

May 14, 2025

Company Name: GMO Internet Group, Inc.
(TSE Prime Market, Code: 9449)
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Notice Regarding Secondary Offering of Shares of Consolidated Subsidiary to satisfy with the Continued Listing Criteria

GMO Internet Group, Inc. (the "Company") hereby announces that it has determined, at the meeting of its Board of Directors held today, to conduct a secondary offering (the "Secondary Offering") of shares of the common stock of its consolidated subsidiary, GMO Internet, Inc. (stock code: 4784; TSE Prime Market, "GMO Internet") in the secondary offering by way of purchase and subscription by an underwriting syndicate led by underwriters designated as joint lead managers (the "Underwriters"). The Secondary Offering will not result in a change in the subsidiaries of the Company.

Particulars

1. Outline of the Secondary Offering

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| (1) Class and Number of Shares to be Offered | 91,700,000 shares of common stock of GMO Internet (33.4% of the total number of voting rights) |
| (2) Method of Offering | Purchase and subscription by underwriters |
| (3) Selling Price | To be decided (The selling price will, taking demand and other factors into consideration, be determined on a certain date between June 5, 2025 and June 10, 2025 (the "Selling Price Determination Date").) |
| (4) Delivery Date | The third business day following the Selling Price Determination Date |

2. Purpose of the Secondary Offering

As announced by GMO Internet on May 14, 2025 in the "Notice Regarding Secondary Offering of Shares to satisfy

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Note: This document is a press release to announce a secondary offering of shares of common stock and has not been prepared for the purpose of soliciting investments whether in or outside Japan. Additionally, this press release does not constitute an offer of securities for sale, nor a solicitation of an offer to buy, in the United States. The securities referred to above have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered or sold in the United States.

with the Continued Listing Criteria," GMO Internet adopted a resolution to conduct a secondary offering of shares of GMO Internet in order to increase the tradable share ratio so as to satisfy the continued listing criteria of the TSE Prime Market..

3. Future outlook

As a result of the Secondary Offering, the Company's ownership interest in GMO Internet will decrease from 98.3% to 64.8% (including indirect holdings). However, GMO Internet will remain an important subsidiary after the Secondary Offering is completed, continuing to play a central role in the Internet Infrastructure Business and Internet Advertising & Media Business of the Company's group.

Additionally, the Secondary Offering is expected to result in the Company recording an extraordinary profit in its non-consolidated financial statements, the specific amount of which will be announced promptly once it is determined. However, in the consolidated financial statements, the impact on consolidated profit or loss will be minimal, despite changes in capital surplus, because GMO Internet will remain a consolidated subsidiary of the Company.

4. Lock-up Period

In connection with the Secondary Offering, the Company has agreed to the joint lead managers that, during the period commencing on the Selling Price Determination Date and ending on the date that is 180 days from and including the delivery date for the Secondary Offering, it will not offer or otherwise dispose of the shares of GMO Internet held by the Company (except for in relation to the Secondary Offering, etc.) without the prior written consent of the joint lead managers.

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