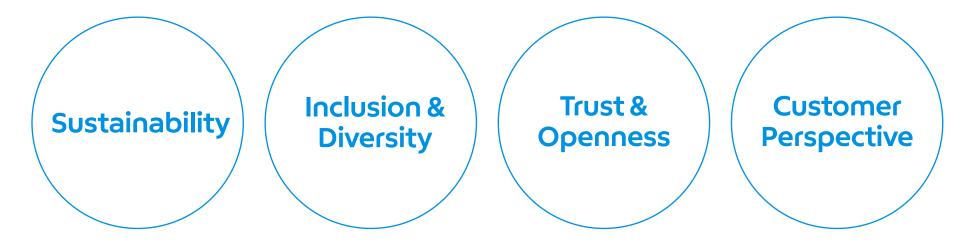


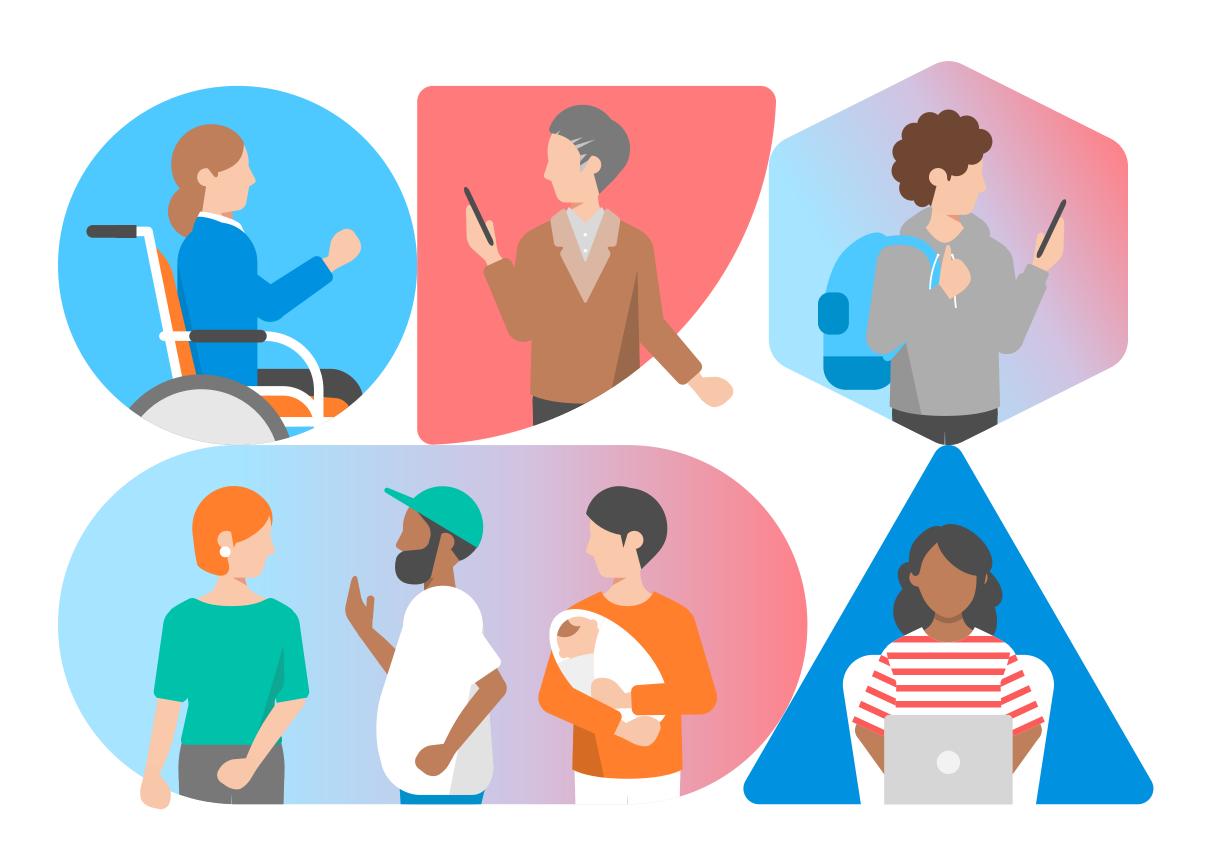
#### Foundations

#### Our Foundations

Mercari has four values that serve as guidelines for action toward achieving our mission. In order for members to demonstrate these values to the fullest, our organization needs a shared foundation. Foundations come from not just one specific individual consciously demonstrating the values, but from the organization as a whole embodying them and creating an atmosphere where the values are respected and observed. We believe a shared understanding among the organization allows for smoother communication and decision-making among its members.

We believe that internalizing key approaches and mindsets—Sustainability, Inclusion & Diversity, Trust & Openness, and Customer perspective—will give rise to a shared company culture among individual members, make Mercari a stronger organization, and accelerate its business growth.





## Sustainability

Mercari is a marketplace where items that someone no longer needs are passed on to someone else who needs them. The more people use Mercari, the more of a positive impact we have on the environment. From the experience of reusing items and increasing interest in sustainability, people will gradually take on a more sustainable approach to buying, using, and disposing of items, ultimately leading to a new form of production/sales and changes all along the value chain. As the concept of "planetary boundaries," referring to the limits of our earth's resources, is becoming more widespread, we hope to continue generating a positive impact on the environment through our business. We use the phrase "planet positive" to express this desire to help solve environmental issues as we work to create a world where anyone can demonstrate their potential.

## Inclusion & Diversity

There is more diversity in the world than any of us can imagine.

Gender identity, gender expression, sexual orientation, religion or creed, neurological characteristics, physical ability, ethnicity, nationality, race, and age are just a few of a countless number of diverse backgrounds people can have.

Mercari respects everyone regardless of their background or attributes.

Furthermore, we intend to realize a world where no one's possibilities are limited by their background, and everyone is able to have transactions with everyone else, having the means to create value freely.

To that end, Mercari Group strives to develop inclusive products and services. In order to develop products and services that are easy to use for as many people as possible, the people building them must be diverse, and the company must have a culture of inclusion.

That is why we focus on inclusion and diversity inside the company as well. We understand differences both visible and invisible to the eye and promote inclusion and diversity that is true to Mercori.



### Trust & Openness

Mutual trust is very important to Mercari.

Based on the premise of trust, information is kept transparent, and the organization is built flat.

Even as the organization continues to expand, and we continue to introduce scalable mechanisms to promote diversity, we work to keep internal rules to a minimum.

Furthermore, we respect diverse opinions because we believe that allowing members to take the initiative in deciding their approach and actions helps create personal growth, a stronger organization, and greater agreement with decisions made.

While respecting diverse opinions, we don't get bogged down in endless consensus-building; we make decisions swiftly, and invest our best efforts toward ensuring the success of the decisions made.

The Mercari service itself is supported by our users, business partners, merchants, and many other stakeholders; mutual trust forms the foundation on which our service stands.

Mercari values trust and openness in growing both our organization and our business.

## Customer Perspective

As service providers, we actively use Mercari Group's services and put ourselves in the shoes of our users, imagining how they may feel every step of the way.

We build trust with our users and other stakeholders from both a short-term and a long-term perspective.

As written in our central idea, we pursue four elements in all aspects of the user experience: "safe and reliable," "easy for all," "more fun each time," and "do good, feel good." Through this, we support our users to live their lives more freely and creatively.



## Responsibility of All Officers and Employees

This Code of Conduct applies to all officers and employees of Mercari Group. This includes temporary staff and individuals employed or contracted by Mercari Group for work purposes (hereinafter collectively referred to as "Officers and Employees" or "we"). We are expected to understand and practice this Code of Conduct in our daily work. Each of our actions serves as the foundation of a culture built on trust and boldness.

What Is Expected of All Officers and Employees

- Understand and faithfully follow the Code of Conduct, applicable laws and regulations, and internal company policies
- Seek guidance from the appropriate person (such as a manager or relevant team) when unsure about how to proceed
- Speak up without hesitation when witnessing behavior that may be unethical or inappropriate

What Is Expected of Managers and Leaders

- Serve as a role model in making ethical decisions and taking responsible actions
- Foster understanding and awareness of the Code of Conduct within your team
- Listen to team members and respond sincerely
- Create a psychologically safe environment where everyone feels comfortable speaking up

If you violate this Code of Conduct, or knowingly tolerate a violation, you may be subject to disciplinary action or other measures in accordance with internal rules, employment regulations, and laws.

We expect all those who support our business—including contractors, service providers, and business partners—to meet the same standards as set forth in the Mercari Group Code of Conduct.



#### Reporting and Consulting on Concerns

To protect a safe, secure, and respectful workplace for everyone, we must promptly report or consult with our supervisors or designated contact points about any suspicions or concerns regarding problems such as legal violations, misconduct, or harassment—even if we are not certain. Furthermore, if requested to cooperate with an investigation concerning a problem, we will do so sincerely and proactively.

The company provides multiple channels for reporting and consultation, including designated teams within each company and external legal partners. We are committed to protecting those who speak up from retaliation or disadvantage as a result of speaking up.

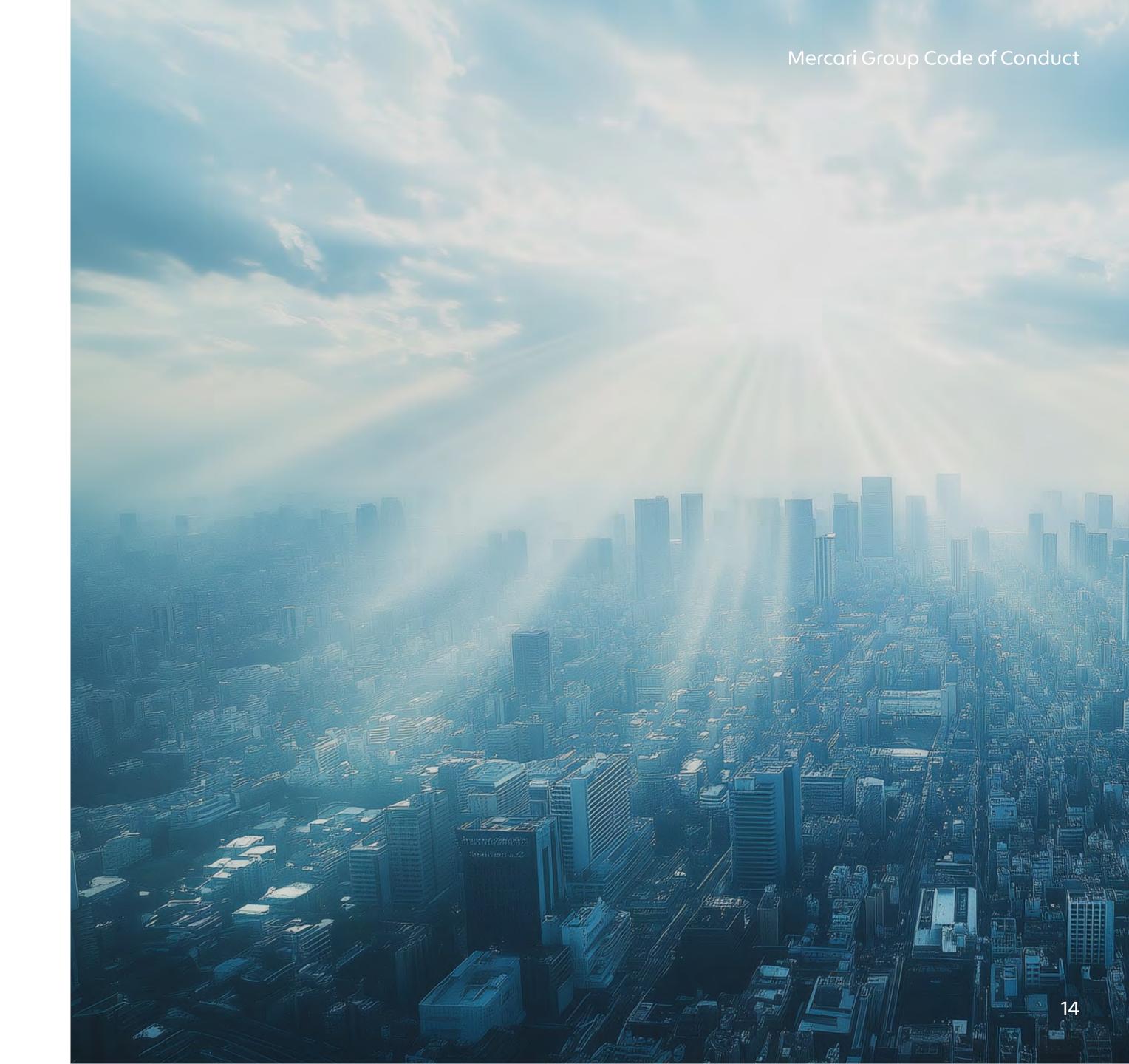
It is our responsibility to have the courage to speak up when we notice a problem. Such sincere actions have the power to protect our users, our partners, and ourselves. Together, we will create an open culture where everyone feels safe to speak up.



#### Chapter 1

# Earning Trust from Society

- 1. Building Trust with Our Users and Society
- 2. Compliance with Laws, Social Norms, and Ethical Conduct
- 3. Responsible Actions for a Sustainable Society
- 4. Respect for Human Rights



#### Chapter 1: Earning Trust from Society

## 1. Building Trust with Our Users and Society

We strive to achieve our mission by earning the trust of each and every user and building lasting trust with society at large.

Fulfilling our mission—"Circulate all forms of value to unleash the potential in all people"—requires trust not only from our users, but also from shareholders, business partners, our colleagues, and local communities. We are committed to acting with integrity, building a secure and reliable platform, and earning society's trust through fair and responsible business practices.

#### 2. Compliance with Laws, Social Norms, and Ethical Conduct

As professionals, we each have a responsibility to understand and comply with laws, social norms, and internal rules, and to earn society's trust through our actions.

We are expected to understand the laws and regulations that apply to our actions and our company's activities, remain mindful of them in our daily work, and comply with them.

Beyond simply following the rules, we must act with a strong sense of ethics and strive to meet society's expectations through sincere and thoughtful judgment.

In today's rapidly changing world, laws, rules, and social standards are constantly evolving. As professionals, we must maintain a mindset of continuous learning and growth.



#### Chapter 1: Earning Trust from Society

## 3. Responsible Actions for a Sustainable Society

We contribute to the realization of a sustainable circular economy through our business.

By pursuing a planet-positive\* approach, we aim to create a world where our finite planetary resources are preserved and shared across generations, and where everyone has the opportunity to realize their potential. We recognize the inherent value of our business and take pride in our work. At the same time, we take responsibility for the environmental impact of our business activities, and each of us strives to reduce our environmental footprint for the future of the planet.

\*Planet-positive ...

This term reflects our commitment to addressing environmental issues by generating a positive impact on the planet through our business activities, especially in the context of growing awareness around "planetary boundaries," or the limits of Earth's resources.

Details: Sustainability at Mercari

Mercari's Positive Impact (Avoided Greenhouse Gas Emissions)

#### 4. Respect for Human Rights

We respect the internationally recognized human rights of all people in every aspect of our business.

We value the diverse backgrounds, cultures, and perspectives of our users, partners, communities, and Officers and Employees, and we strive to create a society where everyone is treated with dignity and can be their authentic selves. We do not tolerate discrimination or harassment based on gender identity, gender expression, sexual orientation, religion, beliefs, neurodiversity (including differences in brain functions and neurological traits), disabilities, ethnicity, nationality, race, age, or any other personal attributes. Together with all stakeholders, we work to build a safe and inclusive environment.

Details: <u>Basic Human Rights Policy | Mercari, Inc.</u>

## Fair Markets and Society

- 5. Fair Competition and Building Trust-Based Partnerships
- 6. Prevention of Corruption and Bribery
- 7. Stance Against Organized Crime Groups and Financial Crimes
- 8. Protection and Use of Intellectual Property (IP)
- 9. Responsible Conduct in Global Society



#### Chapter 2: Fair Markets and Society

## 5. Fair Competition and Building Trust-Based Partnerships

We strive to provide trustworthy services that everyone can use through fair competition, consumer protection, and building strong, trust-based relationships with business partners.

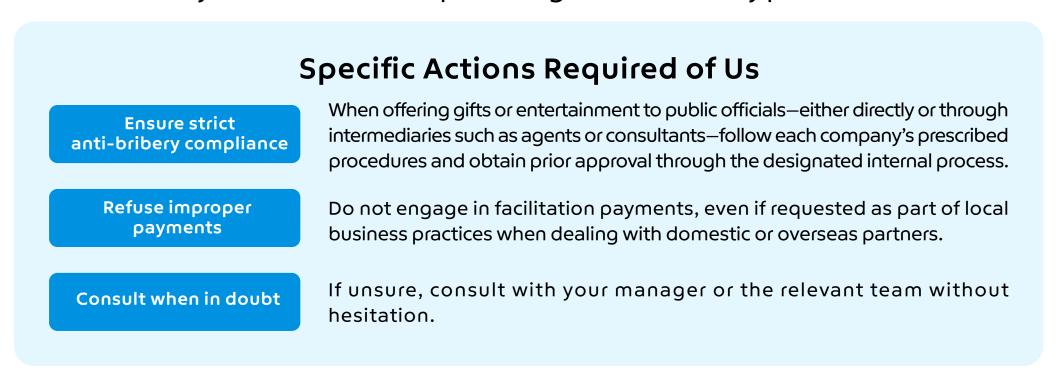
We treat all parties—including users, business partners, and competitors—fairly and transparently, and we build lasting relationships of trust through these interactions. We comply with domestic and international consumer protection and competition laws and uphold ethical and fair conduct. As a provider of financial services, we prioritize user interests and strive to deliver safe, appropriate services with sincerity and fairness.



#### 6. Prevention of Corruption and Bribery

We do not engage in bribery or the offering or receiving of improper benefits under any circumstances.

We comply with all anti-bribery and anti-corruption laws in Japan and abroad. We do not offer or accept money, gifts, entertainment, or any other benefit for inappropriate purposes such as influencing business decisions, contracts, or licenses, or in a manner that exceeds customary business practices. We are committed to honest and fair conduct in every transaction and to protecting the trust society places in us.



## 7. Stance Against Organized Crime Groups and Financial Crimes

We stand firm against all forms of criminal or antisocial organizations and take proactive measures to prevent financial crimes.

We do not engage with any groups or individuals that threaten public order or safety, and we are fully committed to preventing financial crimes such as money laundering and economic sanctions violations. We never tolerate the misuse of our services and work diligently to maintain a platform that is safe, secure, and trusted by all stakeholders.



#### Chapter 2: Fair Markets and Society

## 8. Protection and Use of Intellectual Property (IP)

We accelerate innovation by respecting, protecting, and utilizing intellectual property.

Ideas, inventions, know-how, and designs that arise from our work are important assets that strengthen our competitive advantage. We are responsible for properly acquiring, managing, and using these rights. By protecting and utilizing intellectual property with creativity and integrity, we contribute to sustained value creation.



## 9. Responsible Conduct in Global Society

We comply with the laws of each country and region in which we operate and respect local cultures and customs.

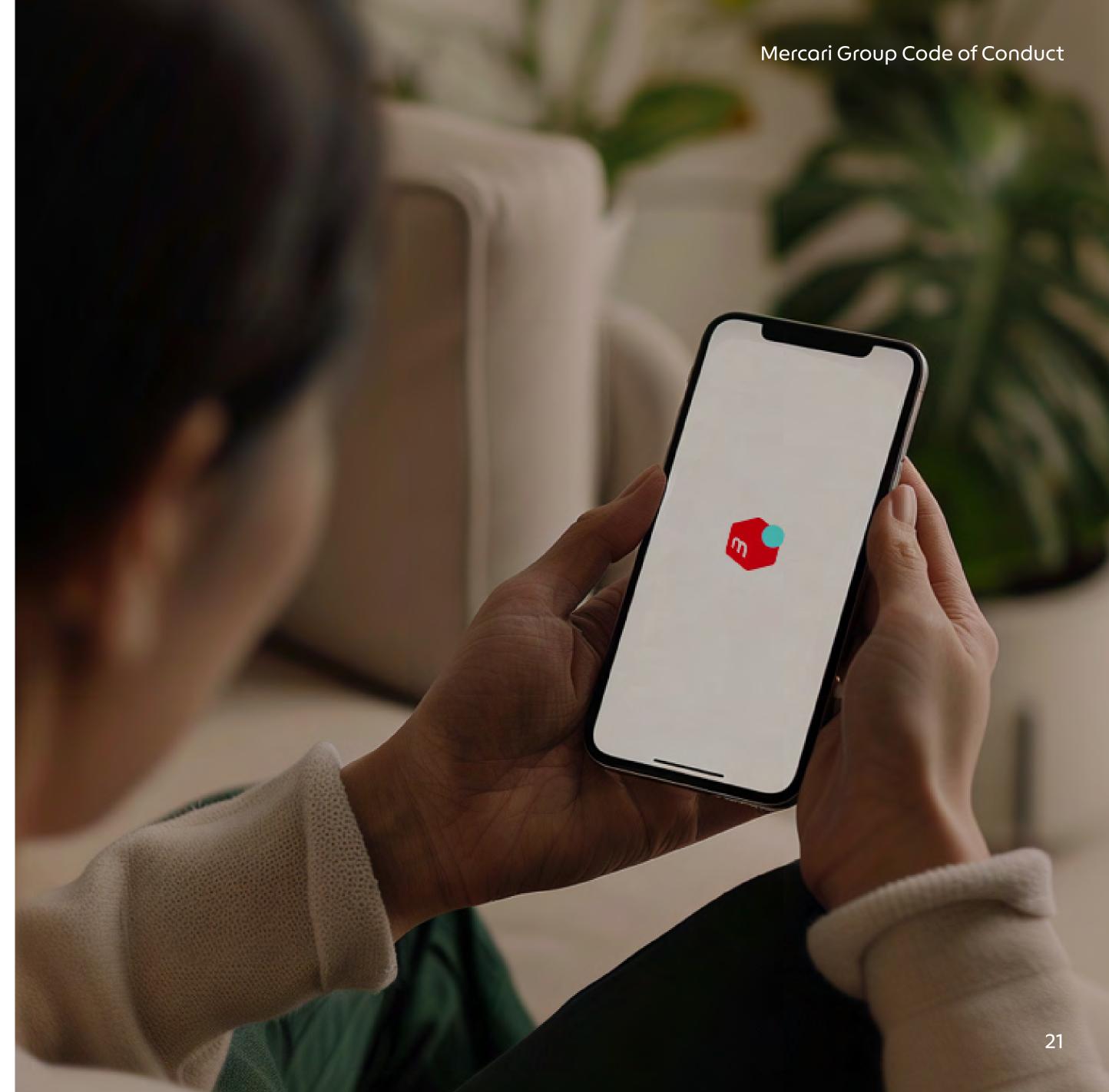
We understand and comply with the relevant laws and regulations in every region where we do business. We respect the cultures and practices of each local community, and we aim to earn the trust of people in those communities. By providing services that can be used safely around the world, we contribute to a sustainable society through the global circulation of value.



#### Chapter 3

# Proper Management of Assets and Information

- 10. Information Security and Personal Information Protection
- 11. Maintaining Professional Boundaries and Preventing Conflicts of Interest
- 12. Prohibition of Insider Trading
- 13. Proper and Accurate Accounting and Financial Records
- 14. Transparent Information Disclosure
- 15. Responsible Communication



#### Chapter 3: Proper Management of Assets and Information

## 10. Information Security and Personal Information Protection

We protect user information with integrity and care.

We treat each user's personal information as one of our most valuable assets and respect their privacy. We appropriately manage all information obtained and used in the course of our business in accordance with applicable laws, standards, and our internal rules on information security and personal data protection. This helps ensure that our services are provided safely and securely for everyone.

Details: <u>Security at Mercari Group</u>

Privacy Policy (About services in Japan)

Privacy Guide | Mercari, Inc.

## 11. Maintaining Professional Boundaries and Preventing Conflicts of Interest

We properly manage company assets and do not use them for personal or third-party gain.

We avoid actions that prioritize personal interests or create the appearance of doing so, and we do not let personal interests influence our professional decisions.

Company assets—such as information, technology, brand, equipment, and tools—are critical resources for achieving our mission. We handle these responsibly and never use them for purposes unrelated to work.

#### Specific Actions Required of Us

Prevent conflicts of interest

If personal activities (e.g., outside work, investments, external roles) could potentially conflict with the company's interests, consult with the company in advance.

Manage and use company assets appropriately

Manage company assets properly and use them only for business purposes.



#### 12. Prohibition of Insider Trading

We contribute to maintaining a fair and transparent capital market.

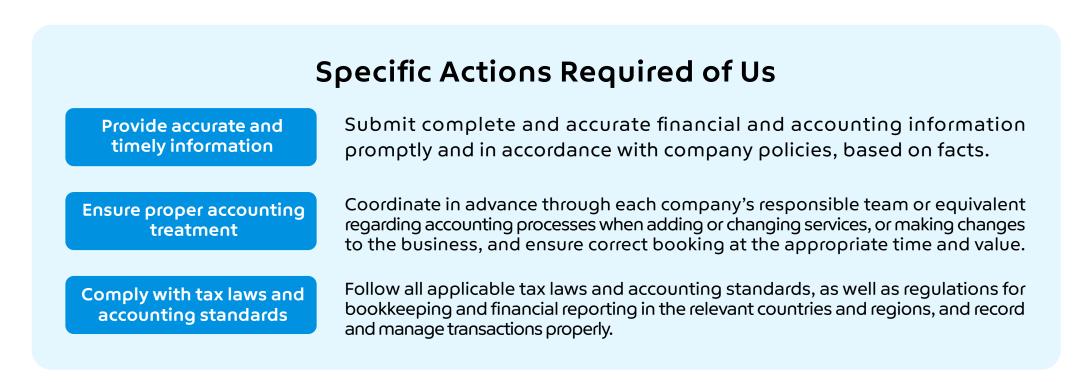
We never buy or sell securities or other financial instruments, including stocks and cryptoassets, based on non-public material information (insider information) we learn through our work, whether about Mercari Group or any other company. We also do not share such information with others—including family and friends—or recommend transactions based on it.



## 13. Proper and Accurate Accounting and Financial Records

We maintain transparency in our operations by recording all business activities truthfully, accurately, and fairly.

We ensure that all business activity is properly documented based on facts and with fairness. Each of us understands that accurate daily recordkeeping supports sound business decisions and reinforces trust in Mercari Group. As professionals, we act with responsibility and integrity in handling financial data.



#### 14. Transparent Information Disclosure

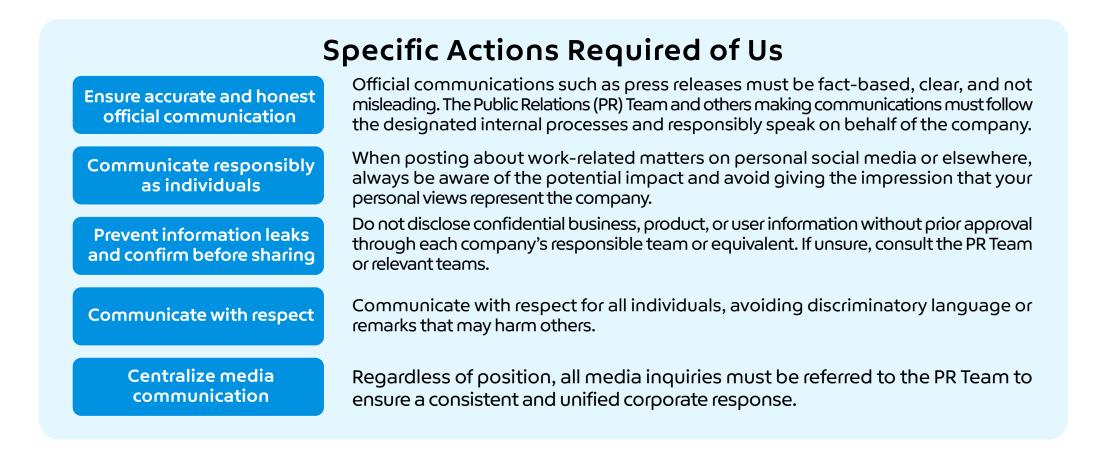
We fulfill our responsibility to society by disclosing information about our business activities fairly, transparently, and in a timely manner.

We strive to communicate in a way that builds trust with all stakeholders. In addition to disclosing the value generated by our business, we are committed to fulfilling our accountability to society by openly and proactively sharing information about the impact our operations have on society and the environment.

#### 15. Responsible Communication

We value sincere and trustworthy communication with society.

We recognize that each of us, as a member of Mercori Group, represents the company through our words and actions, and we act with an understanding of the impact they can have on the trust society places in us. This applies not only to official external communications such as interviews and public speaking, but also to our daily interactions with business partners, family, and friends, as well as personal communications on social media.



#### Chapter 4

# A Workplace Where We Grow Together

16. Creating a Safe and Healthy Work Environment17. Inclusion and Diversity



#### Chapter 4: A Workplace Where We Grow Together

## 16. Creating a Safe and Healthy Work Environment

We strive to build a workplace where everyone is respected and feels safe to take on challenges.

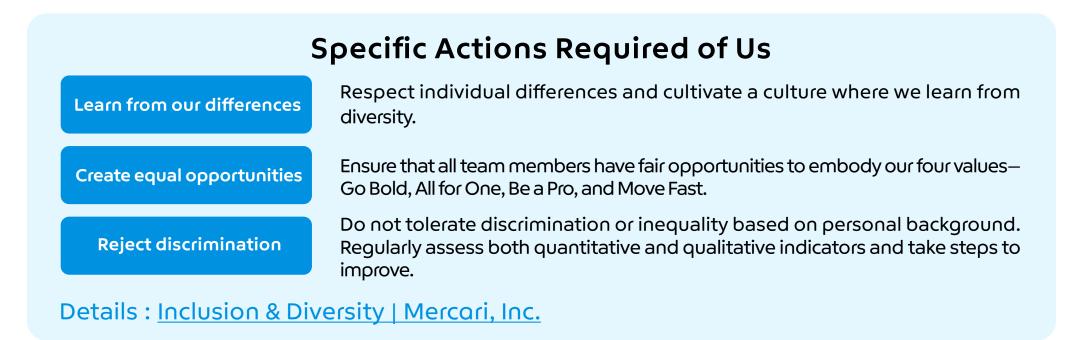
Achieving our mission depends on the contributions of all Officers and Employees, regardless of background. We comply with health and safety regulations and work to create an environment where everyone can perform at their best, both physically and mentally.

Beyond preventing physical hazards and harassment of any kind, both inside and outside the company, we also value psychological safety. We aim to foster an environment of mutual trust where Officers and Employees can exchange ideas freely and openly.

#### 17. Inclusion and Diversity

We maintain transparency in our operations by recording all business activities truthfully, accurately, and fairly.

To realize our mission to "circulate all forms of value to unleash the potential in all people," we begin by embracing the diversity within our own team. We believe that when people with different backgrounds, experiences, and perspectives come together, bold new ideas emerge—and as individuals and as a team, we can deliver greater, faster impact to society. We are committed to fair pay practices regardless of gender or other personal attributes. The company regularly monitors for pay equity and takes corrective action when gaps are identified. We not only respect the diverse backgrounds of our global teammates—we actively work to expand one another's potential by building a fair and inclusive environment together.



## mercari