



December 15, 2025

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Matters Concerning Controlling Shareholders, etc.

GMO Financial Gate, Inc. (the “Company”) hereby announces matters concerning controlling shareholders, etc. with respect to GMO Internet Group, Inc. and GMO Payment Gateway, Inc., which are the Company’s parent companies. Details are as follows.

1. Business name etc. of parent company, controlling shareholder (other than parent company), or other affiliated company

(As of September 30, 2025)

Name	Attribute	Percentage of voting rights (%)			Financial instruments exchange, etc. on which issued share certificates are listed
		Direct	Indirect	Total	
GMO Internet Group, Inc.	Parent company	—	57.03	57.03	Tokyo Stock Exchange, Inc. (Prime Market)
GMO Payment Gateway, Inc.	Parent company	57.03	—	57.03	Tokyo Stock Exchange, Inc. (Prime Market)

2. Name of company among parent companies, etc. deemed to have the greatest influence on the Company, and reason

Name	Reason
GMO Payment Gateway, Inc.	The company directly holds 57.03% of the Company’s voting rights and dispatches officers to the Company.

3. Positioning of the Company in the corporate group of parent companies, etc. and relationship between the Company and parent companies, etc.

① The position of the Group within the parent company and other corporate groups

GMO Payment Gateway, Inc. (“GMO-PG”), which is the Company’s parent company, is the largest shareholder of the Company holding 57.03% of the Company’s voting rights as of September 30, 2025, and is engaged in payment processing services for credit cards, etc. for online shopping, financial-related business, and payment enhancement business.

GMO Internet Group, Inc., which is the parent company of GMO-PG, operates internet infrastructure,

internet security, online advertising and media, internet finance, cryptoasset, and incubation businesses under its corporate catch, "Internet for Everyone."

Within the GMO Internet Group, the Company group is positioned as a group that is responsible for face-to-face payment services in the cashless payment market. In contrast, GMO-PG and its subsidiaries other than the Company focus on non-face-to-face payment services primarily for EC merchants and similar customers. Accordingly, the Company group's business domain is clearly differentiated from that of GMO-PG's other subsidiaries.

② Concurrent positions held by Company executives as executives of parent companies, etc.

The status of concurrent positions held by the Company's directors at the parent companies, etc. is as follows.

(As of December 15, 2025)

Position	Name	Position at the parent company, etc.	Reason for assumption of the position
Director	Tatsuya Koide	Chief Managing Executive Officer, GMO Payment Gateway, Inc.	Mr. Koide has abundant sales experience at IBM Japan, Ltd. and extensive knowledge and experience in nurturing sales leaders. The Company determined that he is suitable as a director to leverage such experience and expertise in the Company's management.

4. Matters concerning transactions with controlling shareholders, etc.

(From October 1, 2024 to September 30, 2025)

Type	Name of company, etc.	Address	Share capital (thousand yen)	Description of business	Percentage of voting rights (owned) (%)	Relationship with related party	Description of transaction	Transaction amount (thousand yen)	Item	Balance at end of the period (thousand yen)
Parent company	GMO Payment Gateway, Inc.	Shibuya-ku, Tokyo	13,323,135	Internet infrastructure business	(Owned) Direct 57.03	Business transactions, etc.	System usage fees, etc. (Note)	142,156	Accounts receivable	12,372

(Note) Terms of business and policies for determining terms of business, etc.

Prices and other terms and conditions are determined through negotiation after comprehensively considering various factors, in the same manner as transactions with companies that are not affiliated with the Company.

5. Implementation status of measures to protect minority shareholders in conducting transactions with controlling shareholder

When engaging in transactions with the corporate group of the parent companies, the Company group carefully examines the necessity of such transactions and the appropriateness of the terms and conditions, both at the start of new transactions and in the continuation of existing transactions, from the perspective of protecting minority shareholders. In doing so, the Company compares the terms and conditions with those of transactions with third parties and confirms their reasonableness through the Board of Directors, in which outside directors who are independent from the parent companies also participate.

In addition, with respect to important transactions or actions in which the interests of the controlling shareholder and minority shareholders may conflict, such matters are deliberated by a Special Committee comprised of independent outside directors, following which the Committee submits its recommendations to the Board of Directors, which makes the final decision.