

Company Name: GMO Internet, Inc.

(TSE First Section, Code: 9449)

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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,



- 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.



2. Details of Amendments

(Changes Underlined)

Current	Revised
Article 3 (Purpose)	Article 3 (Purpose)
The purpose of the Company shall be to engage in	The purpose of the Company shall be to engage in
the following businesses:	the following businesses:
(Omitted)	(Omitted)
(New)	(22) Real estate rental and administration business
(22) Businesses incidental to the businesses	(23) Businesses incidental to the businesses
referred to in the above items	referred to in the above items
Article 21 (Convocation)	Article 21 (Convocation)
An ordinary general meeting of shareholders shall	1. An ordinary general meeting of shareholders
be convened in March every year. An extraordinary	shall be convened in March every year. An
general meeting of shareholders may be convened	extraordinary general meeting of shareholders
as necessary.	may be convened as necessary.
(New)	2. General meetings of shareholders may be held
	without including physical locations.
Article 23 (Internet Disclosure and Deemed	(Deleted)
Provision of Reference Materials, Etc. for General	
Meeting of Shareholders)	
Upon convocation of a general meeting of	
shareholders, the Company may deem that the	
information required to be described or indicated in	
the reference document for the general meeting of	
shareholders, business report, financial statement	
and consolidated financial statement shall have	
been provided to the shareholders when such	
information is disclosed, pursuant to the Ministry of	
Justice Ordinances, through a method that uses	
the Internet.	
(New)	Article 23. (Electronic provision measure, etc.)
	1. When convening the General Meeting of
	Shareholders, the Company shall take an
	electronic provision measure for information that
	constitutes the contents of reference materials,
	etc., for the General Meeting of Shareholders.
	2. The Company may not include all or part of the

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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.

Articles 24-52

(Omitted)

(New)

Articles 24-52

As per the current provisions

(SUPPLEMENTARY PROVISIONS)

<u>Disclosure and Deemed Provision of Reference</u> Materials, Etc. for General Meeting of Shareholders) of the Articles of Incorporation and the creation of the proposed amendment in Article

1. The deletion of the current Article 23 (Internet

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").

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.

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.

3. Schedule

Date of Annual General Shareholders Meeting March 20, 2022 (1)

(2) Effective Date of Amendments to Articles of Incorporation March 20, 2022 (excluding change of Article 23)