

October 31, 2014

Company Name: GMO Internet, Inc.
(TSE First Section, Code: 9449)
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Representative: Masatoshi Kumagai, CEO and Representative Director
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Notification of Group Reorganization in Securities Segment

GMO Internet, Inc. announces the following group reorganization in the Securities segment concerning consolidated subsidiaries, GMO CLICK HOLDINGS, Inc. (hereafter "GMO CLICK HD"), and FX Prime by GMO Corporation. The two companies today convened Board of Directors meetings that resolved to execute a Stock Swap through which GMO CLICK HD will become the wholly-owning parent company and FX Prime by GMO will become a wholly-owned subsidiary of GMO CLICK HD.

The Stock Swap is scheduled to take effect on April 1, 2014, subject to approval by a GMO CLICK extraordinary shareholders meeting to be convened in December 2014 (or other measure deemed a shareholders meeting decision under Article 319.1 of the Companies Act), and an FX Prime by GMO extraordinary shareholders meeting to be convened December 24, 2014. On April 1, 2015, the effective date of the Stock Swap, GMO CLICK HD will allocate GMO CLICK HD common shares to FX Prime by GMO shareholders. On the same day, GMO CLICK HD shares will be listed on the JASDAQ market. After the effective date of the Stock Swap, investors will be able to trade GMO CLICK HOLDINGS shares on the JASDAQ market.

Further, FX Prime by GMO common shares will be delisted from the JASDAQ market on March 27, 2014. (The final day of trading will be March 26, 2014). However, FX Prime by GMO shareholders will be provided continued share liquidity through the allocation GMO CLICK HD shares.

For details of this transaction, please refer to the FX Prime by GMO and GMO CLICK HD disclosure statement of today, GMO CLICK HOLDINGS Executes Stock Swap Agreement to Make FX Prime by GMO a Wholly Owned Subsidiary (attached).

1. Objectives of the Group Reorganization

GMO Internet Group is a comprehensive Group of Internet services operating in four business segments; Internet Infrastructure, Online Advertising & Media, Internet Securities, and Mobile Entertainment. The reorganization announced today is taking place in the Internet Securities segment. This segment is

comprised of GMO CLICK HD, a GMO Internet consolidated subsidiary and financial holdings company, and its subsidiaries (GMO Internet indirect subsidiaries) including GMO CLICK Securities, Inc. a financial services provider for retail investors in Japan and other countries.

GMO CLICK HD was established in January 2012 with the objective of strengthening corporate governance and promoting business diversity. In September 2012, GMO CLICK HD executed a public tender offer for FX Prime by GMO shares and made the company a consolidated subsidiary. FX Prime by GMO is an FX trading service for retail investors. The Group reorganization will allow GMO CLICK HD resources including human resources, systems development and management expertise, and operational efficiency to be fully leveraged by FX Prime by GMO. This is expected to strengthen customer acquisition and improve cost competitiveness. It was decided to execute the Stock Swap with the objective of improving the Group's ability to respond to changes in market conditions and build corporate value through implementation of the above measures.

2. Method of Reorganization

GMO CLICK HD will become the wholly-owning parent of FX Prime by GMO, and FX Prime by GMO will become a wholly-owned subsidiary of GMO CLICK HD.

Summary of the Parties in the Stock Swap (as of March 31, 2014)

	Wholly-owning Parent in Stock Swap	Wholly-owned Subsidiary in Stock Swap
(1) Company Name	GMO CLICK HOLDINGS, Inc.	FX Prime by GMO Corporation
(2) Address	20-1 Sakuragaokacho, Shibuya, Tokyo	20-1 Sakuragaokacho, Shibuya, Tokyo
(3) CEO	Hiroyasu Kito	Kazutoshi Yasuda
(4) Business Description	Financial Holdings Company	FX Trading Service Provider
(5) Capital	JPY 100 million	JPY 1,364 million
(6) Date Established	January 1, 2012	September 24, 2003
(7) Outstanding Shares	18,010,400 common shares	8,300,000 common shares
(8) Fiscal Year End	3/31	3/31
(9) Employees	(consolidated) 217	(non-consolidated) 40
(10) Trading Partners	Three A System Corporation KCS Corporation Nomura Research Institute	ITOCHU Techno-Solutions Corporation Yamato System Development Co. Ltd. TERISS, Inc.
(11) Trading Banks	Aozora Bank Ltd. Sumitomo Mitsui Banking Corporation Deutsche Bank Group, Japan	Mizuho Bank Ltd. The Bank of Tokyo-Mitsubishi UFJ, Ltd.

(12) Major Shareholders and Ownership Ratio	GMO Internet, Inc.	100.00%	GMO CLICK HOLDINGS, Inc.	76.04%
			Kabu.com Securities Co. Ltd.	9.87%
			TOPPAN M&I Ltd.	0.48%
			Yoshihisa Yamashita	0.42%
			Yoshio Akuta	0.37%
			Rakuten Securities, Inc.	0.25%
			Kenichi Kaneko	0.23%
			Yasushi Kubota	0.22%
			Japan Securities Finance	0.21%
			SBI Securities Co. Ltd.	0.17%

3. Schedule

Board of Directors decision to execute Stock Swap agreement (both companies)	October 31, 2014
Stock Swap agreement executed (both companies)	October 31, 2014
Extraordinary Shareholders Meeting to approve Stock Swap agreement (FX Prime by GMO)	December 24, 2014 (tentative)
Final day of trading of FX Prime by GMO shares	March 26, 2015 (tentative)
Delisting of FX Prime by GMO	March 27, 2015 (tentative)
Effective Date of Stock Swap	April 1, 2015 (tentative)
GMO CLICK HOLDINGS listing	April 1, 2015 (tentative)

4. Outlook

Impact on the consolidated forecast for the current fiscal year is immaterial. The Stock Swap is a reorganization within group companies and the effective date of the transaction is in the following fiscal year.

(Reference) Consolidated Results Forecast (published February 6, 2014)

	Consolidated Net Sales	Consolidated Operating Profit	Consolidated Ordinary Profit	Consolidated Net Profit
Current Forecast (FYE12/2014)	JPY 105,000 million	JPY 12,500 million	JPY 12,500 million	JPY 5,500 million
Previous Term Results (FYE12/2013)	JPY 93,704 million	JPY 11,000 million	JPY 10,941 million	JPY 5,244 million



October 31, 2014

(translation)

Company Name: GMO CLICK HOLDINGS, Inc.
CEO: Hiroyasu Kito
Contact: Tatsuki Yamamoto, Executive Officer Financial/IR
TEL: 03-6221-0183

Company Name: FX Prime by GMO Corporation
CEO: Kazutoshi Yasuda
(JASDAQ 8711)
Contact: Koichi Egarashi, Director
TEL: 03-5489-7132

GMO CLICK HOLDINGS Executes Stock Swap Agreement to Make FX Prime by GMO a Wholly Owned Subsidiary

GMO CLICK HOLDINGS, Inc. and FX Prime by GMO Corporation today convened Board meetings that resolved to execute a stock swap in which GMO CLICK HOLDINGS will become the wholly-owning parent company and FX Prime by GMO will become a wholly-owned subsidiary (hereafter “the Stock Swap”) of GMO CLICK HOLDINGS. A stock swap agreement was (hereafter “the Stock Swap Agreement”) executed between the two companies today.

The Stock Swap is subject to approval by an extraordinary shareholders meeting to be convened by GMO CLICK HOLDINGS in December 2014, (or other decision deemed a shareholders meeting decision under Article 319.1 of the Companies Act. Hereafter the same applies.) and approval by an extraordinary shareholders meeting to be convened by FX PRIME by GMO on December 24, 2014, after which the effective date of the Stock Swap will be April 1, 2015.

On March 31, 2015, prior to the April 1, 2015 effective date of the Stock Swap (defined in Section 2. 3 (*2) below) , FX Prime by GMO shareholders (excluding GMO CLICK HOLDINGS) will be issued common shares in GMO CLICK HOLDINGS (hereafter “GMO CLICK HOLDINGS Shares”). GMO CLICK HOLDINGS will submit an application to the Tokyo Stock Exchange for a technical listing of GMO CLICK HOLDINGS Shares on the JASDAQ market. After the effective date of the Stock Swap, investors will be able to trade GMO CLICK HOLDINGS Shares on the JASDAQ market.

Common shares in FX Prime by GMO (hereafter “FX Prime by GMO Shares”) will be delisted from the JASDAQ market on March 27, 2015. (The final day of trading will be March 26, 2015). However, FX Prime by GMO shares will remain liquid after the effective date of the Stock Swap.

1. Objective of the Stock Swap

GMO CLICK HOLDINGS was established in January 2012 as a holdings company for wholly owned subsidiary GMO CLICK Securities, Inc. with the objective of strengthening corporate governance and promoting business diversity in GMO CLICK HOLDINGS and its subsidiaries and affiliates (hereafter “GMO CLICK HOLDINGS Group”). GMO CLICK HOLDINGS Group provides financial services for retail investors both in Japan and globally, and is chiefly comprised of Internet securities and FX trading provider, GMO CLICK Securities and FX trading provider, FX Prime by GMO, as well as FX trading provider GMO CLICK HONG KONG LIMITED, and bullion trading provider, GMO CLICK Bullion Limited in Hong Kong, and FX, securities index and commodity trading provider GMO CLICK UK LIMITED, in the United Kingdom. GMO CLICK HOLDINGS wholly-owning

parent company, GMO Internet, Inc. and the subsidiaries and affiliates comprising its corporate group operate Internet services under the corporate motto "Internet for Everyone" in five business segments, Internet Infrastructure, Online Advertising and Media, Internet Securities, Mobile Entertainment, and Incubation. GMO Internet was listed on the first section of the Tokyo Stock Exchange in June 2005.

FX Prime by GMO is a business predominantly engaged in the provision of online FX trading services for retail investors. Since it was first established in September 2003, FX Prime by GMO has operated with an emphasis on compliance and system stability. In January 2009 it acquired SMS (Information Security Global Standard) certification ISO/IEC27001:2005, in September 2009 it announced compliance with Quality Management standard ISO 10002, and in November of the same year it acquired IT SMS (IT Service Management Systems Global Standard) ISO/IEC 20000-1:2005 certification. FX Prime by GMO's strengths include strong management, fixed spreads, proprietary loss cut tools, provision of extensive financial information, stable systems and a trusted brand as a publicly listed company.

In September 2012, GMO CLICK HOLDINGS acquired 77.92% of the total voting rights (76.04% of outstanding shares) in FX Prime by GMO in a public tender offer. The objective of the acquisition was to combine FX Prime's brand recognition, trust as a publicly listed company, and system stability with GMO CLICK HOLDINGS competitive trading conditions, to further grow the companies' customer bases, improve profitability, and contribute to the continued improvement of corporate value in both companies.

After FX Prime by GMO became a consolidated subsidiary, initiatives aimed at building corporate value have yielded some results, and in FYE3/2014 the company achieved its highest profit in five years. However, in the current FX market, there is ongoing pricing competition fuelled by efforts to increase trading volume and attract new customers, and the competitive market environment is rapidly evolving. Since August 2014, GMO CLICK HOLDINGS and FX Prime by GMO have been in discussions aimed at optimizing the corporate relationship between the two companies. It was agreed that GMO CLICK HOLDINGS human resource assets, systems development and management expertise, and efficient operations should be leveraged in the operation of FX Prime by GMO, that price competitiveness and customer acquisition need to be strengthened, and that resilience to changes in market environment should be improved in order to enhance corporate value in both FX Prime by GMO and the GMO CLICK HOLDINGS Group as a whole. In order to achieve this it was determined that the following measures were necessary; 1. Build a corporate structure that enables agile decision making. 2. Build a more integrated structure to ensure appropriate allocation of resources within GMO CLICK HOLDINGS, and 3. Both FX Prime by GMO and GMO CLICK HOLDINGS wholly-owned subsidiary GMO CLICK Securities are FX trading service providers, and it is necessary to mitigate against potential conflict of interest arising from FX Prime by GMO being a listed company. Both companies determined that the optimal approach was to make FX PRIME by GMO a wholly-owned subsidiary of GMO CLICK HOLDINGS, and as a result it was agreed to execute the Stock Swap Agreement.

The Stock Swap is expected to improve management efficiency in the GMO CLICK HOLDINGS Group by enabling FX Prime by GMO to take maximum advantage of the GMO CLICK HOLDINGS Group resources. By allowing FX Prime by GMO to more fully benefit from the systems technology and other resources of GMO CLICK HOLDINGS Group, and maximizing synergies between the two entities, a more efficient management structure can be built that is better positioned to operate in an increasingly competitive market environment. Specifically, the following measures are being considered.

- i. Technology Sharing: Automated operations
GMO CLICK HOLDINGS Group is able to reduce operational costs by automating business processes using advanced systems technology. Through the efficient application of this expertise to FX Prime by GMO operations, business operation costs can be reduced.
- ii. Technology Sharing: Increased efficiency in systems development, operation and maintenance
As mentioned above, GMO CLICK HOLDINGS Group has amassed advanced systems technology which enables fast, low-cost systems development, operation and maintenance.

Increased speed and reduced costs in systems development, operation and maintenance can be achieved through the efficient application of this expertise to FX Prime by GMO operations.

- iii. Integration of Back Office Functions for Improved Business Efficiency
GMO CLICK HOLDINGS Group comprises six financial services companies including GMO CLICK Securities and FX Prime by GMO. Integrating back office functions would greatly improve business efficiency, and would improve management efficiency throughout the entire group.
- iv. Knowledge Sharing: FX business operation
GMO CLICK Securities is one of the world's largest FX service providers, and this has been achieved by offering industry-low spreads, user-friendly trading tools and other benefits. The company is also proud to possess world class expertise in operational efficiency. This knowledge could be applied to FX Prime by GMO with the objective of improving customer acquisition and profits.
- v. Agile Decision-Making and Execution on Key Issues
In regard to the implementation of 1-4 above, it is expected that making FX Prime by GMO a wholly-owned subsidiary will enable faster and smoother decision-making and execution.

2. Executive Summary of the Stock Swap

(1) Stock Swap Schedule

Board Decision (both companies)	October 31, 2014
Stock Swap Agreement Execution (both companies)	October 31, 2014
Notification of Date of Record for Extraordinary Shareholders Meeting (FX Prime by GMO)	November 1, 2014
Date of Record for Extraordinary Shareholders Meeting (FX Prime by GMO)	November 15, 2014 (tentative)
Extraordinary Shareholders Meeting Approval of the Stock Swap (FX Prime by GMO)	December 24, 2014 (tentative)
Final Day of Trading (FX Prime by GMO)	March 26, 2015 (tentative)
Date of Delisting (FX Prime by GMO)	March 27, 2015 (tentative)
Effective Date of Stock Swap	April 1, 2015 (tentative)
Date of Listing (GMO CLICK HOLDINGS)	April 1, 2015 (tentative)

(*1) The above schedule may change, subject to agreement by both companies, due to progress of the required application procedures or other reasons.

(*2) GMO CLICK HOLDINGS will convene an extraordinary shareholders meeting in December 2014 to approve the Stock Swap.

(*3) In order to avoid fractional shares arising from the allocation of GMO CLICK HOLDINGS shares to FX Prime by GMO shareholders, and to ensure that shareholders who held voting rights in FX Prime by GMO continue to hold voting rights in GMO CLICK HOLDINGS, a stock split (hereafter "the stock split") at a ratio of 1:6.25 will be executed on all shares held by shareholders of GMO CLICK HOLDINGS listed on the final shareholder register on the date of record. The date of record

shall be December 23, 2014 (tentative) and the effective date shall be December 24, 2014 (tentative). Prior to the effective date of the Stock Swap, GMO CLICK HOLDINGS will adopt a share unit structure, and one share unit shall consist of 100 shares.

(2) Method of Stock Swap

GMO CLICK HOLDINGS will become the wholly-owning parent company and FX Prime by GMO will become a wholly-owned subsidiary as a result of the Stock Swap. The effective date of the Stock Swap will be April 1, 2015, subject to approval by extraordinary shareholders' meetings in the respective companies. In GMO CLICK HOLDINGS, the company to become the wholly-owned parent company, the meeting will be convened in December 2014. In FX Prime by GMO the meeting will be convened on December 24, 2014.

(3) Share Allocation relating to Stock Swap

	GMO CLICK HOLDINGS (Wholly-owning parent via stock swap)	FX Prime by GMO (Wholly-owned subsidiary via stock swap)
Allocation in Stock Swap	1	1
		(Reference: Without stock split) 0.16
No. of shares allocated in Stock Swap	GMO CLICK HOLDINGS shares: 1,788,409 shares (tentative)	

(*1) Share Allocation Ratio

As stated in 2. (1) (*3) above, a Stock Split will be executed with a December 23, 2014 Date of Record and a December 24, 2014 effective date. The above share allocation ratio and GMO CLICK HOLDINGS share issue is based on the premise that the Stock Split is executed. If the Stock Split is not executed then the ratio is 1: 0.16, however if the Stock Split is not executed many FX Prime by GMO shareholders will be allocated less than 1 share in GMO CLICK HOLDINGS, and shareholders who previously held voting rights in FX Prime by GMO would no longer not be able to exercise voting rights in GMO CLICK HOLDINGS shareholders meetings. For this reason the Stock Split will be executed prior to the effective date of the Stock Swap, and FX Prime by GMO shares will be exchanged with GMO CLICK HOLDINGS shares on a one-for-one basis. However, shares in FX Prime by GMO held by GMO CLICK HOLDINGS (no. of shares as of 10/31/2014: 6,311,501 shares) will not be exchanged in the Stock Swap. The above allocation ratio is subject to change, upon agreement of both companies, in the event of any material change to conditions on which the calculation is based.

(*2) Allocation of Shares in the Stock Swap

GMO CLICK HOLDINGS will allocate 1,788,409 shares (tentative) of GMO CLICK HOLDINGS stock to FX Prime by GMO shareholders (excluding GMO CLICK HOLDINGS) at the time immediately prior to its acquisition of all shares (excluding shares already owned by GMO CLICK HOLDINGS) in FX Prime by GMO (hereafter "the Time of Record"). GMO CLICK HOLDINGS will issue 1,788,409 new common shares at the time of the Stock Swap. Prior to the effective date of the Stock Swap, By decision of an FX Prime by GMO Board of Directors meeting to be convened prior to the effective date of the Stock Swap, all treasury shares (In accordance with Article 785.1 of Company Law, treasury shares acquired by FX Prime by GMO are included in the Stock Swap) held by the company immediately prior to the Time of Record of the Stock Swap will be retired after purchase. The number of GMO CLICK

HOLDINGS shares issued by GMO CLICK HOLDINGS in the Stock Swap may be revised according to the number of treasury shares held by FX Prime by GMO immediately prior to the Time of Record.

(*3) Handling of Odd-Lot Shares

As stated above in Section 2. (1) (*3), prior to the effective date of the Stock Swap, GMO CLICK HOLDINGS will adopt a share unit structure prior to the effective date of the Stock Swap, and one share unit shall consist of 100 shares. FX Prime by GMO shareholders who own odd-lot shares in GMO CLICK Holdings as a result of the Stock Swap, may demand that GMO CLICK HOLDINGS buys back their shares in accordance with Article 192 of the Companies Act.

Further, in accordance with Article 194.1 of the Companies Act, and the GMO CLCK HOLDINGS Articles of Incorporation, a Share Purchase for Odd-Lot Shareholders Policy (Policy allowing GMO CLICK HOLDINGS shareholders who hold odd-lot shares to purchase from GMO CLICK HOLDINGS the number of shares required to make up one unit.) will be adopted by the effective date of the Stock Swap, and FX Prime by GMO shareholders who hold odd-lot shares as a result of the Stock Swap will be able to purchase the number of shares required to make up one unit.

Odd-lot shares may not be traded on the stock market.

(4) Handling of Share Warrants and Bonds with Share Warrants

FX Prime by GMO has issued neither Share Warrants or Bonds with Share Warrants.

3. Calculation Basis etc. for Share Allocation in the Stock Swap

(1) Bases and objectives of the Share Allocation

As stated above, since August 2014, GMO CLICK HOLDINGS and FX Prime by GMO have been in discussions aimed at optimizing the corporate relationship between the two companies. It was agreed that GMO CLICK HOLDINGS human resource assets, systems development and management expertise and operational efficiency should be leveraged in the operation of FX Prime by GMO, that price competitiveness and customer acquisition need to be strengthened, and that resilience to changes in market environment should be improved in order to enhance corporate value in both FX Prime by GMO and the GMO CLICK HOLDINGS Group as a whole. In order to achieve this it was determined that the following measures were necessary; 1. Build a corporate structure that enables agile decision making. 2. Build a more integrated structure to ensure appropriate allocation of resources within GMO CLICK HOLDINGS, and 3. Both FX Prime by GMO and GMO CLICK HOLDINGS wholly-owned subsidiary, GMO CLICK Securities are FX trading service providers, and it is necessary to mitigate against potential conflict of interest arising from FX Prime by GMO being a listed company. Both companies determined that the optimal approach was to make FX PRIME by GMO a wholly-owned subsidiary of GMO CLICK HOLDINGS.

As described in paragraph (4) below, in order to ensure a fair allocation ratio, and that fairness was maintained in other aspects of the Stock Swap, GMO CLICK HOLDINGS engaged Daiwa Securities as an independent third-party institution and Nishimura & Asahi as legal advisor to commence considerations. FX Prime by GMO received a proposal from GMO CLICK HOLDINGS and as described in paragraphs (4) and (5) below, in order to ensure a fair allocation ratio, and that fairness was maintained in other aspects of the Stock Swap, FX Prime by GMO engaged AGS Consulting as an independent third-party institution and City-Yuwa Partners as legal advisor to commence considerations on the GMO CLICK HOLDINGS Stock Swap.

As described in paragraph 4 below, after taking into valuations and advice received from Daiwa Securities, and advice from legal advisor, Nishimura & Asahi, as well as financial condition, business performance and share price trends in both companies, and as a result of discussion and negotiation between the two

companies, it was determined that the allocation ratio listed in Section 2. (3) was fair and would contribute to shareholder value.

FX Prime by GMO was presented an allocation ratio for the Stock Swap by GMO CLICK HOLDINGS and the allocation ratio presented was compared to the valuation ranges provided by AGS Consulting (as described in paragraph (2) ii) below). With GMO CLICK HOLDINGS per share price being assigned a value of 1, and using the Discount Cash Flow method to value both companies' shares, it was determined that the allocation ratio presented by GMO CLICK HOLDINGS was below the median value but within the valuation range provided by AGS Consulting, and using the Comparable Peers Analysis to evaluate GMO CLICK HOLDINGS shares and the Market Price method to evaluate FX Prime by GMO shares, it was determined that the allocation ratio presented by GMO CLICK HOLDINGS was around the median value in the valuation range provided by AGS Consulting. The FX Prime by GMO Board of Directors considered the allocation ratio and advice received from AGS consulting and advice received from legal advisor City-Yuwa Partners, as described in paragraphs (4) and (5) below. In addition, in order to avoid conflict of interest with controlling stockholder, GMO CLICK HOLDINGS, FX Prime by GMO External Auditor registered with the Tokyo Stock Exchange as an independent Director, Masahiko Kume, Tetsuo Nishimura (Hayabusa Law Offices, Attorney), an independent external advisor with no conflict of interest with GMO CLICK HOLDINGS, and Kenichi Saito (Sanq and Associates Tax Attorney Offices, Tax Attorney) formed a three-member independent committee (hereafter "the Independent Committee"). The Independent Committee found that a decision by the FX Prime by GMO Board of Directors to execute the Stock Swap at the allocation ratio presented by GMO CLICK HOLDINGS would not disadvantage minority shareholders. Based on this advice, financial condition, business performance and share price trends in both companies, and as a result of discussion and negotiation between the two companies, FX Prime by GMO determined that the allocation ratio in Section 2. (3) is reasonable, and would contribute to shareholder value.

The valuations, advice and findings above, as well as financial condition, business performance and share price trends in both companies were considered, and as a result of discussion and negotiation between the two companies, it was determined that the allocation ratio in Section 2. (3) was fair to shareholders of both companies, and as a result both companies agreed to the Stock Swap and executed the Stock Swap Agreement today.

(2) Items relating to Calculation

i) Relationship with valuator

Both Daiwa Securities and AGS Consulting are institutions independent to GMO CLICK HOLDINGS and AGS Consulting, and there are no reportable conflicts of interest with either company.

ii) Summary of calculation

In order to ensure that calculation of the allocation ratio in the Stock Swap is fair and reasonable, both companies separately engaged independent institutions to provide valuations. GMO CLICK HOLDINGS elected Daiwa Securities as its independent consultant and FX Prime by GMO elected AGS Consulting to calculate allocation ratio.

Daiwa Securities used Comparable Peer Analysis and the Discount Cash Flow method to produce valuations.

The DCF method was used to reflect valuation of existing business activities. Using the DCF method, future cash flow was calculated based on the business plans of both companies and current value discounted at a certain percentage was subtracted.

The Comparable Peers Analysis was used because there are multiple listed companies that are similar to the two companies. In this method of analysis, a comparative analysis of financial condition and market price was conducted across listed companies engaged in businesses similar to that of the two companies.

The valuation range under both methods is shown in the table below. In this table, the per share price of GMO CLICK HOLDINGS Shares is equal to 1.

Method	Valuation Range
Comparable Peers Analysis	0.814-1.732 (Without Stock Split: 0.130-0.277)
DCF Method	0.968-1.521 (Without the Stock Split:0.155-0.243)

Daiwa Securities used information provided by the two companies as well as publicly available information about the two companies in calculating the above allocation ratio. Daiwa Securities used these documents and information based on the assumption that the information was accurate and complete, no independent verification was undertaken to determine accuracy and completeness. Further, no independent valuation or appraisal was undertaken of individual assets or liabilities in relation to valuation of assets and liabilities (including off-balance sheet assets and liabilities and other contingent liabilities) of the two companies and their affiliates, and no independent verification was carried out by a third party. The Daiwa Securities calculation of allocation ratio reflects information received and economic conditions up until October 30. Financial projections and other forward-looking information provided to Daiwa Securities by the two companies, is based on management's current best judgment and projections. Further, Daiwa Securities made no representation as to whether the allocation ratio valuation provided was fair in the context of the Stock Swap.

AGS Consulting used Comparable Peers Analysis and the DCF method to evaluate GMO CLICK HOLDINGS, and the Market Price and DCF methods to evaluate FX Prime by GMO. In calculation of the valuation range, per share price for GMO CLICK HOLDINGS shares was equal to 1. The DCF method was used to compare the valuations of both companies, the Comparable Peers Analysis was used for GMO CLICK HOLDINGS as the company is not publicly traded and does not have a market price. The Market Price method was used for FX Prime by GMO.

The Comparable Peers Analysis was used because several listed companies were found that could be considered similar to GMO CLICK HOLDINGS. Similarity to GMO CLICK HOLDINGS business is considered and Matsui Securities, Kabu.com Securities, FX Prime by GMO, Money Square HD, and Money Partners Group were selected. EV/EBIT, EV/EBITDA and PER multiples were calculated. In the Comparable Peers Analysis an illiquidity discount of 0-30% was applied in the comparable peer analysis.

The Market Price method was used as FX Prime by GMO is a publicly listed financial services company with a market price. The market price method calculation was determined by taking the simple average of the closing price on October 30, 2014, and the prices one, three and six months prior to that date.

The DCF method was used to reflect the current valuation of future business activities. The DCF method used the shareholders equity cost to determine the discount rate. The discount applied to GMO CLICK HOLDINGS was 10.19% - 13.19%, and the discount applied to FX Prime by GMO was 9.89%-12.89%. The continuous value was calculated using the perpetual growth ratio. A perpetual growth ratio of 0% was used for both companies. The AGS Consulting DCF valuation was based on GMO CLICK HOLDINGS financial projections that took into account expected sales and profit growth based on an increase in customer base mainly in Japan and business expansion in the United Kingdom and Hong Kong that would see significant profit growth in FYE3/2016. FX Prime by GMO financial projections were based on an expected increase in sales and profit due to new product development, expansion of trading tools, increased management efficiency as a result of a reduction in

systems costs and other ongoing fixed costs that would see a significant growth in profit in FYE3/2016 and FYE3/2017. The financial projections do not take into account the impact of synergies generated by the execution of the Stock Swap.

The financial projections on which the DCF valuations for were based for GMO CLICK HOLDINGS and FX Prime by GMO are as follows.

GMO CLICK HOLDINGS		(Unit: JPY millions)		
	FYE3/2015	FYE3/2016	FYE3/2017	
Net Sales	22,906	27,923	29,570	
Operating Profit	5,490	8,936	9,869	
EBITDA	6,621	10,104	10,881	
Free Cash Flow	4,537	7,754	7,416	

FX Prime by GMO		(Unit: JPY millions)		
	FYE3/2015	FYE3/2016	FYE3/2017	
Net Sales	2,460	2,977	3,205	
Operating Profit	133	519	790	
EBITDA	387	741	926	
Free Cash Flow	84	733	688	

In the following table, the per share price of GMO CLICK HOLDINGS Shares is equal to 1.

Method (GMO CLICK HOLDINGS)	Method (FX Prime by GMO)	Valuation Range
Comparable Peers Analysis	Market Price Method	0.699-1.300 (Without Stock Split: 0.112-0.208)
DCF Method	DCF Method	0.878-1.429 (Without the Stock Split:0.140-0.229)

In calculating the above allocation ratio, AGS Consulting used business plans and information provided in consultation with the two companies, as well as publicly available information about the two companies, generally on an as-is basis. AGS Consulting used the documents and information provided based on the assumption that they were accurate and complete, and that no information was withheld from AGS Consulting that would have a significant impact on the calculation of the allocation ratio. No independent verification was undertaken to determine accuracy and completeness.

Further, no independent valuation or appraisal was undertaken of individual assets or liabilities in relation to valuation of the assets and liabilities (including off-balance sheet assets and liabilities and other contingent liabilities) of the two companies and their affiliates, and no independent verification was carried out by a third party.

The AGS Consulting calculation of allocation ratio reflects information received and economic conditions up until October 30. Financial projections and other forward-looking information used in the DCF valuation, is based on management's current best judgment and projections.

(3) Objectives of the planned delisting

As a result of the Stock swap, on April 1, 2015, the effective date, FX Prime by GMO will become a

wholly-owned subsidiary of GMO CLICK HOLDINGS and in accordance with JASDAQ delisting standards, will undertake the required procedures for delisting on March 27, 2014. (The final day of trading will be March 26, 2014). After delisting, FX Prime by GMO shares will no longer be traded on the JASDAQ market. As stated above in Section 1, the objective of the Stock Swap is not the delisting of FX Prime by GMO in itself, but the result will be that FX Prime by GMO will be delisted. However, following the Stock Swap GMO CLICK HOLDINGS will submit an application to the Tokyo Stock Exchange to be newly listed, and GMO CLICK HOLDINGS shares will be listed on the JASDAQ market on April 1, 2015, the effective date of the Stock Swap in a "technical listing" (Tokyo Stock Exchange Securities Listing Regulations Article 2.73, Article 216.9). As a result, after FX Prime by GMO is delisted, value will continue to be provided to FX Prime by GMO shareholders..

However, FX Prime by GMO shareholders who hold less than 100 shares will be allocated common shares less than the GMO CLICK HOLDINGS share unit of 100 shares. (As stated in Section 2. (1) (*3) above, GMO CLICK HOLDINGS will adopt a share unit structure prior to the effective date of the Stock Swap, and the share unit will be 100 shares.) These shares may not be traded on the Tokyo Stock Exchange but as stated in Section 2. (3) (*3) above, the shareholders may request GMO CLICK HOLDINGS buy back shares of less than one unit, or purchase from GMO CLICK HOLDINGS the number of shares required to make up one unit.

(4) Measures for Maintaining Fairness

GMO CLICK HOLDINGS holds a total of 77.92% of voting rights (76.04% of total outstanding shares) in FX Prime by GMO, and is therefore the parent company of FX Prime by GMO (as provided by Article 2.4 of the Companies Act. Hereafter the same.) In order to maintain a fair allocation ratio in the Stock Swap, GMO CLICK HOLDINGS and FX Prime by GMO both obtained allocation ratio valuations from independent third parties as described in Section 3. (1) above. After taking into account valuations and advice received from both independent institutions, as well as financial condition, business performance and share price trends in both companies, and as a result of discussion and negotiation between the two companies, the allocation ratio in Section 2. (3) was adopted by Board of Directors meetings convened today by both companies. Neither GMO CLICK HOLDINGS or FX Prime by GMO obtained a finance opinion on the fairness of the allocation ratios provided by the independent third parties.

GMO CLICK HOLDINGS retained Nishimura & Asahi as its legal advisor in the Stock Swap, and received advice on a weekly basis concerning the necessary procedures in the Stock Swap and the method of decision-making for the Board of Directors. There are no significant conflicts of interest between Nishimura & Asahi and GMO CLICK HOLDINGS or FX Prime by GMO.

FX Prime by GMO retained City-Yuwa Partners as its legal advisor in the Stock Swap, and received advice on a weekly basis concerning the necessary procedures in the Stock Swap and the method of decision-making for the Board of Directors. There are no significant conflicts of interest between City-Yuwa Partners and GMO CLICK HOLDINGS or FX Prime by GMO.

(5) Measures for Avoiding Conflict of Interest

GMO CLICK HOLDINGS holds a total of 77.92% of voting rights (76.04% of total outstanding shares) in FX Prime by GMO, and therefore in addition to the measures described above in Section 3. (4), the following measures were taken to avoid conflict of interest.

On the FX Prime by GMO Board of Directors one member Tatsuki Yamamoto, serves concurrently on the GMO CLICK HOLDINGS Board of Directors, and another member, Yoshifumi Hara is an executive officer of GMO CLICK HOLDINGS. In order to preserve fair decision-making in FX Prime by GMO and to avoid conflict of interest, neither of these members participated in discussions or negotiations relating to the GMO CLICK HOLDINGS Stock Swap, and neither voted on items relating to the Stock Swap in FX Prime by GMO meetings.

On the FX Prime by GMO Board of Auditors there is one member, Tsuyoshi Wakamatsu who is also an employee of GMO CLICK HOLDINGS. In order to avoid conflict of interest, he did not participate in discussions or negotiations with GMO CLICK HOLDINGS on the FX Prime by GMO side, and did not provide opinions to the FX Prime by GMO Board of Directors in discussions or negotiations relating to the Stock Swap.

Excluding the two Directors mentioned above, Tatsuki Yamamoto and Yoshifumi Hara, the four members of the FX Prime by GMO Board of Directors voted unanimously on items regarding the Stock Swap and there was no dissenting opinion expressed by the three-member FX Prime by GMO Board of Auditors excluding Tsuyoshi Wakamatsu.

In addition to the above measures, in order to avoid conflict of interest with controlling stockholder, GMO CLICK HOLDINGS, FX Prime by GMO External Auditor registered with the Tokyo Stock Exchange as an independent Director, Masahiko Kume, Tetsuo Nishimura (Hayabusa Law Offices, Attorney), an independent external advisor with no conflict of interest with GMO CLICK HOLDINGS, and Kenichi Saito (Sanq and Associates Tax Attorney Offices, Tax Attorney) formed a three-member independent committee. In regard to the Stock Swap the Independent Committee considered the following; i) The rationality of the objective of the Stock Swap (including whether the Stock Swap would contribute to the corporate value of FX Prime by GMO, ii) The fairness of the conditions of the Stock Swap (including the appropriateness of the allocation ratio in the Stock Swap and the consideration and negotiation processes.), iii) The transparency and fairness of the Stock Swap (including consideration of FX Prime by GMO shareholder profits), and iv) Whether, based on i)-iii) above and other items, the Stock Swap would disadvantage FX Prime by GMO minority shareholders. The above is the opinion of members without a conflict of interest with the controlling shareholder (Tokyo Stock Exchange Securities Listing Regulations Article 441.2 and 436.3).

Meetings of the Independent Committee were convened five times between September 29, 2014 and October 30, 2014, and the Independent Committee also gathered information, held other discussions as necessary, and carefully considered the above items. In making its considerations, the Independent Committee received information from FX Prime by GMO on the objective of the Stock Swap, the background to the Stock Swap, FX Prime by GMO corporate value, and the conditions of the negotiation and decision-making processes around the Stock Swap including the allocation ratio. The Committee also heard from AGS Consulting regarding the valuation of the allocation ratio in the Stock Swap, and heard from FX Prime by GMO legal advisor City-Yuwa Partners in regard to decision-making methods and processes of the FX Prime by GMO Board of Directors.

The FX Prime by GMO Board of Directors made the decision to execute the Stock Swap based on the findings, information, valuation results and other materials produced by the Independent Committee, and on October 30 the Independent Committee submitted to the FX Prime by GMO Board of Directors the finding that the Stock Swap did not disadvantage minority shareholders. Please refer to Section 8 below for a summary of the Independent Committee's position.

FX Prime by GMO received legal advice from City-Yuwa Partners in regard to the above Board of Directors decision-making processes and other measures to avoid conflict of interest.

4. Summary of the Parties in the Stock Swap (as of March 31, 2014)

	Wholly-owning Parent via Stock Swap	Wholly-owned Subsidiary via Stock Swap						
(1) Company Name	GMO CLICK HOLDINGS, Inc.	FX Prime by GMO Corporation						
(2) Address	20-1 Sakuragaokacho, Shibuya-ku, Tokyo	20-1 Sakuragaokacho, Shibuya-ku, Tokyo						
(3) CEO	Hiroyasu Kito	Kazutoshi Yasuda						
(4) Business Description	Financial Holdings Company	FX Trading Service Provider						
(5) Capital	JPY 100 million	JPY 1,364 million						
(6) Date Established	January 1, 2012	September 24, 2003						
(7) Outstanding Shares	18,010,400 common shares	8,300,000 common shares						
(8) Fiscal Year End	3/31	3/31						
(9) Employees	(consolidated) 217	(non-consolidated) 40						
(10) Significant Trading Partners	Three A System Corporation KCS Corporation Nomura Research Institute	ITOCHU Techno-Solutions Corporation Yamato System Development Co. Ltd. TERISS, Inc.						
(11) Significant Trading Banks	Aozora Bank Ltd. Sumitomo Mitsui Banking Corporation Deutsche Bank Group, Japan	Mizuho Bank Ltd. The Bank of Tokyo-Mitsubishi UFJ, Ltd.						
(12) Major Shareholders and Ownership Ratio	GMO Internet, Inc. 100.00%	GMO CLICK HOLDINGS, Inc. 76.04% Kabu.com Securities Co. Ltd. 9.87% TOPPAN M&I Ltd. 0.48% Yoshihisa Yamashita 0.42% Yoshio Akuta 0.37% Rakuten Securities, Inc. 0.25% Kenichi Kaneko 0.23% Yasushi Kubota 0.22% Japan Securities Finance 0.21% SBI Securities Co. Ltd. 0.17%						
(13) Related Party Relationships	<table border="1"> <tr> <td>Capital Relationship</td> <td>GMO CLICK HOLDINGS holds 6,311,501 shares (76.04% of outstanding shares) in FX Prime by GMO.</td> </tr> <tr> <td>Executive Relationship</td> <td>As of today, one GMO CLICK HOLDINGS Board of Directors member and one Executive serve as external Board members on the FX Prime by GMO Board of Directors. Two GMO CLICK HOLDINGS staff members are currently on temporary assignment to FX Prime by GMO, and one FX Prime by GMO staff member is currently on temporary assignment to GMO CLICK HOLDINGS.</td> </tr> <tr> <td>Transactional Relationship</td> <td>Loan contracts exist between FX Prime by GMO and GMO CLICK HOLDINGS, to improve capital efficiency within the group, however as of today, no loan has been executed.</td> </tr> </table>		Capital Relationship	GMO CLICK HOLDINGS holds 6,311,501 shares (76.04% of outstanding shares) in FX Prime by GMO.	Executive Relationship	As of today, one GMO CLICK HOLDINGS Board of Directors member and one Executive serve as external Board members on the FX Prime by GMO Board of Directors. Two GMO CLICK HOLDINGS staff members are currently on temporary assignment to FX Prime by GMO, and one FX Prime by GMO staff member is currently on temporary assignment to GMO CLICK HOLDINGS.	Transactional Relationship	Loan contracts exist between FX Prime by GMO and GMO CLICK HOLDINGS, to improve capital efficiency within the group, however as of today, no loan has been executed.
Capital Relationship	GMO CLICK HOLDINGS holds 6,311,501 shares (76.04% of outstanding shares) in FX Prime by GMO.							
Executive Relationship	As of today, one GMO CLICK HOLDINGS Board of Directors member and one Executive serve as external Board members on the FX Prime by GMO Board of Directors. Two GMO CLICK HOLDINGS staff members are currently on temporary assignment to FX Prime by GMO, and one FX Prime by GMO staff member is currently on temporary assignment to GMO CLICK HOLDINGS.							
Transactional Relationship	Loan contracts exist between FX Prime by GMO and GMO CLICK HOLDINGS, to improve capital efficiency within the group, however as of today, no loan has been executed.							

	Related Party Relationship	FX Prime by GMO is a consolidated subsidiary of FX Prime by GMO.		
(14) Operating Results and Financial Condition in the Three Most Recent Fiscal Years				
GMO CLICK HOLDINGS (Consolidated)				
Fiscal Term	FYE3/2012	FYE3/2013	FYE3/2014	
Consolidated Net Assets	14,562	17,345	19,751	
Consolidated Total Assets	173,629	299,443	353,374	
Consolidated Net Assets per Share(JPY)	808.57	916.85	1,045.66	
Consolidated Net Sales	15,399	17,927	21,456	
Consolidated Operating Profit	5,535	5,019	5,585	
Consolidated Ordinary Profit	5,542	4,940	5,466	
Consolidated Net Profit	2,929	2,889	3,689	
Consolidated Net Profit per Share (JPY)	162.64	160.43	204.85	
Dividend per Share (JPY)	72.56	54.91	85.17	
FX Prime by GMO (Non-consolidated)				
Fiscal Term	FYE3/2012	FYE3/2013	FYE3/2014	
Net Assets	4,787	3,770	4,159	
Total Assets	20,704	21,342	22,769	
Net Assets per Share (JPY)	591.11	465.53	513.53	
Net Sales	3,625	2,488	3,024	
Operating Profit	29	-698	457	
Ordinary Profit	24	-700	452	
Net profit	4	-1,017	388	
Net profit per Share (JPY)	0.51	-125.57	48.00	
Dividend per Share (JPY)	2.50	—	23.00	

(Unit: JPY millions, unless otherwise specified)

(*1) Share ownership ratio is based on the outstanding shares on the FX Prime by GMO shareholders register on March 31, 2014 (8,300,000 million shares). (Decimals are recognized to two decimal places.)

5. Status of the Stock Swap

	Wholly-owning Parent via Stock Swap
(1) Company Name	GMO CLICK HOLDINGS, Inc.
(2) Address	20-1 Sakuragaokacho, Shibuya-ku, Tokyo
(3) CEO	Hiroyasu Kito
(4) Business Description	Financial Holdings Company
(5) Capital	JPY 100 million
(6) Fiscal Term	3/31
(7) Net Assets	Not currently determined
(8) Total Assets	Not currently determined

6. Summary of Accounting Procedures

The Stock Swap is expected to be treated as a transaction between entities under common control. The amount of goodwill occurring as a result of this transaction has not yet been determined.

7. Outlook

In the Stock Swap, GMO CLICK HOLDINGS will become the wholly-owning parent and FX Prime by GMO will become a wholly-owned subsidiary. GMO CLICK HOLDINGS shares will be listed in a technical listing. The listing is expected to take place on April 1, 2014, the effective date of the Stock Swap. If the Tokyo Stock Exchange identifies that FX Prime by GMO is no longer a viable company following the Stock Swap, the Tokyo Stock Exchange may announce a probation period in expectation that the company will no longer be viable (inappropriate merger etc.) after the effective date of the Stock Swap. In this case, we will promptly publish the announcement.

Even if a probation period is declared, GMO CLICK HOLDINGS will remain listed, and if the company meets the Tokyo Stock Exchange Standards for New Listing within three fiscal years (between April 1, 2015 and March 31, 2018) then the probation will be lifted. However, if the company does not meet these standards within three years, GMO CLICK HOLDINGS may be delisted.

However, GMO CLICK HOLDINGS will undertake evaluation to determine that it meets the Tokyo Stock Exchange Standards for New Listing by the effective date of the Stock Swap and will make every effort to ensure that a probation is not declared.

Further, because FX Prime by GMO is already a consolidated subsidiary of GMO CLICK HOLDINGS, the Stock Swap is not expected to materially impact GMO CLICK HOLDINGS consolidated forecasts.

8. Transaction with a Controlling Shareholder

GMO CLICK HOLDINGS is the controlling shareholder in FX Prime by GMO, holding 77.92% of voting rights (76.04% of outstanding shares), and therefore the Stock Swap is treated by FX Prime by GMO as a transaction with a controlling shareholder.

In the Corporate Governance report published on June 24, 2014 by FX Prime by GMO, the Policy relating to Measures for the Protection of Minority Shareholders in Transactions with the Controlling Shareholder, states that the relationship between FX Prime by GMO and parent company, GMO CLICK HOLDINGS should protect the autonomy and independence of the two companies as well as promote business expansion and efficient management.

In regard to transactions with GMO CLICK HOLDINGS, no restrictions are in place regarding capital relationship, and transactions are conducted under the same conditions as transactions with other companies. FX Prime by GMO maintains independence while at the same time leveraging the resources and expertise of the GMO CLICK HOLDINGS Group. As stated above in Section 3. (4) and (5), FX Prime by GMO also implemented measures to maintain fairness and avoid conflict of interest in the Stock Swap, and in determining the allocation ratio.

Further, as stated above in Section 3. (5) FX Prime by GMO established an Independent Committee to consider the Stock Swap. In regard to the Stock Swap the Independent Committee considered the following; i) The rationality of the objective of the Stock Swap (including whether the Stock Swap would contribute to the corporate value of FX Prime by GMO, ii) The fairness of the conditions of the Stock Swap (including the appropriateness of the allocation ratio in the Stock Swap and the consideration and negotiation processes.), iii) The transparency and fairness of the Stock Swap (including consideration of FX Prime by GMO shareholder profits), and iv) Whether, based i)-iii) above and other items, the Stock Swap would disadvantage FX Prime by GMO minority shareholders. The above is the opinion of members without a conflict of interest with the controlling shareholder (Tokyo Stock Exchange Securities Listing Regulations Article 441.2 and 436.3).

On October 30, FX Prime by GMO received the following findings from the Independent Committee. (i) the Stock Swap will contribute to corporate value in FX Prime by GMO, and the objective of the Stock Swap is reasonable, (ii) The conditions of the Stock Swap are fair, and there are no unreasonable or irregular aspects. (iii) FX Prime by GMO shareholders profit has been fully considered through fair processes, and (iv) FX Prime

by GMO minority shareholders are not disadvantaged by the Stock Swap.

Therefore it is believed that the Stock Swap will be carried out in compliance with the FX Prime by GMO Policy relating to Measures for the Protection of Minority Shareholders in Transactions with the Controlling Shareholder.