

Company Name: GMO Internet, Inc.  
(TSE First Section, Code: 9449)

Address: 26-1 Sakuragaoka-cho Shibuya-ku Tokyo JAPAN

Representative: Masatoshi Kumagai, Founder, Chairman and Group CEO

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## Notice of Amendment to Articles of Incorporation

At a meeting of the GMO Internet Board of Directors convened today, it was resolved to put forward the following proposal regarding amendments to the company's Articles of Incorporation at the FY2021 Annual General Shareholders Meeting to be held on March 20, 2022.

### 1. Reasons for the amendment

- (1) The board of directors of GMO Internet, Inc. has resolved at the meeting held on November 21, 2021, to acquire 55% of trust beneficiary rights set for Setagaya Business Square (Yoga, Setagaya City, Tokyo), which is a high-rise composite facility. As a result, the company's Articles of Incorporation are changed to facilitate real estate holding, management, and leasing businesses. (Article 3, Item 22 of the revised Articles of Incorporation)
- (2) GMO Internet decided the amendments to part of the company's Articles of Incorporation so that it could hold fully digital shareholders meetings (so-called "virtual-only shareholders meetings") to secure the profit of shareholders by taking measures against infectious diseases including the novel coronavirus infectious diseases and aim to facilitate, improve the efficiency of, and activate the shareholders meeting by making it easier for many shareholders - such as those in a remote place - to attend. (Article 21 of the revised Articles of Incorporation)
- (3) GMO Internet decided the amendments to the company's Articles of Incorporation as follows in order to prepare for the introduction of a system to provide digital documents related to the General Meeting of Shareholders as the amended provisions as defined in the proviso to Article 1 of the Supplementary Provisions to the Act for Partial Amendment of the Companies Act (Act No. 70 of 2019) would be enforced on September 1,

2022.

- a. Article 23, Paragraph 1 of the revised Articles of Incorporation includes a provision stipulating that the Company will implement the measures to provide digital information about the content of reference documents for shareholders' meetings.
- b. Article 23, Paragraph 2 of the revised Articles of Incorporation determines the provisions to limit the scope of matters to set forth in documents to be issued to the shareholders who request the issuance of documents.
- c. As the provisions of the Internet Disclosure and Deemed Provision of Reference Materials, Etc. for General Meeting of Shareholders (Article 23 of the current Articles of Incorporation) are unnecessary, the Company proposes to delete them.
- d. The Company proposes to determine the Supplementary Provisions for the effective date, etc. due to adding and deleting provisions as explained above.



<p>Articles 24-52 (Omitted) (New)</p>	<p><u>matters for an electronic provision measure as set forth in the Ordinance of the Ministry of Justice in documents to be delivered to shareholders who submit a request for the delivery of written documents by the record date for voting rights.</u></p> <p>Articles 24-52 As per the current provisions <u>(SUPPLEMENTARY PROVISIONS)</u> <u>1. The deletion of the current Article 23 (Internet Disclosure and Deemed Provision of Reference Materials, Etc. for General Meeting of Shareholders) of the Articles of Incorporation and the creation of the proposed amendment in Article 23 (Electronic provision measure, etc.) shall be effective from the date of enforcement of the amending provisions provided in the proviso to Article 1 of the Supplementary Provisions of the Act for Partially Amending the Companies Act (Act No. 70 of 2019) (the “Enforcement Date”).</u> <u>2. Notwithstanding the preceding paragraph, the current Article 23 of the Articles of Incorporation shall be still effective for the General Meeting of Shareholders whose date falls within six months from the Enforcement Date.</u> <u>3. This supplementary provision shall be deleted after the later of either the date six months from the Enforcement Date or the date three months from the date of the General Meeting of Shareholders as set forth in the preceding paragraph.</u></p>
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### 3. Schedule

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| (1) | Date of Annual General Shareholders Meeting   | March 20, 2022 |
| (2) | Effective Date of Amendments to Articles of Incorporation<br>(excluding change of Article 23) | March 20, 2022 |