

April 10, 2026

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 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 of shares of the common stock of its consolidated subsidiary, GMO Internet, Inc. (stock code: 4784; TSE Prime Market, "GMO Internet (4784)") by way of purchase and underwriting by an underwriting syndicate led by underwriters designated as joint lead managers (the "Underwriters"; that secondary offering, the "Secondary Offering"). The Secondary Offering will not result in a change in the subsidiaries of the Company.

Details

1. Outline of the Secondary Offering

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| (1) Class and Number of Shares to be Offered | 61,500,000 shares of common stock of GMO Internet (4784)
(22.4% of the total number of voting rights) |
| (2) Method of Offering | Purchase and underwriting by the Underwriters |
| (3) Selling Price | To be decided
(The selling price will be determined on a certain date between April 20, 2026 and April 23, 2026 (the "Selling Price Determination Date") in accordance with the method set out in Article 25 of the Rules Concerning Underwriting, Etc. of Securities established by the Japan Securities Dealers Association, on the presumption that the price is equal to the closing price for regular transactions of shares of common stock of GMO Internet (4784) on Tokyo Stock Exchange, Inc. as of the Selling Price Determination Date (or, if no closing price is quoted, then the closing price as of the date immediately preceding the Selling Price Determination Date) |



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 or elsewhere. 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.

multiplied by a figure between 0.90 and 1.00 (any fraction less than one yen will be rounded off) taking into consideration demand and other similar factors.)

(4) Delivery Date

A date falling during the period from April 28, 2026 to May 1, 2026; however, that date must be (i) April 28 if the Selling Price Determination Date is April 20 or April 21, (ii) April 30 if the Selling Price Determination Date is April 22, or (iii) May 1 if the Selling Price Determination Date is April 23

(Note)

Separate from the Secondary Offering, the designated lead manager for the Issuance of new shares by way of public offering (public offering) (the "Issuance of New Shares") and the Secondary Offering by GMO Internet (4784), will conduct a secondary offering by way of over-allotment of up to 13,725,000 shares of common stock of GMO Internet (4784) to be borrowed from the Company, taking into consideration demand and other similar factors. In connection with the secondary offering by way of over-allotment, the Company will grant to the designated lead manager the right to additionally acquire shares of common stock of GMO Internet (4784) up to the number of shares to be sold in the secondary offering by way of over-allotment (the "Greenshoe Option").

2. Purpose of the Secondary Offering

As announced by GMO Internet (4784) on April 10, 2026 in the "Notice Regarding Issuance of New Shares and Secondary Offering of Shares," GMO Internet (4784) adopted a resolution to conduct a secondary offering of its shares 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 and the Issuance of New Shares, the Company's ownership interest in GMO Internet (4784) will decrease from 91.9% to 58.1% (in the case that the secondary offering by way of over-allotment is conducted in full and the Greenshoe Option is exercised in full with respect to all such shares; including indirect holdings). However, GMO Internet (4784) will remain an important subsidiary after the Secondary Offering and the Issuance of New Shares are 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 (4784) will remain a consolidated subsidiary of the Company.

4. Lock-up Period

In connection with the Secondary Offering and the Issuance of New Shares, the Company has agreed with 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 (4784), securities convertible into or exchangeable for shares of GMO Internet (4784), or securities representing the right to acquire or receive shares of GMO Internet (4784) (except for in relation to the Secondary Offering, etc.) without the prior written consent of the joint lead managers.

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