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(Stock Exchange Code 9449) March 6, 2019

To Shareholders with Voting Rights:

Masatoshi Kumagai CEO, Chairman of the Board and President, and Group CEO GMO Internet, Inc. 26-1, Sakuragaoka-cho, Shibuya-ku, Tokyo

# NOTICE OF THE FY2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

<b>Date and Time:</b>	Thursday, March 21, 2019 at 10:00 a.m.				
	Reception opens at 9:00 a.m.				
Place:	The second basement floor, "Ballroom" at the Cerulean Tower Tokyu Hotel				
	26-1, Sakuragaoka-cho, Shibuya-ku, Tokyo				
	(Please refer to the map to the venue at the end of this document.)				
Meeting Agenda:					
Matters to be reported:	1. Reporting on the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the Company's Fiscal Year 2018 (January 1, 2018 - December 31, 2018)				
	2. Reporting on the results of audits by the Financial Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements				

#### Proposals to be resolved:

**Proposal 1:** Partial Amendment to the Articles of Incorporation

**Proposal 2:** Election of 15 Directors (excluding Directors who are Audit and Supervisory

Committee Members)

### **Company Proposals**

#### Proposal 1: Partial Amendment to the Articles of Incorporation

1. Reasons for the amendment

We have revised and organized an article defining Group CEO as a role to pass down the founding philosophy of the GMO Internet Group. The GMO Internet Group defines a Monday Meeting as a "place" for the discussions and the sharing of details to permanently develop its business. We will also make other amendments related to the above.

2. Description of the amendment

Description of the amendment is as follows:

	(Amended parts are underlined.)
Current	Proposed amendment
Article 1 Omitted	Article 1 Omitted
Article 2 (Founding Philosophy) Under the Spirit Venture Declaration, which embodies the founding philosophy of the Company, GMO Internet and GMO Internet Group focus their business resources on the "place" for the Internet, and comprehensively develop Internet Infrastructure, Online Advertising & Media, Internet Finance, and Cryptocurrency businesses. Our business activity is about: enriching the Internet and making it more fun; creating new Internet culture and industry, smiles, and excitement; and striving towards contributing to society and the people.	Article 2 (Founding Philosophy)  1. Under the Spirit Venture Declaration, which embodies the founding philosophy of the Company, GMO Internet and GMO Internet Group focus their business resources on the "place" for the Internet, and comprehensively develop Internet businesses. Our business activity is about: enriching the Internet and making it more fun; creating new Internet culture and industry, smiles, and excitement; and striving towards contributing to society and the people.
(New)	2. There shall be a Group CEO who passes down the founding philosophy of the Company for GMO Internet Group to always be the Company to inherit this philosophy.
(New)	3. GMO Internet Group operates and Group CEO hosts a Monday Meeting with members comprised of the Board of the subsidiaries and the Group CEO, with the following objectives: maintaining and boosting the social credibility; maintaining and managing the Group's common assets and brands; researching and studying political, economic, and social problems; and friendship among subsidiaries.
Article 3 – 30 Omitted	Article 3 – 30 Omitted
Article 31 ( <u>Directors with Titles</u> ) One President and, if necessary, a few <u>Group CEOs</u> , chair persons, vice-presidents, executive managing directors and managing directors may be elected by <u>resolution of the Board of Directors</u> .	Article 31 (Election of Persons with Titles) One Group CEO, Chairman of the Board, Representative Director and President and, if necessary, a few Deputy CEOs, executive managing directors and managing directors may be elected by the Board of Directors through their resolution.
Article 32 – 52 Omitted	Article 32 – 52 Omitted

## Proposal 2: Election of 15 Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all of our Directors (16 in total) will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the Company proposes the election of 15 Directors, reducing one Director.

This proposal was discussed at the Audit and Supervisory Committee, with no opinions given.

The candidates are as follows:

Table: List of Candidates for Election as Directors

Candidate No.	Name	Positions	Responsibilities
1	Masatoshi Kumagai	Founder and Group CEO	
2	Masashi Yasuda	C.F.O.	Deputy to Group CEO and Head of Group Management Division
3	Hiroyuki Nishiyama	C.O.O.	Deputy to Group CEO, Head of Group Ecommerce Solutions Division and Head of Group Staff Development Division
4	Issei Ainoura	Vice President	Head of Group Payment Processing Division
5	Tadashi Ito	Managing Director	Head of Group Infrastructure Division and General Manager of Business Division
6	Hirofumi Yamashita	Managing Director	Head of Group Systems Division and General Manager of Systems Division
7	Toshiaki Horiuchi	Executive Director	Head of Innovation and Technology Systems Office
8	Katsumi Arisawa	Executive Director	In charge of Group Finance Division, in charge of Group Global Business Development Office and General Manager of Group Human Resources Department
9	Teruhiro Arai	Director	Head of Group Investment Strategy Office
10	Kimihiro Kodama	Director	General Manager of Hosting Business Department, Business Division
11	Ichiro Chujo	Director	In charge of Security Business and Adviser for Overseas Strategies
12	Makoto Hashiguchi	Director	Head of Group Advertising Division
13	Atsuko Fukui	Director	General Manager of Group Public Relations/Investor Relations Department
14	Takehito Kaneko	Director	_
15	Yasuo Hayashi	Director	General Manager of Access Business Department and Media Sales Department, Business Division

(Note)Each candidate approved the Policy toward Large-scale Purchases of the Company's Shares adopted by the Company. For the outline of the policy, please refer to "7. Basic Policy Regarding the Control of the Stock Company" on page 59 through page 65 of this Notice of Convocation.

No.	Name (Date of birth)	]	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Masatoshi Kumagai (July 17, 1963) [Reappointment]	April 2000 August 2001 April 2002 March 2003  March 2004  December 2004  March 2007  May 2008  April 2009  December 2011  December 2012  March 2015  March 2016  [Reasons for the With superior method the March 2016  [Reasons for the With superior method 2016]  [Reasons for the With superior method 2016  [Reasons for the With superior method 2016]  [Reasons for the With superior method 2016]  [Reasons for the With superior method 2016]  [Reasons for the With s	Gateway, Inc. Chairman of the Board of GMO Payment Gateway, Inc. (current position) Director of GMO AD Partners, Inc. Chairman of the Board of GMO AD Partners, Inc. (current position) selection] anagement capability and rich experience as founder of [asatoshi Kumagai has demonstrated excellent leadership our comprehensive Internet group comprising 9 listed ding the Company, as well as 110 Group companies. We at that he is qualified as the driving force to achieve the of the Group and to become a corporate group that lasts wears, and as a Director that will promote our management provate value maximization, and therefore have selected	11,450,411

I I I I I I I I I I I I I I I I I I I	es of the bany held
April 2000 Registered as a certified public accountant Joined interQ Inc. (currently, GMO Internet, Inc.)	
(currently, GMO Internet, Inc.)  March 2002 Director and Head of Corporate Strategy of Global Media Online Inc. (currently, GMO Internet, Inc.)  March 2003 Executive Director in charge of Group Corporate Strategy and Investor Relations of Global Media Online Inc. (currently, GMO Internet, Inc.)  March 2005 Managing Director and Head of Management Division, in charge of Group Corporate Strategy and Investor Relations of Global Media Online Inc. (currently, GMO Internet, Inc.)  May 2008 Managing Director and Head of Group Management Division of GMO Internet, Inc.  March 2013 Managing Director, Deputy to Group CEO and Head of Group Management Division of GMO Internet, Inc.  March 2015 Deputy CEO, Deputy to Group CEO and Head of Group Management Division of GMO Internet, Inc. (current position)  Director of GMO Media, Inc. (current position)  Director of GMO Pepabo, Inc. (current position)  Director of GMO Pepabo, Inc. (current position)  Director of GMO Pepabo, Inc. (current position)	2,800

	Name		Past experience, positions, responsibilities	Number of
No.	(Date of birth)		and significant concurrent positions	shares of the
3	Hiroyuki Nishiyama (August 14, 1964) [Reappointment]	April 2000  March 2001  March 2003  March 2006  March 2007  May 2008  March 2010  March 2013  March 2015	Joined MagClick Inc. (currently, GMO AD Partners, Inc.) CEO of MagClick Inc. (currently, GMO AD Partners, Inc.) Director of interQ Inc. (currently, GMO Internet, Inc.) Executive Director in charge of Group Media of Global Media Online Inc. (currently, GMO Internet, Inc.) Chairman of the Board of MagClick Inc. (currently, GMO AD Partners, Inc.) Managing Director of GMO Internet, Inc. Managing Director and Head of Group Business Division of GMO Internet, Inc. Director of paperboy&co. Inc. (currently, GMO Pepabo, Inc.) (current position) Managing Director, Deputy to Group CEO, Head of Group Ecommerce Solutions Division and Head of Group Staff Development Division of GMO Internet, Inc. Deputy CEO, Deputy to Group CEO, Head of Group Ecommerce Solutions Division and Head of Group Staff Development Division of GMO Internet, Inc. (current position) Director of GMO Payment Gateway, Inc. (current position)	Company held 53,100
		CEO of MagCli first listed com Company. He had demonstrated a leadership skills appointed as De field as the Hea high level of ins with service wi human resource	selection] the Group in 1999, Hiroyuki Nishiyama was appointed as ick Inc., (currently, GMO AD Partners Inc.), the Group's apany, and in 2001 was appointed as Director of the as overseen media departments within the Group, and has wealth of corporate management experience, as well as for promoting business across the entire Group. He was puty CEO in 2015, aiding the Group CEO, and leading the id of Group Staff Development Division. Because of his hight cultivated through corporate management, familiarity thin the industry and the Group, and rich experience in a strategy, we have determined that he is qualified as a we selected him as a candidate.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Issei Ainoura (July 19, 1962) [Reappointment]	April 1986 April 2000 President and Representative Director of Card Call Service, Inc. (currently, GMO Payment Gateway, Inc.) December 2003 Director of MTI Ltd. March 2006 Director of GMO Internet, Inc. December 2011 CEO and Representative Director of GMO Payment Gateway, Inc. December 2012 President and Representative Director of GMO Payment Gateway, Inc. (current position) March 2014 Managing Director and Head of Group Payment Processing Division of GMO Internet, Inc. March 2016 Deputy CEO and Head of Group Payment Processing Division of GMO Internet, Inc. (current position)  [Reasons for the selection] After working for IBM Japan, Ltd., Issei Ainoura was appointed at Representative Director of Card Call Service, Inc. (currently GMO Payment Gateway, Inc.) in 2000. In 2005, he listed that company, and three years later brought it to the First Section of the Tokyo Stocl Exchange. He has realized strategic planning that pledged continuous growth of 25% or more of operating profit and a medium term growtl strategy for that company as well. Because of his rich experience in corporate management in general and broad knowledge of global expansion, we have determined that he is qualified as a Director, and have selected him as a candidate.	

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Tadashi Ito (March 12, 1974) [Reappointment]	March 2004 September 2004 August 2006 April 2008 January 2009 March 2013  [Reasons for the Tadashi Ito joine and alliances w Manager of Busi Domain & Cloud through price is overseen by him established a laggressive approwith the capabil	ed the Company in 1997, primarily handling new business ith external entities. As Executive Director and General mess Division, he has organically linked services including d Hosting businesses, our core businesses, and led growth trategy and marketing measures since 2008. Business has achieved the number one share in Japan, and he has business strategy and organizational management of each. We have determined that he is qualified as a Director ity to carry out management strategy with an eye on our h in future global business expansion, and have selected	131,300

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Hirofumi Yamashita (July 1, 1962) [Reappointment]	March 2011 June 2011 March 2013  March 2015  December 2018  [Reasons for the Hirofumi Yamas he showed while at IBM Japan, I since 2009. With his rich k contributed to operation of the was appointed at 2015. We have specialized known	hita was invited into the Group in 2007 for the competence engaged in the development of financial solution services Ltd. He has overseen the Systems Division as a Director nowledge and experience, and strong leadership, he has improving the technical capabilities and efficiency of Systems Division of the Group including the Company. He is Executive Director in 2011, and as Managing Director in determined that he is qualified as a Director possessing wledge and experience of the systems that support the acture of the Company and Group, and therefore have	30,000

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Toshiaki Horiuchi (March 27, 1971) [Reappointment]	(currently, GMO his high technic initiatives on advand abroad and services that street of the Company and also serves Partners, Inc. We both a track rec	Joined GMO Media and Solutions Inc. (currently, GMO Media, Inc.) Director and General Manager of Systems of GMO Media and solutions Inc. (currently, GMO Media, Inc.) Joined GMO Internet, Inc. Head of Innovation and Technology Systems Office Director and Head of Innovation and Technology Systems Office of GMO Internet, Inc. Head of Group CTO Office of GMO AD Partners Group Executive Director and Head of Innovation and Technology Systems Office of GMO Internet, Inc. (current position) Vice President of GMO AD Partners, Inc. and Head of CTO Office of GMO AD Partners Group (current position) selection] aki Horiuchi joined GMO Media and Solutions Inc. (Media, Inc.), and was invited to the Company in 2008 for all capabilities. He has demonstrated strong leadership in wanced technology development, engineer training in Japan management, and contributed to the development of new etch across the Group, etc. He was appointed as a Director in 2011, and Executive Director of the Company in 2015, as the Vice President of the Group company, GMO AD to have determined that he is qualified as a Director that has ord of cutting- edge technology development and insight expertise, and therefore have selected him as a candidate.	12,300

No.	Name (Date of birth)	:	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Katsumi Arisawa (December 21, 1973) [Reappointment]	May 1999 July 2001 September 2001 March 2003 April 2004 March 2005 March 2008 May 2008 January 2009 March 2016 May 2017	Joined interQ Inc. (currently, GMO Internet, Inc.) Manager of Corporate Strategy Office of Global Media Online Inc. (currently, GMO Internet, Inc.) Registered as a certified tax accountant Head of Group Corporate Strategy Office of Global Media Online Inc. (currently, GMO Internet, Inc.) General Manager of Group Corporate Strategy Division of Global Media Online Inc. (currently, GMO Internet, Inc.) Director and General Manager of Group Corporate Strategy Division of Global Media Online Inc. (currently, GMO Internet, Inc.) External Auditor of MagClick Inc. (currently, GMO AD Partners, Inc.) Director and General Manager of Group Finance Division of GMO Internet, Inc. Director and General Manager of Group Finance Department of GMO Internet, Inc. Director of GMO AD Partners, Inc. (current position) Executive Director and General Manager of Group Finance Department and Group Human Resources Department of GMO Internet, Inc. Executive Director and General Manager of Group Finance Department, Group Global Business Development Office and Group Human Resources Department of GMO Internet, Inc. (current position)	33,700
		been responsible tax accountant, experience, he a and the Group's as Executive Dir and Group Humqualified as a strategies from possesses rich behuman resources resources as co	selection] the Company in 1999, Katsumi Arisawa has consistently of for the accounting and financial fields. He is a certified and on account of his professional knowledge and rich assumed the office of the Director in charge of accounting consolidated financials in 2005. In 2016, he was appointed arector and General Manager of Group Finance Department an Resources Department. We have determined him to be Director who carries out highly transparent financial the perspective of financial soundness and accuracy, business experience and broad insights, and in terms of a strategy, has practical skills to support and train human colleagues and to deal with diversifying work styles.	

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Teruhiro Arai (February 27, 1973) [Reappointment]	Reasons for the Teruhiro Arai public accountain strategy (alliand expansion of the Strategy Office Director who pusignificance in broad knowledge administration a	Manager of Corporate Strategy Office of Global Media Online Inc. (currently, GMO Internet, Inc.) Resigned from Global Media Online Inc. (currently, GMO Internet, Inc.) Established Arai Accounting Office Returned to Global Media Online Inc. (currently, GMO Internet, Inc.) Head of Group Investment Strategy Office of Global Media Online Inc. (currently, GMO Internet, Inc.) Director and Head of Group Investment Strategy Office of Global Media Online Inc. (currently, GMO Internet, Inc.) Current position) Registered as a certified public accountant	15,300

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10	Kimihiro Kodama (November 5, 1972) [Reappointment]	successive posi services, and h technology, an determined that operation expe- advantage in the	Joined interQ Inc. (currently, GMO Internet, Inc.)  Team Leader of Customer Service Division of interQ Inc. (currently, GMO Internet, Inc.)  General Manager of Customer Service Division, IxP  Business Division, and Group Customer Service Quality  Controller of Global Media Online Inc. (currently, GMO Internet, Inc.)  General Manager of Access Business Division and  Hosting Business Division, IxP Business Division of  GMO Internet, Inc.  General Manager of Hosting Business Division, IxP  Business Division of GMO Internet, Inc.  General Manager of Hosting Business Department,  Business Division of GMO Internet, Inc.  Director and General Manager of Hosting Business  Department, Business Division of GMO Internet, Inc. (current position)  e selection]  ne joined the Company in 1998, Kimihiro Kodama has held tions in the Customer Service Division of the Company's as demonstrated broad knowledge and insight of service, d even operations of the Group's business. We have the is qualified as a Director who possesses rich business rience, providing merchandise with a strong competitive the Company's core Hosting Cloud business, and therefore im as a candidate.	4,200

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
11	Ichiro Chujo (July 18, 1965) [Reappointment]	January 2013  January 2014  January 2015  March 2016  January 2017  [Reasons for the Ichiro Chujo joi GMO-Z.COM UiSLE Inc. (curred He was appoint Japan, Inc. (curbusiness, in 200 electronic certification of the Ichiro Chujo joi GMO-Z.COM UiSLE Inc. (curred He was appoint Japan, Inc. (curred He was appoint Japan, Inc. (curbusiness, in 200 electronic certification and Inc.)	Joined WEBKEEPERS, Inc. (currently, GMO-Z.COM USA, INC.)  Director of iSLE Inc. (currently, GMO CLOUD K.K.)  President and Representative Director of GeoTrust Japan, Inc. (currently, GMO GlobalSign K.K.) (current position)  Director and Head of Security Service Business of GMO Hosting&Security, Inc. (currently, GMO CLOUD K.K.)  Vice President and Head of Security Service Business of GMO Hosting&Security, Inc. (currently, GMO CLOUD K.K.)  Vice President, Head of Security Service Business and Head of Enterprise Sales Division of GMO CLOUD K.K.  Vice President, Head of Security Service Business and Head of Marketing Division of GMO CLOUD K.K.  Vice President and Head of Security Service Business of GMO CLOUD K.K.  Vice President in charge of Security Business and IAM Business of GMO CLOUD K.K.  Director in charge of Security Business and Adviser for Overseas Strategies of GMO Internet, Inc. (current position)  Vice President in charge of Security Business of GMO CLOUD K.K. (current position)  **Selection**]  Intend the Group company, WEBKEEPERS, Inc. (currently, JSA, INC.) in 1997, and was appointed as a Director of ntly, GMO CLOUD K.K.) in 2000.  The selection of GeoTrust Trently, GMO GlobalSign K.K.), which performs security and has operated a certificate authority which issues icates around the world. We have determined him to be director possessing knowledge of general management and operations, and therefore have selected him as a candidate.	17,000

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
12	Makoto Hashiguchi (October 1, 1968) [Reappointment]	July 2007 August 2009 March 2011 March 2015  May 2017  [Reasons for the Makoto Hashigu advertising agen management po President and R NIKKO Inc.) in AD Partners, Inmedia business f Director possess	achi joined Nikko Ltd. in 2000, which is engaged in the acy business, and has consistently fulfilled his duties as sitions in the advertising field. He was appointed as epresentative Director of NIKKO Inc. (currently, GMO 2009 and President and Representative Director of GMO c. in 2015. He has overseen the Internet advertising and for the Group. We have determined him to be qualified as a sing rich experience as a corporate manager and broad internet advertising industry, and therefore have selected	11,000

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
13	Atsuko Fukui (November 8, 1971)	July 2000 August 2006  August 2006  August 2006  August 2006  Team Leader of External Affairs of Group Business Development Department, Group Business Development Division of GMO Internet, Inc.  Senior Producer of Special Project Assisting President of GMO Internet, Inc.  August 2012  Manager of Group Public Relations/Investor Relations Department and Senior Producer of Special Project Assisting President of GMO Internet, Inc.  April 2015  General Manager of Group Public Relations/Investor Relations Department of GMO Internet, Inc.  Director and General Manager of Group Public Relations/Investor Relations Department of GMO Internet, Inc. (current position)	6,800
	[Reappointment]	[Reasons for the selection] Since joining the Company in 2000, Atsuko Fukui has launched new businesses as a person in charge of external affairs at the Executive Office, and led projects such as providing hosting OEM services and business transfers. She was appointed as Senior Producer of Special Project Assisting President in 2007, and then a manager in charge of public relations and investor relations of the Company and the Group in 2012. She has been demonstrating her skills in maintaining favorable relationships with shareholders and investors, as well as in media relations and branding exercises. We have determined her to be qualified as a Director possessing extensive work experience in the role of promoting diversity management including the career development of female employees and executives, and superior capability in permeating and facilitating a corporate culture that values diversity, and therefore we have selected her as a candidate.	

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
14	Takehito Kaneko (March 28, 1964) [Reappointment]	background as business and the Chairman of Ao Ltd.) We have determ experience and	Director of GMO Internet, Inc. (current position) Director of GMO Financial Holdings, Inc. (current position)	600

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
15	Yasuo Hayashi (September 5, 1975) [Reappointment]	the Internet accipined the Com Manager of Sal 2009, as a mana demonstrated h strategies negot communications as a Director w	was put in charge of the overall operational management of ess service, the Company's foundation business, when he apany in 2002, and then in 2005, appointed as General les Management Division, IxP Business Division. Since ager in charge of the Access Business Department, he has his skills in developing and implementing marketing that the latest trend in the highly competitive business market. We have determined him to be qualified tho possesses rich business operation experience to drive es in communications business, and therefore have selected	500