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(Stock Exchange Code 9449)
March 4, 2025

To Shareholders with Voting Rights:

Masatoshi Kumagai
Founder, Chairman and Group CEO
GMO Internet Group, Inc.
26-1, Sakuragaoka-cho, Shibuya-ku,
Tokyo

NOTICE OF THE FY2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date and Time: **10:00 a.m. on Friday, March 21, 2025**
Login begins at 9:30 a.m.

Preliminary Date and Time: **10:00 a.m. on Saturday, March 22, 2025**
Login begins at 9:30 a.m.

Venue: **Virtual-only shareholders' meeting**
This Annual General Meeting of Shareholders will be held without a physical venue. The communication method that we will use to transmit and receive information during the General Meeting is the Internet. For the method of remote attendance, please refer to the "Login method of virtual-only shareholders' meeting " within the Notice of Convocation, which is available in Japanese only.

Meeting Agenda:

Matters to be reported: 1. Reporting on the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the Company's Fiscal Year 2024 (January 1, 2024 - December 31, 2024)
2. Reporting on the results of audits by the Financial Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements

Matters to be resolved:

Proposal 1: Partial Amendment to the Articles of Incorporation
Proposal 2: Election of five Directors (excluding Directors who are Audit and Supervisory Committee Members)
Proposal 3: Election of a Director who is an Audit and Supervisory Committee Member

Reference Documents for the General Meeting of Shareholders

Company Proposals

Proposal 1: Partial Amendment to the Articles of Incorporation

1. Reasons for the amendments

(1) Explicit Statement of GMOism

GMO Internet Group continues to operate based on the principles of the GMOism. By continuing to uphold and practice the GMOism, we aim to create new Internet culture and industries, bring “smiles” and “inspiration” to our customers, contribute to society and people’s lives, and realize the vision of “Internet for Everyone.” To clarify our corporate philosophy, we have incorporated the GMOism, which forms the foundation of GMO Internet Group, into the Articles of Incorporation.

GMOism refers to the collective name for the corporate philosophy and mottos within the GMO Internet Group, including the "Spirit Venture Declaration.

(2) Change of purpose

As of January 1, 2025, the Company transitioned to a holding company structure and assumed responsibility for group management functions.

To facilitate the group's sustainable growth and enhance the efficiency of group brand management functions, the Company's business objectives will be amended and supplemented to align with its business operations following the transition to a holding company structure.

2. Description of the amendments

Description of the amendment is as follows.

Current	Revised
<p>Article 2 (Founding Spirit)</p> <p>1. The Company and the GMO Internet Group companies (hereinafter collectively referred to as the "GMO Internet Group") uphold the "Venture Spirit Declaration" as their founding spirit. We must concentrate our resources on developing Internet infrastructure, enrich and enhance the Internet as a "comprehensive Internet group representing Japan," contribute to society by enriching the Internet experiences, creating new Internet cultures and industries, and bringing smiles and inspiration to our customers.</p> <p>2. A Group CEO shall be appointed to preserve and pass on the founding philosophy, ensuring that the GMO Internet Group remains a corporate group that inherits this philosophy.</p> <p>3. (omitted)</p>	<p>Article 2 (<u>GMOism</u>)</p> <p>1. <u>The Company and the GMO Internet Group companies (hereinafter collectively referred to as the "GMO Internet Group") operate based on "GMOism," which is rooted in the founding spirit of the "Venture Spirit Declaration." We must concentrate our resources on developing Internet infrastructure, enrich and enhance the Internet, contribute to society by enriching the Internet experiences, creating new Internet cultures and industries, and bringing smiles and inspiration to our customers.</u></p> <p>2. A Group CEO shall be appointed to preserve and pass on <u>the GMOism</u>, ensuring that the GMO Internet Group remains a corporate group that inherits this philosophy.</p> <p>3. (Same as at present)</p>
<p>Article3 (Purpose)</p> <p>The purpose of the Company shall be to engage in the following business activities:</p> <p>(1) ~ (6) (Omitted)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(7) ~ (20) (Omitted)</p>	<p>Article 3 (Purpose)</p> <p><u>The Company, based on the principles of GMOism, shall supervise or manage the business activities of companies engaged in the following businesses, as well as foreign companies conducting equivalent business operations, by holding shares or equity interests in such companies, and shall perform group brand management functions. In addition, the Company shall engage in the following businesses:</u></p> <p>(1) ~ (6) (Same as at present)</p> <p><u>(7) Planning, development, production, provision, distribution, maintenance, operation, sales, and outsourcing thereof for services utilizing artificial intelligence (AI)</u></p> <p><u>(8) Research, planning, development, sales, and maintenance of technologies related to artificial intelligence (AI)</u></p> <p><u>(9) Datacenter operation business, including the sale or leasing of associated hardware or software</u></p> <p><u>(10) Power generation business, including its management and operation, as well as the supply and sale of electricity</u></p> <p><u>(11) ~ (24) (Same as at present)</u></p>

<p>(Newly established)</p> <p>(21) ~ (23) (Omitted)</p>	<p><u>(25) Acquisition, transfer, utilization, licensing, sale, management, operation, and application consulting for intellectual property rights, including copyrights, related rights, trademark rights, design rights, utility model rights, patent rights, industrial property rights, portrait rights, publication rights, and performance rights</u></p> <p><u>(26) ~ (28)</u> (Same as at present)</p>
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Proposal 2: Election of five Directors (excluding Directors who are Audit and Supervisory Committee Members)

All five of our Directors (excluding Directors who are Audit and Supervisory Committee Members, hereinafter the same) will reach the end of their term upon the conclusion of this shareholders' meeting. We kindly request the election of five directors.


Our company has established a voluntary Nomination and Remuneration Committee, composed of a majority of independent external directors, with the aim of further enhancing the objectivity and transparency of directors' nomination and remuneration functions. The selection of director candidates is determined after deliberation and recommendation by this committee.


As for this proposal, it has been reviewed by the Audit and Supervisory Committee, but there were no comments. The director candidates are as follows:


Table: List of Candidates for Election as Directors


Candidate No.	Name	Positions	Responsibilities
1	Masatoshi Kumagai	Founder, Chairman	Group CEO
2	Masashi Yasuda	Director	Executive Vice President and Group CFO, Deputy to Group CEO, Head of Group Management Division
3	Hiroyuki Nishiyama	Director	Executive Vice President and Group COO, Deputy to Group CEO, Head of Group Human Resources Development Division
4	Issei Ainoura	Director	Executive Vice President, Head of Group Payment Processing Division.
5	Tadashi Ito	Director	Executive Vice President, Deputy to Group CEO, Head of Group Infrastructure Division, Head of Cryptoassets Mining Business

- (Note)1. There is no special interest between the candidates for the Board of Directors and the Company.
 2. Each candidate approved the Policy toward Large-scale Purchases of the Company's Shares adopted by the Company. For the outline of the policy, please refer to "7. Basic Policy Regarding the Control of the Stock Company" under "2. Company Status" of this Notice of Convocation which is available in Japanese only.
 3. The Company has concluded a directors and officers liability insurance contract under which all directors are insured. The liability insurance policy compensates for any damage that may arise if a given director, who is an insured person, is liable for executing his or her duties or receives requests to pursue the liabilities. If the above candidates are elected as directors, they will be insured under the insurance contract, and the Company intends to renew the insurance contract during their terms.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 <p>Masatoshi Kumagai (July 17, 1963)</p> <p>[Reelection]</p>	<p>May 1991 CEO of The Company</p> <p>September 1999 CEO of MagClick Inc. (currently, GMO Internet, Inc.)</p> <p>April 2000 Director of MagClick Inc. (currently, GMO Internet, Inc.)</p> <p>August 2001 Representative Director and Chairman of iSLE Inc. (currently, GMO GlobalSign Holdings K.K.)</p> <p>April 2002 Chairman of the Board of GMO Research Institute (currently, GMO Research & AI, Inc.; current position)</p> <p>March 2003 CEO, Chairman of the Board and President of The Company</p> <p>March 2004 Chairman of the Board of iSLE Inc. (currently, GlobalSign Holdings K.K.; current position)</p> <p>Chairman of the Board of paperboy&co. Inc. (currently, GMO Pepabo, Inc.; current position)</p> <p>Chairman of the Board of GMO Mobile and Desktop Inc. (currently, GMO Media, Inc.; current position)</p> <p>December 2004 Chairman of the Board of Card Commerce Services Inc. (currently, GMO Payment Gateway, Inc.)</p> <p>March 2007 Chairman of the Board of MagClick Inc. (currently, GMO Internet, Inc.)</p> <p>May 2008 CEO, Chairman of the Board and President, Founder and Group CEO of The Company</p> <p>April 2009 Chairman of the Board of Inovex, Inc. (currently, GMO TECH, Inc.; current position)</p> <p>December 2011 Chairman of the Board and President of GMO Payment Gateway, Inc.</p> <p>December 2012 Chairman of the Board of GMO Payment Gateway, Inc. (current position)</p> <p>March 2015 Director of GMO AD Partners, Inc. (currently, GMO Internet, Inc.)</p> <p>March 2016 Chairman of the Board of GMO AD Partners, Inc. (currently, GMO Internet, Inc.; current position)</p> <p>March 2022 Founder, Chairman and Group CEO of The Company (current position)</p> <p>[Reasons for the selection] As the founder of the GMO Internet Group, he has led a comprehensive internet group centered on internet infrastructure and financial businesses, as well as other related fields. He possesses extensive experience in corporate management and strong leadership skills. With a broad, high-level perspective of the entire internet industry, he serves as a driving force behind the sustainable growth of our Group toward achieving the “55-Year Plan” (which refers to our strategic long-term objectives). Additionally, he plays a crucial role in strengthening the Group’s management functions following the transition to a holding company structure. We have determined that he is well-suited to serve as a Director who will promote a management framework aimed at maximizing corporate value. Accordingly, he has been selected as a candidate for Director.</p>	8,990,911

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 Masashi Yasuda (June 10, 1971) [Reelection]	<p>April 2000 Registered as a certified public accountant Joined The Company</p> <p>September 2001 Head of Corporate Strategy of The Company</p> <p>March 2002 Director and Head of Corporate Strategy of The Company</p> <p>March 2003 Executive Director in charge of Group Corporate Strategy and Investor Relations of The Company</p> <p>March 2005 Managing Director and Head of Management Division, in charge of Group Corporate Strategy and Investor Relations of The Company</p> <p>May 2008 Managing Director and Head of Group Management Division of The Company</p> <p>March 2013 Managing Director, Deputy to Group CEO and Head of Group Management Division of The Company</p> <p>March 2015 Deputy CEO, Deputy to Group CEO and Head of Group Management Division of The Company</p> <p>March 2016 Director of GMO Media, Inc. (current position) Director of GMO CLOUD K.K. (currently, GMO GlobalSign Holdings K.K.; current position) Director of GMO Pepabo, Inc. Director of GMO Research, Inc. (currently, GMO Research & AI, Inc.; current position) Director of GMO AD Partners Inc.(currently, GMO Internet, Inc.; current position) Director of GMO TECH, Inc. (current position)</p> <p>June 2016 Director of GMO CLICK Holdings, Inc. (currently, GMO Financial Holdings, Inc.; current position) Auditor of Aozora Trust Bank, Ltd. (currently, GMO Aozora Net Bank, Ltd.)</p> <p>December 2016 Director of GMO Payment Gateway, Inc. (current position)</p> <p>June 2019 External Director of GMO Aozora Net Bank, Ltd. (current position)</p> <p>March 2022 Director, Executive Vice President and Group CFO, Deputy to Group CEO, Head of Group Management Division of The Company (current position)</p> <p>[Reasons for the selection] Since joining the Company in 2000, he has leveraged his expertise and experience as a Certified Public Accountant to contribute to the growth of the Group. Since 2005, he has overseen the management divisions of both the Company and the Group, implementing risk management through legal compliance and governance enhancement. As an executive in charge of Investor Relations (IR), he has actively driven timely disclosure and advanced the Group’s IR and financial strategies. In 2015, he was appointed Executive Vice President. With his extensive expertise in corporate management, finance, corporate governance, and sustainability, we determined that he is well-suited to further strengthen the Group’s management functions following the transition to a holding company structure. Accordingly, he has been selected as a candidate for Director.</p>	38,600

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 <p>Hiroyuki Nishiyama (August 14, 1964)</p> <p>[Reelection]</p>	<p>September 1999 Joined MagClick Inc. (currently, GMO Internet, Inc.) April 2000 CEO of MagClick Inc. (currently, GMO Internet, Inc.) March 2001 Director of The Company March 2003 Executive Director in charge of Group Media of The Company March 2006 Chairman of the Board of MagClick Inc. (currently, GMO Internet, Inc.) March 2007 Managing Director of The Company May 2008 Managing Director and Head of Group Business Division of The Company March 2010 Director of paperboy&co. Inc. (currently, GMOPepabo, Inc.) March 2013 Managing Director, Deputy to Group CEO, Head of Group Ecommerce Solutions Division, and Head of Group Staff Development Division of The Company March 2015 Deputy CEO, Deputy to Group CEO, Head of Group Ecommerce Solutions Division and Head of Group Staff Development Division of The Company December 2018 Director of GMO Payment Gateway, Inc. March 2019 Executive Vice President and COO, Deputy to Group CEO, Head of Group Staff Development Division, and General Manager of Alliance Development Office of The Company March 2022 Director, Executive Vice President and Group COO, Deputy to Group CEO, Head of Group Human Resources Development Division of The Company (current position)</p> <p>[Reasons for the selection] After joining the Group in 1999, he was appointed as President and CEO of Magclick, Inc. (now GMO Internet, Inc.), the first Group company to go public, and has served as a Director of the Company since 2001. As the head of the Group's media division, he has leveraged his extensive experience and deep insight into corporate management to contribute to Group management, demonstrating strong leadership in driving overall business operations. In 2015, he was appointed Executive Vice President, supporting the Group CEO while also overseeing talent development and leading on-site operations. Given his extensive experience in talent strategy and the transition to a holding company structure, we have concluded that he is well-suited to enhance the Group's management functions, and thus he has been selected as a candidate for Director.</p>	52,400

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	 Issei Ainoura (July 19, 1962) [Reelection]	<p> April 1986 Joined IBM Japan, Ltd. April 2000 President and Representative Director of Card Call Service, Inc. (currently, GMO Payment Gateway, Inc.) December 2003 Director of MTI Ltd. March 2006 Director of The Company December 2011 CEO and Representative Director of GMO Payment Gateway, Inc. December 2012 President and Chief Executive Officer of GMO Payment Gateway, Inc. (current position) March 2014 Managing Director and Head of Group Payment Processing Division of The Company March 2016 Deputy CEO and Head of Group Payment Processing Division of The Company March 2022 Director and Executive Vice President, Head of Group Payment Processing Division of The Company (current position) </p> <p> [Reasons for the selection] After working at IBM Japan, Ltd., he was appointed President and CEO of Card Call Service Co., Ltd. (now GMO Payment Gateway, Inc.) in 2000. He led the company to a public listing in 2005 and, three years later, successfully transitioned it to the First Section of the Tokyo Stock Exchange (now the Prime Market). Through strategic planning focused on maintaining an operating profit margin of over 25%, the company has achieved sustained mid-term growth. With his extensive experience in corporate management and expertise in business operations, we believe he is well-suited to strengthen the Group's management functions following the transition to a holding company structure. Thus, he has been selected as a candidate for Director. </p>	6,800

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	 <p>Tadashi Ito (March 12, 1974)</p> <p>[Reelection]</p>	<p>October 1997 Joined The Company</p> <p>December 2001 General Manager of OEM Division of The Company</p> <p>March 2004 Director and President of Business Partner Company of The Company</p> <p>September 2004 Director and Manager of Business Partner Division of The Company</p> <p>August 2006 Director and Manager of Group Business Development Division of The Company</p> <p>April 2008 Executive Director and Manager of Group Business Development of The Company</p> <p>January 2009 Executive Director and General Manager of Business Division of The Company</p> <p>March 2013 Director of GMO CLOUD K.K.(currently, GMO GlobalSign Holdings K.K.) Director of paperboy&co. Inc. (currently, GMO Pepabo, Inc.) Managing Director, Head of Group Infrastructure Division and General Manager of Business Division of The Company</p> <p>March 2020 Executive Vice President, Head of Group Infrastructure Division and General Manager of Business Division of The Company</p> <p>April 2020 Executive Vice President, Head of Group Infrastructure Division and General Manager of Business Division of The Company</p> <p>March 2022 Director, Executive Vice President, Head of Group Infrastructure Division, General Manager of Business Division, Head of Cryptoassets Mining Business of The Company</p> <p>March 2023 Director, Executive Vice President, Head of Group Infrastructure Division, Head of HQ Business, General Manager of Business Division, Head of Cryptoassets Mining Business of The Company</p> <p>August 2023 Director, Executive Vice President, Head of Group Infrastructure Division, Head of HQ Business, Head of Cryptoassets Mining Business of The Company</p> <p>March 2024 Director, Executive Vice President, Deputy to Group CEO, Head of Group Infrastructure Division, Head of HQ Business, Head of Cryptoassets Mining Business of The Company</p> <p>January 2025 President and CEO of GMO Internet, Inc. (current position) Director, Executive Vice President, Deputy to Group CEO, Head of Group Infrastructure Division, Head of Cryptoassets Mining Business of The Company (current position)</p> <p>[Reasons for the selection] He joined the Company in 1997, primarily handling new business development and external alliances. In 2013, he was appointed Executive Managing Director, overseeing the Group's infrastructure division and serving as General Manager of the Business Headquarters. In 2020, he was promoted to Executive Vice President, driving business growth in the Company's core services, including access, domains, and cloud hosting, through pricing and marketing strategies. With the ability to execute growth strategies aimed at strengthening and expanding the Group's business foundation, we have determined that he is well-suited to serve as a Director. Accordingly, he has been selected as a</p>	143,200

		candidate for Director.	
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Proposal 3 : Election of a director who is an Audit and Supervisory Committee Member

The terms of office of Director Hideyuki Matsui, who is an Audit and Supervisory Committee Member, will expire at the conclusion of this Annual General Meeting of Shareholders.


Accordingly, the election of a Director who is an Audit and Supervisory Committee Member is proposed.

The Audit and Supervisory Committee has previously given its approval to this proposal.





The candidate is as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	 Hideyuki Matsui (April 10, 1965) [Reelection]	April 1989 Joined The Daiwa Bank, Limited. (currently, Resona Bank, Limited.) March 1997 Master's degree, Department of Agricultural and Resource Economics, the University of Tokyo October 2000 Deputy Section Director, the Second Section of the Tokyo Sales Department, The Daiwa Bank, Limited.(currently, Resona Bank, Limited.) March 2005 General Manager, Corporate Sales Office, Shibuya Branch, Resona Bank, Limited. July 2010 General Manager, the Second Section of the Sales Department, Toranomom Branch, Resona Bank, Limited. November 2012 Manager of Group Global Business Development Office of The Company April 2018 General Manager of Group Global Business Development Office of The Company December 2021 General Manager of Real Estate Investment Management Office of Company January 2023 Auditor of GMO Media, Inc. (current position) February 2023 Auditor of GMO Research, Inc. (currently, GMO Research & AI, Inc.; current position) March 2023 Director and Audit and Supervisory Committee Member of The Company [Special interests between the candidate and the Company] There is no special interest between Hideyuki Matsui and the Company. [Reasons for the selection] He has extensive experience in finance and joined the Company in 2012. Since then, he has contributed to the expansion of the Group's overseas business as a member of the Group Internationalization Support Office. In 2023, he was appointed as a Director serving as an Audit and Supervisory Committee Member of the Company. He also assumed the position of Auditor at a Group company, overseeing audits across the entire Group. With the Company's transition to a holding company structure, we have determined that he is capable of conducting fair and objective audits and supervision, as well as providing advice from a global perspective to further strengthen the Group's management functions. Accordingly, he has been selected as a candidate.	7,000

- (Note)1. The candidate approved the Policy toward Large-scale Purchases of the Company's Shares adopted by the Company. For the outline of the policy, please refer to "7. Basic Policy Regarding the Control of the Stock Company" under "2. Company Status" of this Notice of Convocation which is available in Japanese only.
2. The Company has concluded a directors and officers liability insurance contract under which all directors are insured. The liability insurance policy compensates for any damage that may arise if a given director, who is an insured person, is liable for executing his or her duties or receives requests to pursue the liabilities. If the above candidate is elected as a Director and Audit and Supervisory Committee Member, he will be insured under the insurance contract, and the Company intends to renew the insurance contract during the candidate's term.

	 Masatoshi Kumagai	 Masashi Yasuda	 Hiroyuki Nishiyama	 Issei Ainoura	 Tadashi Ito
GMOism practices (※)	●	●	●	●	●
Corporate management and management strategies	●	●	●	●	●
Business strategies					●
Global					●
Organization, human resources, human resources development			●		
Legal operations and compliance					
Risk management					
Finance					
Corporate finance, corporate accounting and tax accounting		●			
Sustainability		●			

※GMOism refers to the collective name for the corporate philosophy and mottos within the GMO Internet Group, including the "Spirit Venture Declaration."

	 Hideyuki Matsui	 Keigo Ogura External Directors	 Takashi Gunjikake External Directors	 Kaname Masuda External Directors
GMOism practices (※)	●	●	●	●
Corporate management and management strategies				
Business strategies				
Global	●			
Organization, human resources, human resources development				
Legal operations and compliance				●
Risk management				●
Finance	●			
Corporate finance, corporate accounting and tax accounting		●	●	
Sustainability				